

BY-LAWS

Of

Illinois State Trapshooter's Association

An Illinois Not-for-Profit Corporation

Adopted: June, 1976

Amended:

May, 1980

January, 1982

June, 1988

October, 1999

September, 2000

May, 2001

September, 2004

July, 2007

July, 2010

December, 2014

**By-Laws of Illinois State Trapshooter's Association  
An Illinois Not-for-Profit Corporation**

ARTICLE I

**Name**

This Illinois Not-for-Profit Corporation shall be known and operate under the name: Illinois State Trapshooter's Association.

ARTICLE II

**Purpose**

The purposes for which this corporation is organized are:

1. The governing of the Annual Trapshooting Tournament of the State of Illinois, and to conduct the State Association's business in general, in conformity with the rules, regulations and suggestions of the Amateur Trapshooting Association of America, and to further the best interests of the trapshooters of this state.
2. It shall be the aim of this Association to promote good fellowship and true sportsmanship through the sport of trapshooting.
3. The corporation has and shall have such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE III

**Officers**

The Corporation shall have and continuously maintain in this State a registered office and a Registered Agent whose office is identical with such registered office and may have other offices within the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE IV

**Membership**

The membership of this corporation shall be composed of regularly organized gun clubs within the State of Illinois and individual members residing in the State of Illinois.

**Section 1. Club Membership.** Any gun club within the State of Illinois whose application is endorsed by a majority of the Board of Directors of this corporation may become a member of the Illinois State Trapshooter's Association.

**Section 2. Individual Membership.** Any citizen who has been a bona fide resident of the State of Illinois for at least (6) months immediately prior to the date of the Annual State Trapshooting Tournament and who is of good moral character and standing in his community and who is a member in good standing of the Amateur Trapshooting Association, may be a member of the Illinois State Trapshooter's Association.

**Section 3. 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. The specific period of time or permanent termination is to be determined by the majority vote of those Directors present. Any member in default in the payment of dues for the period prescribed by these By-Laws or by the By-Laws of the Amateur Trapshooting Association of America is subject to possible suspension and/or termination.

**Section 4. 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 V

### Dues

The membership of this Corporation is divided into two (2) classes: Life Members and Annual Members.

**Life Members:** The owner of a life membership shall not be subject to the payment of annual dues or assessments. A membership as a life member shall be evidenced by an appropriate membership card.

**Annual Members:** Annual memberships may be secured for each year, with the membership year beginning on September 1st. A membership as an Annual Member shall be evidenced by an annual sticker.

Dues for all memberships in the corporation shall be periodically reviewed by the Board of Directors, and said dues may be amended by action of the Board of Directors pursuant to Article VII, Section 9 of these By-Laws.

## ARTICLE VI

### Meetings of the Members

**Section 1.** An Annual Meeting of the members shall be held each year beginning in the year 1976, for the purpose of electing a delegate and an alternate delegate to the Amateur Trapshooting Association of America and for such other business as may come before the meeting. The day, time and place of such meeting shall be designated by a majority vote of the Directors of the corporation and shall be during the time and at the place of the Annual Trapshooting Tournament of the State of Illinois. If said Annual Meeting is not held on the date established by the Board of Directors, the Board of Directors, by three quarters (3/4) majority, shall cause the Annual Meeting to be held at a Special Meeting of the Directors. The date, time and place of this Special Meeting shall be determined by the Board of Directors in its first meeting immediately thereafter.

**Section 2. Special Meeting.** Special meetings of the Directors may be called by the President or by a three-quarters (3/4) majority of all the Directors of the Board of Directors or by written letter signed by not less than one-third (1/3) of the members having voting rights and served upon the Secretary thirty (30) days prior to such Special Meeting.

**Section 3. Place of Meeting.** The President or Board of Directors may designate any place within the State of Illinois as the meeting place for any meeting called by the President or the Board of Directors. The place of the meeting shall be as designated by written letter or e-mail sent to the Board of Directors by the Secretary.

**Section 4. Notice of Meetings.** Written letter or e-mail notice stating the place, day and hour of a Meeting of the Board shall be delivered by mail or e-mail, to each member entitled to vote as such meeting, not less than fifteen (15) days before the date of such meeting by, or at the direction of the President or the Secretary or the Directors or persons calling the meeting. In cases of a Special Meeting, or when required by statute, or required by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed delivered when deposited in the United States Mail addressed to a member at his address as it appears on the records of the corporation with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent "Return Receipt Requested."

**Section 5. Quorum.** Seven of the Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than seven of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting, from time to time, without further notice.

