

BYLAWS
OF THE
ARIZONA STATE
TRAPSHOOTING ASSOCIATION

AN ARIZONA NON-PROFIT CORPORATION

Throughout these Bylaws as used herein, the "Arizona State Trapshooting Association" shall be referred to as "the ASTA," the Amateur Trapshooting Association shall be referred to as "the ATA," and "Shooting Facilities" shall be referred to as "Clubs."

ARTICLE I

MEMBERSHIP

The membership of the ASTA shall be composed of regularly organized shooting facilities, hereinafter known as Clubs, within the State of Arizona, and of individual members residing in the State of Arizona as more fully described herein.

SECTION 1: CLUBS

Any regularly organized shooting Club within the State of Arizona, whether public or private, with sufficient shooting grounds, trap houses and trap machines to host registered tournaments and whose application is endorsed by a majority of the Board of Directors, may become a member of the ASTA. Admission of Clubs shall be made upon such application and standards as may be adopted from time to time by the Board of Directors. Only Clubs who are members in good standing shall be permitted to conduct or host registered trapshooting tournaments. Clubs shall not be entitled to vote at meetings of the ASTA.

SECTION 2: INDIVIDUAL RESIDENTS

Resident Membership is divided into two (2) classes: Annual and Life Members.

- a) Any person who is a resident of the State of Arizona and is of good moral character and standing in his/her community and who is a member in good standing of the ATA may become a member of the ASTA. A resident, is defined as a person who has demonstrated intent to reside within the State of Arizona by registering to vote, owning or renting a residence, enrolling children in school, obtaining a driver's license, registering vehicles, paying local income taxes, or any other proof of residency the Board of Directors may require.
 - b) To be eligible for resident ATA titles or ASTA endorsed titles at the Annual, State Zone or Western Zone Tournaments a member shall have been a resident of the State of Arizona for six (6) months prior to the starting date of the afore mentioned tournaments.
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SECTION 3: INACTIVE MEMBERS

Active members who cease paying dues shall become inactive members. Inactive members shall not be entitled to vote, or hold office.

SECTION 4: DELINQUENT MEMBERS

Resident members who participate in registered tournaments and who fail to pay ATA dues shall be automatically be suspended from membership in the ASTA. Members will be reinstated when they bring all dues, and other fees current and reimburse the ASTA for any penalties levied on the ASTA by the ATA.

SECTION 5: TERMINATION OF MEMBER

The Board of Directors, after a hearing before the Board of Directors, may suspend or expel a member, for cause, for a period of time or permanently by an affirmative vote of two-thirds (2/3) of all of the Directors. Causes of Termination and/or Suspension:

- a) Resignation of a member;
 - b) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
 - c) An expulsion of the member under this Article I, Section 5 of these bylaws, based on a good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material degree to observe the rules of conduct of the ASTA, or has engaged in conduct materially prejudicial to the purposes and interests of the corporation;
 - d) Conduct tending to injure the good name, disturb the well-being, or hamper the work of the ASTA, the ATA, individual Members, ASTA shooting Clubs, or the ASTA Board of Directors.
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SECTION 6: REINSTATEMENT

Upon written request signed by any former member who has been suspended or expelled for cause and filed with the Secretary, the Board of Directors may, by an affirmative vote of two-thirds (2/3) of the Directors, reinstate a former member. Inactive members may become active at any time by paying current dues and shooting 500 registered targets.

SECTION 7: NON-RESIDENT ASSOCIATE MEMBERS

Non-Residents who are members in good standing of State or Provincial Associations other than the State of Arizona may become Associate Members of the ASTA. The Associate Member shall have no voting rights and shall not be eligible to win Resident trophies at the Annual, State Zone, or Zone Tournaments. Associate Membership is offered as a courtesy to non-residents.

SECTION 8: DISSEMINATION OF BY-LAWS

A copy of the By-Laws and the Standing Rules and Regulations shall be furnished to active members upon request.

ARTICLE II

STATE ZONES

Individual members and Clubs may be divided into Zones as determined from time to time by the Board of Directors. The County in which the member resides shall determine a member's Zone residency.

ARTICLE III

MEMBERSHIP DUES

The ASTA membership year shall run concurrently with that of the ATA. ASTA Membership dues shall be paid prior to a member participating in his/her first registered tournament of the new target year. The Board of Directors may from time to time increase or decrease the Dues of the ASTA.

