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**TEXAS SPORTING CLAYS ASSOCIATION, INC.
BY LAWS
(Updated May 2017)**

PREAMBLE

The Texas Sporting Clays Association, Inc. is a non-profit corporation comprised of persons engaged in promotion and education related to clay target sports, including safety and activities revolving around sporting clays, National Sporting Clay Association (“NSCA”) 5-Stand, and F.I.T.A.S.C. shooting in the State of Texas.

ARTICLE I – NAME AND FISCAL YEAR

The name of the corporation is TEXAS SPORTING CLAYS ASSOCIATION, INC. (hereinafter referred to as “TSCA”).

The fiscal year of TSCA shall commence on January 1st and end of December 31st.

ARTICLE II - PURPOSE

The purpose of TSCA is as follows:

- (a) The promotion, governance and encouragement of organized sporting clay shooting and any variations thereof among residents of the State of Texas.

- (b) To increase among TSCA members the knowledge of the safe handling and proper care of firearms, as well as improved shotgun marksmanship through proper education.

- (c) To forward the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance which are essentials of good sportsmanship and the foundation of true patriotism.

- (d) Notwithstanding the foregoing, and in addition, TSCA is organized exclusively for charitable, religious, educational, literary, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)7 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as well as any lawful purpose, as authorized by state law.

ARTICLE III – OFFICES

The principal office of TSCA shall be located at the address of the current Secretary (or Secretary/Treasurer). Other offices for the transaction of business may be located at such places as TSCA’s board of directors (the “Board”) designates.

ARTICLE IV – OFFICERS and DIRECTORS

(a) Prior to each election TSCA's Secretary shall solicit TSCA's membership for those interested in serving on the Board. Interested members in good standing shall personally submit an application form as stipulated by the Board, containing the signed recommendation of two TSCA's members, also in good standing. Said application form shall be available on TSCA's website.

Using these submissions, the Board shall prepare a ballot. All Director positions include assumption of specific duties and responsibilities as assigned by TSCA's President.

(b) Subsequent to the election the newly installed Board shall select its slate of officers. The newly installed Board may utilize the election results, the recommendation of the prior Board, the requirements of the position, proven service on the Board, and many other critical factors in selecting officers. This process applies solely to officer positions and will occur not more than 30 days following the election of the Board members.

(c) The terms of office shall be as follows: President: two years, Vice-President: two years, Secretary: two years, Treasurer: two years, and State-at-Large Directors: two years. In addition, two non-voting ex-officio members consisting of the immediate past president of TSCA and a representative from the Texas NSCA.

(d) Officers shall be limited to two consecutive, two year terms in one office with the total limit as a Board officer not to exceed four (4) total consecutive terms as an officer. Directors shall have no term limit.

(e) Board Directors must maintain 500 registered targets shot each year during their term in office.

(f) Board Directors must attend all Regular, and "Special" called meetings of the Board. All absences shall be communicated to the President in advance. One unexcused absence during a calendar year places the impacted Director on notice. Two unexcused absences, during the course of a year, constitutes self-resignation of the impacted Director.

In highly extenuating circumstances it may be determined appropriate for said Director who, among other things, has been, is, and will continue to perform assigned project oversight responsibilities, to remain on the Board, as determined by a sub-committee of the Board.

Regular meetings are those called by the President, typically 30 (thirty) or more days in advance of the meeting date; and, follow NSCA Board meeting, Agenda guidelines.

Special meetings are those called by the President, typically 10 (ten) or less days in advance of the meeting date. The Board is empowered to act solely upon those topics specifically addressed in the President's communication; and/or, the Agenda. Special meetings maybe closed, held in Executive Session. Special meetings involve time

sensitive, unanticipated circumstances that require prompt attention.

Both types of meetings will follow Robert's Rules of Order. Communication of the meeting dates may be made by letter, phone, email, text or such other means available. All meeting dates will be communicated to TSCA members via TSCA's website; as timely as possible in advance.

(g) The office of the President, Treasurer and four Directors will be elected in years ending in even numbers. The office of the Vice-President, Secretary and four Directors will be elected in years ending in odd numbers.

(h) State-at-Large Directors will be determined by popular vote at least thirty (30) days prior to the Annual Texas State Championship, or as reasonably practicable thereafter in unique, likely non-recurring circumstances. The newly elected Directors will take office effective the first day after the conclusion of the Annual Texas State Championship; or thereafter in the aforementioned circumstances. Existing officers and Directors remain in place until that time.

(i) Voting for the election of State-at-Large Directors may be by regular mail, email or electronic voting, at the discretion of the Board. Each TSCA member in good standing shall receive an official ballot as approved by the Board to facilitate the election process.