**Section 6. Order of Business.** The order of business at the Annual Meeting of the corporation shall be as follows:

1. Roll Call
2. Reading of the Minutes
3. Report of Officers
4. Report of Committees
5. Unfinished Business
6. New Business
7. Delegate's Report
8. State Team Introductions
9. Election of Delegate and Alternate
10. Adjournment

## ARTICLE VII Board of Directors

**Section 1. General Powers.** The management of the affairs of this corporation shall reside in the Board of Twelve (12) Directors inclusive of a President and Vice President from each of the zones. A Secretary or Treasurer may or may not be a Director. A Non-Director has no voting privileges.

**Section 2. Number, Tenure and Qualifications.** The Board of Twelve (12) Directors shall be constituted of Four (4) Directors from each of the Three (3) Zones described in these By-Laws. In the selection of nominees or candidates for directorship in this corporation, or for any other purpose where geographical division of the State of Illinois is desirable, there shall be three (3) State Zones divided into counties as follows:

1. Northern Zone. Counties north of Rock Island, Knox, Stark, Marshall Putman, Livingston and Kankakee, in the Northern Zone.
2. Southern Zone. Counties lying south of Pike, Scott, Morgan, Sangamon, Piatt, Macon, Douglas and Edgar, in the Southern Zone.
3. Central Zone. All counties lying between the above counties in the Central Zone.

Except as provided, the Directors of this corporation shall be elected by ballot at each Director's respective annual zone shoot. Nominations for directorship must be received by a current zone director in written form no later than twenty-four (24) hours prior to election. All nominees for directorship must be life members of the I.S.T.A., members of the Amateur Trapshooting Association of America, and meet the zone requirements of four Directors. Said Directors shall individually hold office until their individual successors have been duly elected and qualified. If a Director misses 2 or more unexcused board meetings within the year they will be removed.

**Section 3. Tenure.** There shall be elected: Directors for a term of four (4) years, from each of said three (3) zones. Terms for all Directors shall commence on the first day of the Annual State Tournament and end on the last day of the State Shoot.

**Section 4. Vacancies.** Vacancies in this Board of Directors shall be filled by a majority vote of the Board of Directors in conformity however, with the foregoing requirement that each zone be limited to four (4) Directors.

**Section 5. Regular Meeting.** The regular Annual Meeting of the Board of Directors shall be held without other notice than by these By-Laws, immediately after and at the same place as the Annual Meeting of Members.

In addition to the Annual Meeting of the Board of Directors, they shall meet regularly during the first, third and fourth quarters of each year. The date and place of each meeting shall be determined by the members of the Board of Directors at the previous meeting.

The Board of Directors may also provide, by resolution, the time and place within the State of Illinois for the holding of additional Meetings of the Board, without other notice than such resolution.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by and at the request of the President or by or at the request of any three Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place within the State of Illinois as the place for holding any Special Meeting of the Board called by them.

**Section 7. Notice.** Notice of any Special Meeting of the Board of Directors shall be given at least Fifteen (15) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent "Return Receipt Requested."

**Section 8. Quorum.** Seven of the Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, that if less than seven of the

Directors are present at said meeting, a majority of Directors present may adjourn the meeting from time to time, without further 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 law or these By-Laws.

**Section 10. Annual State Tournament.** The Annual State Tournament is to be held at a location to be determined by a majority vote of a duly constituted quorum of the Board of Directors of the I.S.T.A. on either the third (3<sup>rd</sup>) or fourth (4<sup>th</sup>) week of June.

## ARTICLE VIII Officers

**Section 1. Officers.** The officers of the corporation shall be a President, one Vice-Presidents from each zone, a Treasurer, a Secretary, General Counsel, and such other officers as may be elected in accordance with the provisions of this Article; they may be members of the Board of Directors. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to 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 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 of Office.** The officers of the Corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**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 corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. The President may vote to make or break a tie vote. If the President's vote causes a tie vote, the motion is defeated.

The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident

to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

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

**Section 6. Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents, in the order designated, or in the absence of any designation, then in the order of their election) 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. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors. All Vice-Presidents shall serve without compensation.

**Section 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these By-Laws; and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors. He/she shall prepare a statement of the financial status of the corporation to be distributed as directed by the Board of Directors. He/she shall, within thirty (30) days after expiration of his term of office, submit a complete report of the financial status of the corporation and deliver to his successor all funds, books and records of the corporation.

**Section 8. Secretary.** The Secretary shall keep the Minutes of the Meetings of the Members of the Board of Directors and distribute them within ten (10) working days of the meeting; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; 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 by the President or by the Board of Directors. The Secretary shall arrange for all meetings of the corporation and shall act as Secretary for all meetings of the corporation thereof, shall conduct the general correspondence of the corporation and shall compile and disseminate such information as may be required by the Members under the rules and regulations of the corporation. He/she shall mail Amateur Trapshooter's Association Registered Tournament Application blanks and other information on the conduct of registered shoots to Clubs in the State.

