

**NATIONAL SPORTING
CLAYS ASSOCIATION**

2021

RULES & REGULATIONS

- Governance Structure

Updated: 3/10



DIVISION CHARTER OF THE
NATIONAL SPORTING CLAYS ASSOCIATION,

A DIVISION OF THE
NATIONAL SKEET SHOOTING ASSOCIATION

**APPROVED BY THE
NATIONAL SKEET SHOOTING ASSOCIATION
EXECUTIVE COMMITTEE**

June 5, 2018

The National Sporting Clays Association

(the “NSCA”) has been created and organized as a division of the National Skeet Shooting Association, a Texas non-profit corporation (“NSSA”), by NSSA’s Board of Directors and NSSA’s Executive Committee (the “NSSA Executive Committee”).



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ARTICLE I

PURPOSE

The NSCA's purpose is to (i) promote and govern the sport of sporting clays throughout the United States of America and other countries, in a way which is beneficial to all who enjoy and participate in the game, (ii) develop the sport at all levels of participation, and (iii) create an atmosphere of healthy and safe competition and meaningful fellowship among its membership.

ARTICLE II

MEMBERSHIP

1. Eligibility; Membership Classes—Any individual, corporation, partnership, trust, limited liability company, association or other entity interested in the sport of sporting clays may apply for membership in the NSCA, provided, however, that only members in good standing

who are individuals will have voting rights, and not, for example, entities, clubs or ranges. Subject to the prior approval and authority of the NSSA Executive Committee, the NSCA's Executive Council (the "NSCA Executive Council") may create membership classes in the NSCA and determine the respective terms, obligations and privileges of such membership.

2. Membership & Authority—The NSCA's membership is separate and distinct from that of the NSSA. A member of the NSCA will not be deemed to be a member of the NSSA solely by virtue of such member's membership in the NSCA, and a member of the NSSA will not be deemed to be a member of the NSCA solely by virtue of such member's membership in the NSSA. The NSCA will be governed and operated pursuant to this Charter, as approved and adopted by the NSSA Executive Committee, and as may be amended by the NSSA Executive Committee from time to time. The NSCA Rules and Regulations, as may be developed and modified from time to time by the NSCA Executive Council, will set forth the official rules and regulations of the sport of sporting clays and participation in NSCA sporting events.

Notwithstanding the terms of this Charter or the NSCA Rules and Regulations, ultimate approval and authority with respect to all governance and operations of the NSCA will rest with the NSSA Executive Committee.

3. Membership Rights, Obligations and Restrictions

- a. Dues**—The dues of each NSCA membership class shall be the same amount as the dues for the corresponding membership class in the NSSA. Notwithstanding the foregoing, additional NSCA club dues may vary and will be fixed by the NSCA Executive Council from time to time.

- b. Good Standing**—“Good standing” of an NSCA member in this Charter means good standing as determined in the Executive Director’s reasonable discretion. No NSCA member shall be considered in good standing unless such member’s dues are paid in full for the current period. NSCA Membership is a privilege and not a right. Any member in default for the

payment of dues will be automatically removed from membership and will automatically forfeit any and all offices and positions with the NSCA.

c. Membership Acceptance, Restriction, Modification and Termination—The NSCA, by action of its Executive Director, has the right, and ultimate discretion and authority, to accept, reject, modify, suspend or terminate the membership of any member or prospective member at any time. Notwithstanding the foregoing, any decision of the Executive Director as it relates to rejection, modification, suspension or termination of a person's membership in the NSCA may be appealed by the member or prospective member. Any such appeal must be submitted to the NSCA Executive Council Officers, in writing within 15 days of the date of rejection, modification, suspension or termination, and will be reviewed by the NSCA Executive Council Officers. Once the NSCA Executive Council

Officers make a ruling, either party may make a final appeal to the NSSA Executive Committee, in writing within 15 days of the date of the NSCA Executive Council Officers' ruling, and will be reviewed by the NSSA Executive Committee, who will have the final and ultimate authority.

d. Annual Informational Meet-

ings—The NSCA will hold an annual informational member meeting during the period and at the place where the National Sporting Clays Championship (the “National Championship”) is held. If no National Championship is held in any year, the annual meeting for that year may be held at such time and in such place as may be determined by the Executive Director. Prior notice of the time and place of annual meeting shall be provided to all NSCA members in the NSCA Target Talk e-newsletter and published on the official NSCA website not less than ten (10) days prior to the date of the meeting.