ARTICLE IV

ASTA DAILY FEE

An ASTA Daily Fee, the amount of which shall be determined for each target year by the Board of Directors, shall be charged each participant at all registered tournaments held in the State of Arizona.

ARTICLE V

MEETINGS OF THE MEMBERS

SECTION 1: ANNUAL MEETING OF THE MEMBERS

An Annual Meeting of the Members shall be held each year during the Annual State Tournament in accordance with the ATA Official Rules. Notice of the Annual Meeting setting forth the date, time and place shall be printed in the official program of the Annual State Tournament.

SECTION 2: SPECIAL MEETING

Special meetings of the ASTA may be called by the President or upon request of a majority of the Board of Directors or by written request of ten (10) percent of the active members of the ASTA with voting rights. Notice setting forth the purpose of the meeting shall be included with the notice for the special meeting. The notice of the meeting shall be deemed delivered when deposited in the United States mail with postage prepaid. No business shall be transacted at special meetings of the ASTA that is not specifically set forth in the notice.

SECTION 3: ANNUAL MEETING OF THE MEMBERS AGENDA

The business conducted at the Annual Meeting of the Members shall consist of the following:

- a) Call to Order,
- b) Reading of the Minutes,
- c) Report of the Officers,
- d) Report of Committees,
- e) Unfinished Business,
- f) New Business,
- g) Comments from the Floor,
- h) State Team Introduction,
- i) Hall of Fame Introductions
- j) Election of Directors,
- k) Election of Delegate and Alternate Delegate
- l) Adjournment

The Board of Directors shall set the order in which the business is conducted.

SECTION 4: VOTING

Active members in good standing shall be entitled to one vote at the Annual or Special Meetings of the ASTA and must be present in person to vote. For purposes of this determination, an active member is a current member of the ATA and the ASTA who has registered a minimum of 500 targets in the target year of the meeting. Target registration may be waived for shooters, at the discretion of the Board of Directors, who because of a temporary documented physical problem are currently not able to shoot.

Voting for Delegate and Alternate Delegates shall be per the ATA Official Rules.

SECTION 5: QUORUM

A quorum of members shall consist of ten (10) percent of the active membership of the ASTA for Annual or Special Meetings of the ASTA.

SECTION 6: MANNER OF ACTING

The act of a majority of the active members present at the Annual or Special Meeting at which a quorum is present except where otherwise provided by law or these By-Laws shall be the act of the membership.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The management of the affairs of the ASTA shall reside in this Board of Directors.

SECTION 2: DUTIES

The Board of Directors shall have general charge of the affairs of the ASTA. It shall assume such duties as are not specifically assigned to the other officers or committees; it shall appoint such committees as it deems advisable; it shall supervise all tournaments held under the auspices of the ASTA; it shall select the site of the Annual State Tournament, arrange for the program thereof, and have full charge of all matters pertaining thereto, it shall serve as the Tournament Committee for the Annual State Tournament, it shall approve the scheduling of all registered tournaments held within the State of Arizona and shall authorize the Secretary to affix his/her signature to tournament applications for approved tournaments. It shall have charge of all matters relative to the activities and finances of the ASTA. It shall conduct any investigation of complaint against an individual member or member club alleged guilty of unsportsmanlike conduct, or of conduct prejudicial to the best interests of the ASTA, its members or the sport of trapshooting. It shall take actions it may consider appropriate to encourage and develop the sport of trapshooting, increase the membership, enhance registered trapshooting, the fostering of good sportsmanship and any other purpose delineated in these By-Laws or the Articles of Incorporation.

SECTION 3: NUMBER AND QUALIFICATIONS

The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) Directors who are members in good standing of the ASTA and the ATA. Directors shall at the time of their election and during their term of office be residents of this State, and their respective Zones. The County of the member's home address shall determine a member's Zone residency.

- a) Candidates for the Board of Directors must have registered a minimum number of targets in the ATA target year preceding the year of their candidacy as determined from time to time by the Board of Directors.
 - b) Other requirements for Candidates for the Board of Directors may be determined from time to time at the discretion of the Board of Directors.**
 - c) Seated Board members must have registered a minimum number of targets in the ATA target year preceding the year of the Annual Meeting as determined from time to time by the Board of Directors from time to time.
 - d) The State Delegate or his/her designee shall verify qualification requirements for Zone Director candidates and seated Board members.
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SECTION 4: TENURE

Directors shall be elected to a term of three (3) years and they shall individually hold office until their individual successors have been duly elected and qualified by the Board of Directors.