ARTICLE V - DUTIES OF ELECTED OFFICERS

(a) **President:** The President shall preside at all Board meetings of TSCA, and is empowered to execute all contracts and legal instruments, and have general charge and supervision of all the affairs of TSCA and shall be a member of all committees. If the President is unable to preside, the Vice-President shall preside in his place and if both the President and Vice-President are unable to preside, the Secretary shall preside over any said meeting.

(b) **Vice-President:** The Vice-President shall have the responsibility for the general promotion of clay shooting. He/she shall aid any new group in the organization of any clay shooting club under the auspices of TSCA and the National Sporting Clays Association (hereinafter referred to as "NSCA"). He/she shall chair the Hall of Fame selection committee.

(c) **Treasurer:**

(1) As Treasurer, he/she shall be the custodian of all monies, trophies, securities and vouchers of TSCA and shall preserve the receipts of monies paid out. He/she is authorized to receive all funds due the TSCA and to place such funds in any bank or banks as the Treasurer shall desire and is hereby authorized to make routine disbursements in furtherance of the course and scope of the objectives of TSCA, subject to the ratification and approval of the Board of Directors at their next meeting. The Treasurer shall make no disbursement in excess of \$1,000 without express authorization by a majority vote of the TSCA Board.

(2) While an interim accounting of monies received and routine disbursements made is required to be approved at each Regular meeting of the Board of Directors, a detailed report of all monies received and distributed by the Treasurer shall be published on txclays.com.

(3) The Treasurer shall approve and submit proposed shoot dates to the NSCA.

(4) The Treasurer shall furnish a bond in the sum of \$10,000.00 at the discretion of the Board the expense of which shall be paid by TSCA.

(5) **Secretary:** The Secretary shall keep all minutes of all TSCA meetings. He/She shall issue all notices, bid packages, and shall perform such other duties as the President of the Board may require.

(d) **State-at-Large Directors:** The duties of the State-at-Large Directors shall be to act as a liaison between the membership-at-large and the Board; and to perform such duties and fulfill such responsibilities to successfully complete assigned projects, activities, and services. Acceptance and performance of such assigned duties and responsibilities is a condition of Board membership.

ARTICLE VI - BOARD OF DIRECTORS

(a) The Board shall consist of the President, Vice-President, Secretary, Treasurer, and eight or more State-at-Large Directors, where the total membership of the Board optimally should have range owners and shooters and two non-voting ex-officio members consisting of the immediate past president of TSCA and a representative from the Texas NSCA delegates.

(b) Each member of the Board shall be entitled to one vote at all meetings of the Board, the Annual State Meeting and any special meetings. Should there occur a tie of voting on any issue before the Board, the immediate past President Ex-Officio of TSCA's Board will be called to vote to break the tie.

(c) The Board shall have general charge of the affairs of TSCA and may properly assume such other duties as are not specially assigned to or performed by any committees as determined in their judgment to be necessary.

(d) The Board shall have the authority to conduct investigations or hearings relative to any complaint against any shooter who, or any club, which, in the opinion of the Board is guilty of un-sportsmanlike conduct, or any prejudicial acts that are detrimental to the best interest of TSCA and to take such action, as the Board deems appropriate.

(e) The Board shall have full charge of all matters covered in the Bylaws, including special meetings, and any and all other business that is reasonably presumed to fall within the powers or duties of the Board.

(f) A vacancy occurring on the Board may be filled by the appointee of the

President with an affirmative vote of a majority of the Board. The Board Director so chosen shall hold office for the remaining term of the vacated office.

(g) Directors shall in no way incur personal liability for the actions of TSCA and shall be entitled to indemnification according to the provisions of the Texas Business Organizations Code and state laws exempting nonprofit officials from liability.

(h) To the extent of a conflict between this article and any other article of these bylaws this article will control.

(i) To facilitate the completion of Board activities, projects, and duties, the Board may elect, by majority vote of those present, non-voting Associate Directors to carry out specified duties and responsibilities. Associate Directors shall serve for a period of time specified by the Board, not greater than two (2) years per assignment. Associate Directors may meet with and participate with the full Board at any regular or called special meeting when their projects are discussed. All standards, rules, regulations, and requirements applicable to Directors are applicable to Associate Directors, Associate Directors serve at the pleasure of the Board.

(j) The Board of Directors, by majority vote, may update the By-Laws, to correct typographical errors, format issues, and, add clarifications which do not change the intent or purpose of existing contents, and/or add requested descriptions of standing, Board approved operating practices and procedures, for which the Board determines incorporation in the By-Laws is appropriate.

