

# **Wisconsin Trapshooting Association Bylaws**

## Article I. Identification

**Section 1 Name** The name of the Corporation is Wisconsin Trapshooting Association, Inc. and may be referred to as WTA in these Bylaws.

**Section 2 Principal Office** The principal office of the corporation shall be in the Town of Rome, County of Adams, State of Wisconsin.

**Section 3 Registered Agent and Office** The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the corporation, by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

## Article II. Members

**Section 1 Membership** Any person that is a bona fide resident of Wisconsin may become a WTA member. There shall be two classes of members, annual and lifetime. The dues for all memberships in the WTA will be periodically reviewed by the Board of Directors and may be amended by action of the Board of Directors. Membership dues shall be paid prior to a member participating in his/her first registered tournament of the new target year. WTA membership year shall run concurrently with that of the Amateur Trapshooting Association of America (ATA).

- A. Proof of Residency – A valid Wisconsin driver’s license will be used as proof of residency. If under 18, a parent/legal guardian would need to provide their driver’s license for proof of residency.
- B. Rights and Privileges - A member in good standing shall have the right to vote, eligibility to hold office, and the privilege to speak or discuss any subject considered to be in order by the President during the annual or special membership meetings of the WTA.
- C. Termination of Membership - The Board of Directors, by an affirmative vote of two thirds (2/3) of all the Directors of the Board, may suspend or expel a member for cause after an appropriate hearing held at a regular meeting. The specific period or permanent termination is to be determined by the majority vote of those Directors present and shall be final.
- D. Memberships are not assignable or transferrable and will not be refunded if a membership is terminated or if a person no longer qualifies as a Wisconsin resident.
- E. Reinstatement - Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by an affirmative vote of two-thirds (2/3) of all the Directors of the Board, reinstate such former member.

## Article III. Membership Meetings

**Section 1 Annual Meeting** The annual meeting of the members of the corporation shall be held during the last three days of the annual Wisconsin State Shoot. The time and place may be designated by the Board of Directors, for the purpose of electing a delegate and alternate delegate(s) to the Amateur Trapshooting Association of America and for such other business as may come before the meeting.

- A. The election of the ATA Delegate and Alternate Delegate(s) shall be held in accordance with Section 1, Paragraph C of the ATA Rule Book.
- B. Once elected, the Delegate shall immediately serve on and be a voting member of the WTA Board of Directors but shall not be entitled to hold any Officer position.
- C. Once elected, Alternate Delegates shall have no voting rights on the Board of Directors and may not serve as an Officer unless they have also been elected as a Director of their respective Zone or have been appointed to serve as a Director of a Zone by the WTA Board of Directors.
- D. Any directors that have been appointed during the year by the Board of Directors are to be formally approved by a vote of the membership.

**Section 2 Special Meetings** Special meetings of members may be called by the President or the Board of Directors or by written letter signed by not less 10% of the members having voting rights and served upon the Secretary thirty days prior to such Special Meeting. Only business within the purpose described in the special meeting notice shall be conducted at a special members' meeting.

**Section 3 Place of Meeting** The Board of Directors may designate any place within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, as the place for holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the corporation or a suitable place in the county of the office.

**Section 4 Notice of Meeting** Except as otherwise provided in this Section, written notice stating the place, day and hour of the meeting, and in case of special meetings, the purpose for which the meeting is being called, shall be delivered no less than ten (10) days nor more than ninety (90) days before the date of meeting, either personally, by mail, by email, by posting the notice on the corporations' website or by publication in the State Shoot program. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail.

**Section 5 Quorum** Except otherwise provided in the Articles on the Incorporation, a quorum will consist of five directors.

**Section 6 Conduct of Meetings** The President, and in their absence a designee, shall call the meeting of the members to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as the secretary of all meetings of the members, but in the Secretary's absence, the presiding officer may appoint any other person to act as secretary of the meeting.

**Section 7 Voting** Each member shall be entitled to one vote upon each matter submitted to a vote of the members.

#### Article IV. Board of Directors

**Section 1 General Powers and Number** The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be not more than fifteen (15) nor less than five (5).

**Section 2 Nomination and Election of Directors** Election for an open director position shall take place at the Zone Shoot Championship.