SECTION 5: METHOD OF ELECTION

- a) One (1) Director from each Zone shall be elected each year at the annual membership meeting to serve a three (3) year term.
- b) Only members of a designated Zone are eligible to nominate and cast ballots for that Zone's Director.
- c) If a specific Zone does not have a candidate to fill the available Zone seat, members may be nominated from the general membership.
 - i) Only members from the Zone without a Zone candidate may nominate and vote for a candidate to fill the director vacancy.
- d) Should an election end in a tie, the following procedures will be used to determine the winner
 - i) The candidate with the highest total number of registered targets on record for the ATA target year prior to the year of the election will be declared the winner.
 - ii) Should the tie not be broken per the above section the candidate with the highest total number of lifetime ATA registered targets on record at the end of the target year prior to the year of the election will be declared the winner.

SECTION 6: MEETINGS

Meetings of the Board of Directors, whether Regular or Special, may be called at the direction of the President, Vice President or at the written request of a majority of the Directors, except that a Meeting will be held following the Annual Meeting of the Members for the purpose of electing officers of the ASTA. Meetings of the Board of Directors may be held anywhere in the State of Arizona **either in person or by telephonic methods** with the exception that the Annual Meeting shall take place at the same place as the Annual Meeting of the Members.

SECTION 7: NOTICE

Notice of any meeting of the Board of Directors except for the Annual Meeting of Members, shall set forth the date, time and place and shall be given at least ten (10) days prior to the meeting. The Secretary shall send notice by US Mail or Email to the address on record of each Director. Such notice shall be deemed to be delivered when deposited in the United States Mail or as certified by the Secretary when sent electronically. Any Director may waive notice of any meetings. The attendance of a Director at any meeting shall not constitute a waiver of notice of such meeting. Neither the business to be transacted nor the purpose of the meeting of the Board of Directors need be specified in the notice of the meeting unless required by these By-Laws.

SECTION 8: QUORUM

A majority of the Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority is present but at least one-third of the Directors are present at said meeting, the meeting can be adjourned from time to time without further re-notice.

SECTION 9: MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these By-Laws.

SECTION 10: DISQUALIFICATION

A member of the Board of Directors shall be disqualified and, his/her office on the Board of Directors shall automatically be declared vacant if:

- a) A member of the Board of Directors shall miss three (3) consecutive meetings
- b) A member of the Board of Directors shall cease to be a resident of the State of Arizona
- c) **A member of the Board of Directors shall fail to meet the qualifications set forth in the Bylaws and the Rules and Regulations.**

d) Any activities by a member of the Board of Directors that brings disrepute on the Association or any willful misconduct.

The secretary should so declare the office vacant and the board members from the disqualified member's Zone shall appoint a qualified member to fill the vacancy, subject to approval by the Board of Directors. The appointed Director will complete the remainder of the vacated Director's term until the next Annual Meeting of the Members.

Disqualification may be waived for a member of the Board of Directors due to temporary medical disabilities prohibiting the member from participating in meetings or meeting other requirements. Any waiver of disqualification shall be approved by a majority vote of the Board of Directors.

SECTION 11: VACANCIES

Vacancies created by resignation, death, or disqualification shall be filled for the remainder of the vacant directors term by a majority vote of the Board of Directors.

SECTION 12: COMPENSATION

Directors shall not receive any compensation for their services as a member of the Board of Directors provided that nothing herein contained shall be construed to preclude any Director from serving the ASTA in any other capacity and receiving compensation therefore.

ARTICLE VII

OFFICERS

SECTION 1: OFFICERS

The officers of the ASTA shall be a President, a Vice President, a Treasurer, a Secretary or a Secretary-Treasurer and such other officers as may be elected in accordance with the provisions of these By-Laws. The Board of Directors may elect or appoint such others officers, including one or more assistant secretaries and assistant treasurers as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except for the office of President, which cannot be held in conjunction with any other office except membership on the Board of Directors.