Such action(s) will be communicated to all TSCA members, via their currently known email address, and posted on txclays.com. The revised version will remain on txclays.com until voted on by the membership

ARTICLE VII - CLUB MEMBERSHIP AND RESPONSIBILITIES

(a) Membership: Any gun club in the State of Texas, having at least one sporting clays course or NSCA approved five-stand sporting clay range shall be eligible for membership in TSCA, provided said club is a concurrent member in good standing of NSCA and shall, at all times, follow the Rules and Regulations of NSCA. The membership and shooting year is from January 1 to December 31 of each year. Memberships are granted solely on an annual basis. Upon application, payment of the prescribed dues, if applicable, and subsequent vote of approval by the Board, any club within the State of Texas may become a member and shall enjoy all privileges of TSCA.

(b) Responsibilities:

(1) Any member club holding a registered shoot is required to determine that no shooter participates before showing his or her NSCA card and, if applicable, TSCA membership card, in addition to paying the fees and/or dues as described in Articles

IX and X herein. Any club failing to ascertain that any resident participating in a registered shoot is a current TSCA member may be responsible for the shooter's annual dues, if any, and may be billed by TSCA.

It shall be the host club's responsibility to forward all monies due to TSCA to the Treasurer within fifteen days following completion of the shoot. Host clubs not complying with this fifteen (15) day requirement shall be assessed a penalty of \$25.00 per month, until paid.

(2) It shall be the host clubs responsibility to notify the Treasurer of TSCA of any scheduled shoots that are cancelled. The cancellation must be by letter, facsimile (fax) or electronic mail (e-mail) prior to the event; or, as soon as possible but no later than fifteen (15) days after the scheduled date of the shoot.

(3) The President of TSCA shall have the authority to impose a restriction on a club's standing in TSCA for further registered shoots until said club makes payment to the Treasurer to put the club in good standing with TSCA.

ARTICLE VIII - INDIVIDUAL MEMBERSHIP

(a) Any individual resident of the State of Texas who is a member in good standing of NSCA (hereinafter referred to as the NSCA) shall automatically be a member of TSCA, provided said resident is not restricted from owning or operating a firearm under any federal or state laws, and unless such membership is terminated for failing to pay any amount owing to TSCA or for other violations of the terms hereof upon vote of the Board, or pursuant to a member's election to cease being a member. Any NSCA affiliated club in the State of Texas may be a member club of TSCA by complying with the terms set forth herein, and any terms set by the Board in accordance with the rules and regulations of NSCA.

(b) TSCA member numbers will be the same as the NSCA member numbers.

(c) Members must be sensitive and compassionate to the needs of other members as reasonably determined by the Board.

(d) Members must abide by all safety rules adopted by NSCA(e) Any member in good standing shall have the privilege of discussing or speaking on any subject at any annual or special meeting of TSCA. The Board retains the right to reasonably limit the time that any member may speak at any annual or special meeting of the members of TSCA. Any member in good standing is entitled to one vote on the election of officers at the Annual Texas State Meeting.

ARTICLE IX - ANNUAL DUES:

(a) Club Affiliation Dues:

Club affiliation dues, if applicable with TSCA, shall be made annually. The annual dues, in an amount to be determined by the Board, are payable in advance. Only those clubs, which have paid their annual dues, shall be considered in good standing. Payment of annual dues shall be made to the Treasurer and are due and payable by December 31st of the preceding year for which registration is requested.

(b) Individual Membership Dues:

TSCA reserves the right to set dues on an annual basis. The annual dues are payable in advance and only those residents who have paid their annual dues shall be considered in good standing. Payment of annual dues shall be made to the Treasurer and are due and payable prior to registration of targets for the target year.

ARTICLE X - FEES:

The State fee to be charged to and paid by each registered shooter is one cent (\$.01) per target for the registration of targets with the TSCA.

ARTICLE XI - ANNUAL STATE CHAMPIONSHIP:

(a) The annual State Championship will be awarded by TSCA's Board according to the criteria set for the upcoming year. The Board will select the host club and at least one alternate club no earlier than one year in advance, and no later than four (4) years in advance of the next State Championship. TSCA will outline the business proposal to the host club, and will assign a State Championship coordinator to manage the shoot and see that the quality guideline document is adhered to and that the host meets their obligations.

(b) Any member club in good standing in the State of Texas that is capable of setting at least two courses may submit its proposal to TSCA's Board for consideration. To be chosen, a host club must clearly identify its ability to promote sporting clays to the members of TSCA and advance the purposes and values of TSCA and NSCA. Further, any such club must be willing to enter into a written contract with TSCA to host said Championship in accordance TSCA's "Minimum Standards".