- A. The corporation has divided the state of Wisconsin into four zones, the Northeast Zone, the Northwest Zone, the Southeast Zone, and the Southwest Zone. One member from each zone shall be elected by a majority of the zone members in attendance at a respective zone's Annual State Zone Shoot Championship.
- B. Nominations must be submitted by 4:00 PM on Saturday of the Zone Shoot and voting will take place until 12:00 noon on Sunday of the Zone Shoot.
- C. Clubs hosting the Zone Shoot shall provide each In-Zone individual, that is classified in person, an Official WTA Ballot. Clubs will clearly state where the nominations and ballot box are located. Shooters will not receive a duplicate ballot if theirs is lost or destroyed.
- D. Each director shall be an individual and a member of the WTA. Directors shall serve a two-year term.
- E. Each director must be a member of and maintain membership in the ATA and must be a resident of and maintain residency in the state of Wisconsin and the Zone that they are representing, if any, for a period of not less than six months prior to the date of their election.
- F. Directors will not start their new position until the close of the Annual State Tournament.

#### **Section 3 Removal From and Resignation of Office**

- A. The Board of Directors shall automatically be declared vacant if a member of the Board of Directors does not attend two (2) consecutive Board meetings or if a member of the Board of Directors shall cease to be a resident of the State of Wisconsin.

- B. A director may be removed from office by a two-thirds vote of the directors which must be taken at a special meeting of members called for that purpose.
- C. If a Director is unable to perform their duties due to medical or mental incapacitation, the Board may appoint any member to fulfill their position until the time in which he/she is able to return.
- D. A director may resign at any time by filing their written resignation to the presiding officer of the board or to the President or Secretary.

**Section 4 Regular Meetings** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of members. The place of such regular meeting shall be the same as the place of the meeting of the members. The Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings without notice other than such resolution.

**Section 5 Special Meetings** Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The President or Directors calling any special meetings of the Board of Directors may fix any place in the State of Wisconsin as the place for holding any special meeting of the Board of Directors called by them and if no other place is designated the principal business office of the corporation shall be the meeting place.

**Section 6 Notice of Meetings** Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed or given by telephone or email to each director at his/her business address or at such address as filed with the Secretary.

#### **Section 7 Meetings by Electronic Means of Communication**

- A. The Board of Directors may, in addition to conducting meetings in which each director participates in person, conduct any regular or special meetings by the use of any means of communication, provided all participating directors may simultaneously hear each other during the meeting. All communication during the meeting is immediately transmitted to each participating director and they are able to immediately send messages to all other participating directors. All directors shall be informed that meeting is taking place at which official business may be transacted.
- B. The identity of each director participating in a meeting of the Board of Directors must be verified by the Secretary before the directors vote on (1) a plan of merger or share exchange; (2) to sell, lease, exchange, or otherwise dispose of substantial property or assets of the corporation; (3) to voluntarily dissolve or to revoke voluntary dissolution proceedings; or (4) to file for bankruptcy. The secretary shall verify each participating director's identity by requesting the director to give the password which shall have been provided specifically to such director in the notice of the meeting.

**Section 8 Quorum** Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Article 4.1, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 9 Manner of Acting** If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the vote of greater number is required by law or by the Articles of Incorporation or these Bylaws. The director then serving as President shall not be entitled to a vote unless necessary to break a tie among the other voting directors.

**Section 10 Conduct of Meetings** The President, and in their absence, any director chosen by the directors shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary, or any director or other person present to act as secretary of the meeting.

**Section 11 Vacancies** In the event there is a vacancy on the Board of Directors in a director position represented by an individual from a specific Zone, the remaining director serving from such Zone shall nominate another member from such Zone to fill the vacancy until the next succeeding annual election. If no member is willing to be nominated from such Zone, then a member may be nominated from any Zone. The nomination must be confirmed by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors. If the vacancy is in the director position held by the ATA delegate, the 1<sup>st</sup> alternate ATA Delegate, and if the delegate is unable or unwilling, the 2<sup>nd</sup> ATA delegate shall fill the vacancy until the next succeeding annual election. If none of the Delegates are able or willing to serve as Director, then a member may be nominated from any Zone. The nomination must be confirmed by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

**Section 12 Compensation** The Board of Directors shall serve without compensation except that of the Secretary and Treasurer who may receive compensation upon the consent of the Board of Directors to be re-evaluated annually.