SECTION 2: ELECTION AND TERM

The officers of the ASTA shall be elected by the Board of Directors annually at the first Board of Directors meeting following the election of new Directors. Vacancies may be filled or new offices created or filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified by the Board of Directors.

SECTION 3: REMOVAL

The Board of Directors may remove any officer or agent of the ASTA elected or appointed by the Board of Directors whenever in its judgment the best interests of the ASTA would be served thereby. Officers and agents may be removed based upon an affirmative vote of two-thirds of the Board of Directors.

SECTION 4: VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5: PRESIDENT

The President shall be the principal executive officer of the ASTA and shall in general supervise and control all of the business and affairs of the ASTA. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall sign, with the Secretary or any other proper officer of the ASTA authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments authorized to be executed by the Board of Directors; may appoint nominating committees for Directors and Delegates; and in general, shall perform all duties incident to the office of President and to see that the purposes for which the ASTA was organized be carried into effect; and such other duties as may be prescribed by the Board of Directors from time to time.

To the extent directed by the Board of Directors, the President shall act as the official representative of the ASTA in all contacts with other organizations, government departments, commissions, agencies, and bodies. He/she shall also serve as ex-officio member of all committees. The President shall be a member of the Board of Directors and shall serve without compensation. The President shall preside as Chairman at all meetings.

SECTION 6: VICE PRESIDENT

It shall be the duty of the Vice President to assist the President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to, all the restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. The Vice President shall be a member of the Board of Directors and shall serve without compensation.

SECTION 7: TREASURER

The Treasurer shall collect all dues and fees; shall be custodian of all monies, securities, vouchers, and trophies of the ASTA and shall preserve the receipts for all monies paid. He/she is authorized to receive information (associated with the ATA or the ASTA), bills, legal papers, and goods for the ASTA and shall preserve the receipts for all monies paid. He/she is authorized to receive for the ASTA all funds due from individual and club members, the ATA, and contributions to the Annual Tournament. He/she shall deposit all monies to the credit of the ASTA in such bank or banks, as the Board of Directors may designate. All withdrawals of funds from the ASTA bank accounts must be by check duly signed by the Treasurer and President. The Treasurer shall make no disbursements, except for incidental expenses such as postage, printing and stationary, unless authorized by order of the Board of Directors. A full detailed report of all monies received and disbursed by him shall be made quarterly and at the Annual Meeting of the Members. All books and statements of the Treasurer may be audited by a committee of members or by a certified public accountant appointed by the President and approved by the Board of Directors. The Treasurer and other officers involved in the collection deposit or disbursement of funds shall be bonded in such sum as may be deemed adequate by the Board of Directors. Premiums on said bond shall be an expense of the ASTA. The Treasurer may be a member of the Board of Directors or may be a non-member of the Board of Directors. If a non-member of the Board of Directors, he/she shall not be entitled to vote. The Treasurer may be compensated at a rate set by the Board of Directors.

SECTION 8: SECRETARY

The Secretary shall keep the Minutes of the Meetings of Members and of the meetings of the Board of Directors in one or more books provided for the purpose, see that all notices are duly given in accordance with the provision of these By-laws; be custodian of the ASTA records and to sign all documents the execution of which on behalf of the ASTA is in accordance with the provision of these By-laws; shall prepare, count and safeguard election ballots, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary shall arrange for all meetings of the ASTA and shall act as Secretary for all meetings thereof, shall conduct the general

correspondence of the ASTA, file appropriate reports as required by law with State and Federal Agencies, and shall compile and disseminate such information as may be required by the members under the rules and regulations of the ASTA and shall present bills for all expenses incurred to the Treasurer for reimbursement. He/she shall mail ATA Registered Tournament Application blanks and other information on the conduct of registered tournaments to member clubs in the State and shall sign such completed application for Registered Tournaments as may have been approved by the Board of Directors and forward same to the ATA. The secretary shall maintain the list of ASTA Life Members and their status, as well as the Annual Members and their status. Additionally, at the end of each target year, the Secretary shall certify to the board the number of active members the state had on the last day of the target year. The Secretary may be a member of the Board of Directors or may be a non-member of the Board of Directors. If a non-member of the Board of Directors, he/she shall not be entitled to vote. The Secretary may be compensated at a rate set by the Board of Directors.