**Section 9. General Counsel.** General Counsel shall advise the corporation on matters of law pertaining to the operation of the corporation and on matters of law of general interest to the corporation.

**Section 10. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the Secretary or by the President or the Board of Directors.

**Section 11. Indemnification.** Each person who has been, now is, or hereafter shall be a member of the Board of Directors, or an officer of the corporation, shall be indemnified by the corporation to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him, in connection with any action, suit, proceedings, or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he/she may become involved by reason of any action taken or omitted by him, provided that such action was taken or omitted in good faith.

## ARTICLE IX Committees

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees, each of which shall consist of two or More Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**Section 2. Other Committees.** Other Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such Committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Section 3. Term of Office.** Each member of a Committee shall continue as such until the next Annual Meeting of the Members of the corporation and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member cease to qualify as member thereof.

**Section 4. Chairman.** One member of each Committee shall be appointed chairman.

**Section 5. Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designated a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.



**Section 7. Rules.** Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE X  
**Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences 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 resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XI  
**Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall also keep Minutes of the proceedings of its Members, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitle to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII  
**Fiscal Year**

The fiscal year of the corporation shall begin on the first day of October in each year and end on the last day of September in each year.

ARTICLE XIII  
**Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XIV

## Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XV Amendments to By-Laws

**Section 1.** Amendments to these By-Laws may be submitted in writing by any Illinois Trapshooter's Association Board Member by delivery to the Secretary of the corporation prior to the opening of the first championship event of the Annual State Tournament, as listed in the respective annual state shoot program.

**Section 2.** Amendments shall require a two-thirds (2/3) vote of those Board members present at any duly constituted meeting of the Board of Directors.

**Section 3.** Whenever the By-Laws of this corporation conflict with those of the Amateur Trapshooting Association rules and regulations adopted and amended, the rules of the Amateur Trapshooting Association will govern.

## ARTICLE XVI Director 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 XVII

**Section 1.** The ISTA Board of Directors shall not in any way, method, or desire spend, encumber or borrow money which would cause the principal investment of the association to be diminished in any way without a 2/3 majority vote of the registered ISTA membership.

**Section 2.** The Board of Directors shall notify by registered mail not less than 60 days prior to the vote the full extent of the need for spending any funds from the principal.

**Section 3.** Any and all votes will be taken in such a manner as to insure the completed creditability of each member's vote. Votes must be by registered mail to each member and votes must be checked against the current membership roster.

**Section 4.** Notwithstanding anything contained in Article XVII to the contrary, the Board is authorized, upon obtaining a two-thirds of those Board members present at any duly constituted meeting of the Board of Directors, to encroach upon the principal investment of the Association to settle and resolve any pending litigation.

**Section 5.** Notwithstanding anything contained in Article XVII to the contrary, the Treasurer is hereby authorized to spend up to \$100,000 of the principal investment of the Association in order to pay the expenses of the Association as they become due in the ordinary course.

#### ARTICLE XVIII

**Section 1.** The Board of Directors shall cause the certified audit of the ISTA to happen as recommended by the accounting firm serving the ISTA.

#### ARTICLE XIX

#### ILLINOIS STATE TRAPSHOOTER'S ASSOCIATION ILLINOIS HALL OF FAME GUIDELINES

**Two groups of shooters to be considered:** It is preferred that the shooter exhibits merit in both categories but not mandatory.

1. For shooting ability
2. For contributions to the sport

**Requirements for the Hall of Fame:** A ten year minimum of shooting registered targets. (unless the shooter's career was ended before by death or serious illness.)

1. For shooters being nominated by accomplishments: Shooter should have carried an outstanding average over the minimum period and/or should have a great number of important wins.
2. For ISTA members being nominated for contributions to the sport: Members must have contributed their time and efforts on behalf of the trapshooters of Illinois and the ISTA in a manner recognized far and beyond the efforts and contributions as a regular member.
3. Candidates must be of good moral integrity and sportsmanship, and are not eligible candidates if they were suspended or expelled from the I.S.T.A. or the A.T.A.

## Election Procedures

1. There shall be a Hall of Fame Committee of three I.S.T.A. directors, one from each zone. One of these directors is to chair the committee.
2. The I.S.T.A. President will appoint the Hall of Fame Committee and his appointments must be approved by a majority of the full Board of Directors.
3. It will require a three-fourths (3/4) favorable vote of the full Board to be elected to the Hall of Fame.
4. It is not necessary that each year the Board of Directors elect a member to the Hall of Fame.
5. No more than four elected to the Hall of Fame in a year and only when there has been a series of consecutive years with no nominations or elections. When elections are run in a year to year sequence: no more than two members may be elected to the Hall of Fame in that target year.
6. These guidelines may be revised or amended by a three-fourths (3/4) vote of the full Board of Directors.