**Section 13 Presumption of Assent** A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 14 Action Without Meeting** Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors

at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

**Section 15 Committees** The Board of Directors may create one or more committees consisting of two or more members as directed by the Board of Directors and assign the duties thereof to report back to the membership or Board of Directors.

#### Article V. Officers

**Section 1 Number and Titles** The principal officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Only one office shall be held by any individual. The elected President and Vice Presidents must be Directors. The Secretary and the Treasurer do not have to be Directors or members of the WTA. The Secretary and/or Treasurer positions shall automatically be declared vacant if the Secretary or Treasurer do not attend two (2) consecutive Board meetings. The State ATA Delegate shall not serve in any office.

**Section 2 Election and Term of Office** Officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board during the Annual State Tournament. The terms of the newly elected officers shall commence at the conclusion of the Annual State Tournament. If the election of officers shall not be held at the annual meeting, such election shall be held at a special meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death, resignation, or removal.

**Section 3 Removal From and Resignation of Office** Any officer may be removed from office by the Board of Directors for any reason whatsoever, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time the notice of resignation is delivered unless the notice specifies a later effective date.

**Section 4 President** The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, and shall supervise and control all of the business and affairs of the corporation. The President shall preside over meetings of the members. They shall have the authority to sign, execute and acknowledge on behalf of the corporation. The President shall not vote unless there is a tie.

**Section 5 Vice President** The Vice President shall in the absence of the President will perform the duties of the President.

**Section 6 Secretary** The Secretary shall keep and have posted on the WTA website the minutes of all officially called meetings of both the WTA membership and the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, keep and/or arrange for the keeping of a register of the address of each member, and sign as Secretary on all documents of the corporation.

**Section 7 Treasurer** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, and receive and give receipts for moneys due and payable to the corporation.

**Section 8 Other Assistants and Acting Officers** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as an agent for the corporation.

**Section 9 Vacancies** A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 10 Compensation** Except as otherwise provided by the Board of Directors, no officer of the corporation shall receive any salary or anything of value from the corporation for performing services as an officer but may be reimbursed for actual expenses in the connection therewith.

#### Article VI. Contracts, Loans, Checks and Deposits

**Section 1 Contracts** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

**Section 2 Loans** No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**Section 3 Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

**Section 4 Deposits** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

#### Article VII. Dissolution and Distribution

In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

#### Article VIII. Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern meetings where they are not in conflict with the bylaws, rules of order, or other rules of the society.

#### Article IX. Fiscal Year

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

#### Article X. Seal

The corporation shall not have a corporate seal.

#### Article XI. Rules and Bylaws

Unless specifically stated in the WTA Bylaws, the current Rules and Regulations of the Amateur Trapshooting Association shall govern.

#### Article XII. Conflicts of Interest

**Section 1.** If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a Director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

**Section 2.** In a proceeding contesting the validity of a transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship was disclosed or known to the Board of Directors and the Board or a committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors even though the disinterested Directors were less than a quorum.

**Section 3.** The presence of a Director who is directly or indirectly a party to the transaction described in Section 1 of this Article or a Director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee then takes action on the transaction.



**Section 4.** For purposes of this Article, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or in which the Director is an officer, director, or general partner,

#### Article XIII. Amending the Bylaws

**Section 1 By Members** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meetings of the members at which a quorum is in attendance. If a member proposes an alternation, amendment, or repeal of the Bylaws, the member shall give notice to the Secretary of the corporation ninety (90) days prior to the date of the meeting in which the amendment shall be discussed.

**Section 2 By Directors** These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by unanimous affirmative vote of the Board of Directors in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance; but no Bylaws adopted by the members shall be amended or repealed by the Board of Directors if the Bylaw so adopted so provides.

**Section 3 Implied Amendments** Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of members or the number of directors required to alter, amend or repeal the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

These Bylaws shall be reviewed every two (2) years or as needed.

**March 29, 2023**