SECTION 9: INDEMNIFICATION

Except as hereinafter stated otherwise, the corporation shall indemnify, defend and hold harmless all of its Officers and Directors, past, present and future, against any and all expenses incurred by them, including but not limited to, legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their duties as Officer or Director of this corporation as defined by these By-Laws and any agreement to incorporate of stockholders. Upon receipt of written notice by the President or Chairman of the Board from any officer or Director, past, present or future, indicating that such officer or Director has incurred or may incur expenses in connection with any legal action brought or about to be brought against him, her or them for or on account of any such act or omission, the Board of Directors, at its next regular or special meeting, shall determine in good faith, and shall record as a part of the minutes of said meetings, its determination of whether or not such act or refusal to act of any such officer or Director was outside the scope of its duties as director or officer, or was willful, grossly negligent, fraudulent or with criminal intent; and if the Board of Directors shall determine in good faith that such act was within the scope of duties and not willful, grossly negligent, fraudulent or with criminal intent, then the corporation shall indemnify, defend and hold harmless such officer or Director in the manner hereinabove set forth and such indemnification shall be mandatory. No such indemnification shall be available in the event the said officer or Director, to whom indemnification would otherwise have been applicable, shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing to defend him or her in the said action. The Board of Directors shall purchase Directors and Officers insurance to provide coverage and defense for the Board of Directors, and its current and past officers and directors.

ARTICLE VIII

ATA DELEGATE

SECTION 1: DELEGATE ELECTION

Election of the State and Alternate Delegates shall be in accordance with the Rules and Regulations set forth by the ATA and shall have the qualifications as set forth by the ATA.

- a) Each year at the Annual Membership Meeting of the ASTA, current members of the ATA who are present in person at the meeting and are current members of the ASTA, shall be entitled to vote for the State Delegate and not more than two Alternate Delegates. Members must meet the voting requirements as set forth in the ATA Official Rules.

- b) The State Delegate and Alternate Delegates shall serve for a term of one year or until his/her successor shall have been duly elected and qualified by the Board of Directors of the ASTA.

SECTION 2: DUTIES

- a) The State Delegate shall serve on the Board of Directors of the ATA and act as liaison between the ASTA and the ATA. He/she shall perform all duties of that office as established by the ATA Official Rules. The State Delegate shall attend the Annual Board of Directors Meeting of the ATA and attend the Annual State Tournament, the Annual State Zone Tournaments, and the ATA Western Zone Tournament. The Alternate Delegates shall assist the State Delegate in carrying out his/her State duties and in his/her absence shall act for the delegate.
- b) The State Delegate shall serve as chairperson of the Classification Committee for the Annual State Tournament, any State Zone Tournament and the Western Zone Tournament provided a club in Arizona is a participant. In addition to the State Delegate, the Handicap/Classification Committee shall be composed of the President of the ASTA, the First Alternate Delegate, and other officers or directors of the ASTA.

SECTION 3: ADDITIONAL OFFICES

The State Delegate or Alternate Delegates may also hold the office of Director of the ASTA. If the State Delegate is also a Director, he/she may not hold any other office in the ASTA. Alternate Delegates may hold any office to which they are elected. If the State Delegate is not a Director of the ASTA, he/she shall then serve as an ex-officio non-voting member of the Board of Directors of the ASTA and shall be expected to attend all meetings thereof.

SECTION 4: COMPENSATION

The State Delegate and Alternate Delegates shall serve without compensation; however, the Board of Directors may compensate the Delegate at a rate deemed appropriate for his/her attendance at the Annual Meeting of the ATA Board of Directors held during the Grand American Trapshooting Championships.

SECTION 5: SUCCESSION

If for any reason the State Delegate or the Alternate Delegates cannot perform their duties, the President, if not the President the Vice President, shall serve as the Arizona Delegate.

ARTICLE IX

REGISTERED TOURNAMENTS

SECTION 1: GENERAL

The latest revised ATA Official Rules shall govern all tournaments and activities conducted under the auspices of the ASTA.

SECTION 2: ANNUAL SCHEDULING MEETING

To assist Clubs who are members of the ASTA in establishing the annual registered tournament schedule, the ASTA shall hold a meeting annually to set and approve the tournament schedule for the following year. The scheduling meeting may be conducted via e-mail for convenience. The decision of the ASTA Board of Directors will be final should conflicting shoot dates among clubs arise. As provided in Article I, Section 1, hereof, only shooting clubs, who are members in good standing of the ASTA shall be permitted to hold registered tournaments.