(c) In the event the club scheduled to host the annual State Championship elects not to hold the Championship or otherwise cannot fulfill the obligations set forth in its proposal, the alternate club shall be granted the right of first refusal to hold the annual State Championship. If the alternate club elects not to hold the annual State Championship or otherwise cannot fulfill the obligations required to host the annual State Championship, TSCA's Board shall award the year's annual State Championship, in its sole and absolute discretion.

(d) The club that accepts the Texas state shoot will withdraw from the South Central Regional championship bid process for that same calendar year, unless the club is the only club to bid in that region.

ARTICLE XII - TOURNAMENT RULES:

The latest revised rules of NSCA shall govern all tournament sanctioned by TSCA.

ARTICLE XIII - TOURNAMENT SCHEDULING:

(a) Pick Day process - Any member club desiring to register a tournament with NSCA shall make its application through the Secretary of TSCA. TSCA's Secretary will notify all eligible clubs when Pick Day will be held, and provide written instructions in accordance with "Pick Day Rules and Procedures"; and, the Zone Exclusion Rule (also known as the 100m Matrix).

“Pick Day Rules and Procedures”; and the “Zone Exclusion Rule (also known as the 100m Matrix are incorporated herein by reference. Each carries the same authority as if detailed herein. Each year, formal input will be solicited prior to Pick Day from a working Committee of Range Owner / Managers (ROM) plus one TSCA representative; and/or, as many contributing ROMs as practical in the absence of an active, functioning, working ROM Committee or Committee of the whole.

Each document will be updated, reviewed, and approved by the Board by majority vote. Such approval will remain in place until such future date as the Board determines updates, clarifications, and the like are beneficial. Each document will be posted on txclays.com. Each document, as posted on txclays.com, is the final and current statement of Pick Day rules.

(b) No member of TSCA’s Board may act as an agent for any range for the selection of shoot dates.

(c) Range owners or their authorized representative must be present at the range owners shoot selections meeting to participate in the shoot selection proceedings.

(d) Post Pick Day Changes - after January 1st of the following year - must be completed by filing the appropriate requests with, and obtaining the approval of TSCA’s Treasurer. Changes prior to that date should be submitted to TSCA’s Secretary.

ARTICLE XIV - ANNUAL AND SPECIAL MEETINGS:

(a) The Annual Texas State Meeting of TSCA shall be held during the Annual State Championship. Notice of the Annual Texas State Meeting shall be printed in the Annual State Program.

(b) Special meetings of TSCA may be called at any time by the President or by written request of any two elected Directors of TSCA. Notice of any special meetings and the purpose thereof shall be set out for the membership at least ten (10) days prior to the date fixed for said meeting. Posting of notices of special meeting dates shall be by facsimile (fax), mail, electronic mail (e-mail), or on the authorized website of TSCA. No business shall be transacted at such meeting except as specified in the notice.

ARTICLE XV - QUORUM:

A quorum for the transaction of business at any regular or special meeting of the Board shall be a majority of the Directors then serving the TSCA. A quorum for the transaction of business requiring the vote of the membership shall be a simple majority of those members present at any such meeting called for that purpose.

ARTICLE XVI - VOTING BY PROXY:

There will be no proxy voting at TSCA meetings.

ARTICLE XVII - AMENDMENTS TO THE BYLAWS:

The Certificate of Formation and Bylaws may be amended as follows:

- (a) Any member in good standing may propose an amendment to TSCA's Bylaws to be presented to the membership for vote by providing a petition containing actual signatures and corresponding NSCA membership numbers, for verification, of TSCA members in good standing equal to a minimum of ten percent (10%) of the current state membership as certified by NSCA.
- (b) By a majority vote of TSCA's Board, the Board may propose an amendment to TSCA's Bylaws to be presented to the membership for vote.
- (c) By procedures outlined above, proposed amendment(s) shall be submitted to the Secretary of TSCA at least thirty (30) days prior to the Annual State Meeting, when possible. The Secretary of TSCA will notify each member of the Board within ten (10) days after submission of the proposed amendment(s), stating exactly what amendment(s) in the Certificate of Formation and/or Bylaws are contemplated.
- (d) The proposed amendment(s) will be presented to the membership by ballot, within sixty (60) days of presentation to and validation by the Secretary of TSCA and a majority vote will govern the decision to pass or defeat the proposed amendment(s) and that the vote to pass or defeat the proposed amendments(s) will be effective immediately at the close of voting.
- (e) Voting on proposed amendment(s) by the membership-at-large, as directed by the Board, will be conducted for a minimum of fifteen (15) days to a maximum of thirty (30) days after ballots are presented to the membership.
- (f) The voting deadline will be clearly marked and visible on each ballot presented to the membership.
- (g) Certification of the results of all voting by the membership will be by the President of TSCA and all records will be kept for a minimum of three (3) years and made available to any member of TSCA in good standing, upon request.
- (h) Results of all voting shall be written into the minutes of the next meeting of the Board with the actual count of members voting for and members voting against the proposed amendment(s) shown.