In accordance with the ATA Official Rules, all registered tournament applications must be submitted to the State Secretary for approval prior to the scheduled shoot.

SECTION 3: ADDITIONAL TOURNAMENTS OR MODIFICATION

Any Club wishing to add a registered tournament or otherwise modify their approved schedule of tournaments shall apply for such tournament or modification to the Secretary. The Secretary may approve all such actions if the proposed action is not in conflict with another club's shoot dates. If a conflict exists, the Secretary will contact the parties involved and determine if the change is acceptable to all parties. If the change is acceptable, the Secretary will approve the change. If the change is not acceptable to all parties, the Secretary will refer the conflict to the Board of Directors for resolution.

ARTICLE X

ANNUAL STATE TOURNAMENT

SECTION 1: ANNUAL STATE TOURNAMENT

The Annual State Tournament shall be held at various Clubs within the State on a rotation basis, or as the Board of Directors may, in its discretion, select. Any Club who is a member in good standing of the ASTA may apply in writing to the Board of Directors for consideration to host or to be placed in the rotation to host the Annual State Tournament. The Board of Directors, in its sole discretion, shall make the award to the host Club for the Annual State Tournament.

SECTION 2: HOST CLUB

The Club awarded the Annual State Tournament shall enter into a contract with the ASTA covering the fees due the ASTA, cost of targets, trophies, added money, shells and other requirements as the Board of Directors, in its discretion, may deem necessary for the conduct of a successful Annual State Tournament.

ARTICLE XI

RULES AND REGULATIONS

The Board of Directors shall adopt Rules, Regulations, and Policies for the implementation of these By-Laws. The Rules, Regulations, and Policies may be amended, added to, or deleted from time to time by the Board of Directors. The Rules and Regulations shall be published from time to time for the edification and guidance of the members of the ASTA.

ARTICLE XII

CONFLICTS

To the extent that a conflict exists between the current ASTA By-Laws or the ATA Official Rules, the ATA rules shall take precedence.

ARTICLE XIII

FISCAL YEAR AND RECORDS

SECTION 1: FISCAL YEAR

The fiscal year of the ASTA shall run concurrently with that of the ATA.

SECTION 2: BOOKS AND RECORDS

The ASTA shall keep correct and complete books and records of accounts, Minutes of the proceedings of its Members and its Board of Directors, and shall keep a record of all ASTA life members.

SECTION 3: INSPECTION OF RECORDS

Any member or his /her agent or attorney may inspect all books and records of the ASTA for any proper purpose at any reasonable time at a place designated by the Board of Directors for such purpose. Any fees, costs for research or reproduction associated with the request shall be the responsibility of the member, agent, or attorney requesting such information.

ARTICLE XIV

AMENDMENTS TO THE BY-LAWS

ADOPTION OF AMENDMENTS

Amendments, changes or deletions to these By-Laws may be introduced by any member of the Board of Directors. Proposed amendments, changes, or deletions to these By-Laws may be introduced during any regular board meeting or submitted in writing to the Secretary. Amendment changes shall require a vote of two-thirds of the Board of Directors for adoption.

Amended and adopted by the Board of Directors on this 13th day of November, 2014

Kenneth Schatz, Secretary

Arizona State Trapshooting Association

(changes are in bold typeface)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE ARIZONA STATE TRAPSHOOTING ASSOCIATION**

The Amended and Restated Articles of Incorporation of the Arizona State Trapshooting Association shall, upon approval and filing with the Arizona Corporation Commission, amend and supersede all prior filed Articles and Amendments of the Corporation.

1. Name: The Name of the Corporation is:

The Arizona State Trap Shooting Association

2. Purpose: The purpose for which the corporation is organized is:

The promotion of trapshooting and gun safety through social and competitive events, classes and activities as shall be described in Article III.

3. Character of Affairs: The character of affairs of the corporation will be:

a.) To encourage and promote the sport of trapshooting and to serve as the Arizona State Association for the regulation of Trapshooting competition including, but not limited to, selection of the date and site and promulgation of regulations applicable to the Annual Arizona State Shoot.

b.) To serve as the Arizona Affiliate of the Amateur Trapshooting Association of America.

c.) To encourage and promote the safe and lawful use and care of firearms for sporting purposes and to educate the public in regard thereto.

d.) To cooperate with, aid, encourage, and conduct activities with other organizations having similar aims and purposes as this corporation.

4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on or behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501 (C) (4) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501 (C) (3) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws).

The Corporation may acquire real or personal property solely for educational purposes, and upon such acquisition may claim tax exempt status pursuant to existing state of Federal law. The Board of Directors shall take all appropriate action upon such acquisition to apply for and obtain tax-exempt status on such property.

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for the charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be

disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws. The Board of Directors may adopt such provisions to the Bylaws to implement such indemnification to the maximum provision allowed by law.
7. Board of Directors: The current board of directors consists of nine directors. The names and addresses of the persons who are to serve as the directors until the next annual meeting of the members or until their successors are elected and qualified, are:

Larry Mane
1715 N. 72nd Dr., Ste. 115
Glendale, AZ 85708

John Scanlon
25817 N. 155th Ave.
Surprise, AZ 86387

Betty Sackett
7445 E. Eagle Crest Drive #1025
Mesa, AZ 85207

Doug Sims
5725 N. Northern Hills Dr.
Tucson, AZ 85704

Michael Braegelmann
4178 E. 22nd St.
Tucson, AZ 85711

Richard Luckett
13217 N. Lost Artifact Ln.
Oro Valley, AZ 85755

Steve Long
3212 N. Pine Dr.
Flagstaff, AZ 86004

George Miller
11120 N. Prescott Ridge Rd.
Prescott Valley, AZ 86315

Tim Robb
6705 Townsend-Winona Rd
Flagstaff, AZ 86004

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business: The street address of the known place of business of the Corporation is :

Arizona Trapshooting Association
c/o Freeman & St. Clair, PLLC
215 N. Court Ave., 2nd Floor
Tucson, AZ 85701

9. Statutory Agent: The name and address of the statutory agent of the corporation is:

Name: Robert J. St. Clair
Address: 215 N. Court Ave., 2nd Floor
City, State, Zip: Tucson, AZ 85701

This corporation does hereby appoint Robert J. St. Clair, 215 N. Court Ave., 2nd Floor, Tucson, AZ 85701, who has been a bona fide resident of Arizona for at least three (3) years, as its lawful agent in and for the State of Arizona, for and on behalf of said corporation, to accept and acknowledge service of, and upon whom may be served all necessary process or processes in any action, suit, or proceeding that may be had or brought against said corporation in any of the Courts in the State of Arizona.

10. Incorporators: The names and addresses of the original incorporators are:

Richard Shepherd
526 N. Ironwood Drive
Mesa, AZ 85201

Ben Younger, Jr.
Rural Route 1, Box 211
Buckeye, AZ 85326

Clyde H. Thompson
4602 W. Keim Dr.
Glendale, AZ 85301

The powers, duties and responsibilities of the incorporators ceased at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission.

11. DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, race national origin, religion, physical handicap, or disability.
12. MEMBERS: The Corporation will have members.
13. The number and manner of election of the Corporation's Directors shall be set by the Board of Directors. The Board of Directors may divide the state into zones upon the first meeting following adoption of these Articles and no less often than every five years thereafter, taking into consideration the membership dispersion throughout the state and the geographic location of the Counties. The Bylaws may provide that the Directors shall have staggered terms of not less than two and not more than five-year terms. Commencing with the next annual meeting of the Members, the election of the Directors shall be held in such manner to commence such Board approved staggered terms and otherwise comply with this provision as the Bylaws shall provide. The Board of Directors may designate each County into one of the Zones; provided, however, that Maricopa County and Pima County, may, but shall not be required to be, divided among Zones. The current Zones shall be reflected by amendment to the Bylaws by the Board of Directors and shall not be subject to a vote by the members.
14. The highest amount of indebtedness or liability, direct or contingent to which this corporation may be subject at any one time, shall not exceed the sum of TWENTY FIVE THOUSAND DOLLARS (\$25, 000.00).

Executed this 14th day of August, 2010 by the corporation's President and Secretary.

Larry Mane, President

Betty Sackett, Secretary

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this 14th day of August, 2010

Robert J. St. Clair