ARTICLE XVIII - ORDER OF BUSINESS:

- (a) The order of business at all Board meetings shall be as follows:
 - 1. Roll Call and seating of Board members.
 - 2. Reading of Minutes (at the Annual State Meeting reading of the previous Annual Meeting shall be read.).
 - 3. Public Forum (limited to 15 minutes).
 - 4. Reports of Officers.
 - 5. Reports of Committees.
 - 6. Amendments to the Bylaws.
 - 7. Unfinished business.

8. Election of Officers (Annual State Meeting only).
9. Awarding next Annual State Championship (Annual State Meeting only).
10. New business.
11. Executive Session.
12. Adjournment.

ARTICLE XIX - STATE TEAMS:

NSCA will annually select an NSCA All-State Team from Texas according to the NSCA Rules & Regulations in effect at the time of the selection.

ARTICLE XX - REFEREES:

TSCA will follow the guidelines and requirements of NSCA regarding the use of referees at registered and sanctioned TSCA shoots.

ARTICLE XXI - SHOOT PARTICIPATION:

(a) Any shooter in good standing with NSCA and, if applicable, TSCA and not in violation of TSCA or NSCA rules or regulations or any state or federal laws shall be allowed to come upon the grounds of any member club holding a registered open shoot and participate in the shoot, if he/she so desires. Any member club finding it necessary to deviate from the Article of the By-Laws shall obtain written permission, in advance, from the President of TSCA.

(b) TSCA adopts and incorporates the Penalties/Suspension provisions of the NSCA Rules & Regulations, both current and amended from time to time. Any club who disallows participation by a member shooter in a sanctioned shoot must notify the Secretary of TSCA in writing.

ARTICLE XXII - PENALTIES/SUSPENSIONS:

(a) TSCA adopts and incorporates the Penalties/Suspension provisions of the NSCA Rules & Regulations, both current and as amended from time to time by NSCA. Any club who disallows participation by a member shooter in a sanctioned shoot must notify the Secretary of TSCA in writing.

(b) TSCA's Board reserves the right to impose Penalties and/or Suspensions on any member club or member after hearings or investigations of any complaint received and the Board finds those acts to be prejudicial or detrimental to the best interests of TSCA and its members, including but not limited to, unsportsmanlike conduct.

(c) All complaints, penalties and/or suspensions against member clubs and/or member shooters will be addressed by executive session to protect the privacy of said parties involved.

(d) All complaints against a member club or a member shooter must be in writing and sent to the Secretary of TSCA before any further action is instigated by TSCA. If a written complaint is lodged against any member club or member shooter, said member must be notified of all aspects of the complaint by certified mail within 10

days. Said member shall have 30 days from receipt of the certified letter to issue any rebuttal of the complaint to TSCA before any action can be imposed by the Board.

XXIII HALL OF FAME

Nomination of candidates for the Texas Sporting Clays Association Hall of Fame will be brought forth to the Board by a committee composed of the Vice President, two Directors appointed by the President, and four (4) members-at-large, of impeccable reputation, who are chosen from the general membership of TSCA by the President of TSCA. Candidates for induction shall be presented to the Board by the committee a minimum of 30 days prior to the Annual State Shoot. Upon presentation to the Board a vote will be taken by the entire Board, with no Board member abstaining, on each candidate. To be elected to the Hall of Fame, a candidate must carry a 75% majority vote) of TSCA's Board. The number of persons elected to the Hall of Fame in any given year shall not be limited.

Hall of Fame candidates will be selected from two categories: Participants who have made impressive records in sanctioned competition, whether in an open or concurrent class, and persons whose efforts have made significant contributions to the betterment of sporting clays in Texas. In all cases a nominee must be have been a member of NSCA and TSCA for a minimum of 10 years. Sportsmanship by each candidate, in either category, will be a major consideration for induction into the Hall of Fame.

XXIV DISSOLUTION

Upon termination or dissolution of TSCA any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in section 501(c)7 of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the purpose of TSCA.