e. Voting Rights—Individual members, and not, for example, entities, clubs or ranges, in good standing at the time of election shall be entitled to vote only for the election of the National Delegates as provided in Article 3, Section 1 below.

f. Suspension—An NSCA member may be suspended at any time in the discretion of the Executive Director, provided, however, that any suspended member will have a right to an appeal as set forth in subsection (c.) above. A NSCA member who has been suspended from the NSCA will also be automatically suspended from membership in the NSSA, if applicable, without any action required by the NSSA. Further, a suspended NSCA member who participates in the crossfire program will also be suspended from the crossfire program and all shooting privileges thereunder. Likewise, a suspended NSSA member will also be automatically suspended from membership in the NSCA and

will not be entitled to any crossfire shooting privileges in the NSCA, as applicable. Further, any suspended NSCA or NSSA member will not be entitled to participate in any Hunters Class or similar classes at shooting events of either association during or after such person's suspension. A suspended member will not be entitled to terminate or cancel such member's membership during the time the member is suspended.

ARTICLE III

NATIONAL DELEGATES

1. National Delegate

- a. Authority and Duties**—The National Delegates will have the authority to propose changes to the NSCA's rules and regulations and this Charter to the NSCA Executive Council and NSSA Executive Committee, provided

that ultimate approval and authority with respect to any such proposed changes will rest with the NSSA Executive Committee. National Delegates will communicate and work with the NSCA Executive Council members in their respective Regions (as defined herein) to help coordinate shooting events and to help grow the sport of sporting clays. In states of the United States of America where no state association of the NSCA exists, the National Delegates elected from that state will be responsible for determining and approving NSCA shoot dates and the location of the State Championship for such state. National Delegates are also responsible for electing the NSCA Executive Council and the NSCA Executive Council Officers as set forth in Section 2 below.

b. Eligibility and Composition—

Individual members of the NSCA in good standing will be eligible for election as National Delegates of their state of residency as set forth in their

registration materials with the NSCA. The number of National Delegates will be determined as follows: National Delegates shall be bona fide residents of, and elected from, the various states of the United States of America and from the provinces, territories, or geographic subdivisions recognized by the NSCA in ratios in each such state, province, territory or geographic subdivision of 1 National Delegate for a member population of 25 to 150; 2 National Delegates for a member population of 151 to 300; 3 National Delegates for a member population of 301 to 500; 4 National Delegates for a member population of 501 to 750; and 5 National Delegates for a member population of over 750. The ratios of National Delegates to member population may be revised by a majority vote of the duly elected National Delegates in non-election years.

- c. Nominations**—Nominations for National Delegate candidates shall be opened July 1 of each election year for

a period of no less than 21 calendar days. An individual NSCA member in good standing may self-nominate, may be nominated by another individual member in good standing, or be a write in candidate. In order to be placed on the ballot, a nominated candidate must be endorsed in writing by 5 others individual NSCA members in good standing who reside in the state where the nominee member is a bona fide resident. Notwithstanding the foregoing, candidates need not be validly nominated and placed on the ballot in order to be elected as a National Delegate. During the election, members may write-in the name of a candidate who is not on the ballot, and if any such person receives a sufficient number of votes to be elected, such write-in candidate will be elected.

d. Election—

i. Election Process: The ballots for the election of National Delegates shall be sent to NSCA members in good standing the first week of Au-

gust of even numbered years. The election date will be formally announced in at least one issue of the NSCA's official magazine and on the official NSCA website at least 10 days prior to the election date. Such announcement will include the date that ballots will be made available electronically to NSCA members in good standing and will inform members to ensure that the NSCA has their current email address on record prior to the election date. Further, if a member prefers that a written ballot to be mailed, such member must notify the Executive Director in writing prior to the election date and a ballot will be mailed to such member. Each ballot will set forth the number of National Delegates to be elected from the member's state, province, territory or other geographic subdivision and an instruction to vote for not more than such number of National Delegates. All ballots whether electronic or mailed, will

contain a sufficient place where the member may write the names of candidates for whom the member votes, including any write-in candidates. Members cannot cast more than one vote for one person. Each mailed ballot must be signed by the member, include the member's NSCA membership number, and be mailed to the NSCA offices and received by 11:59 p.m. central time August 31 to be counted.

- ii. Counting; Votes Needed for Election:** Only ballots received electronically, or by mail at the NSCA offices, by 11:59 p.m. central time August 31 will be counted. Ballots may be declared void by the NSCA if received late, if illegible, if improperly signed or if either member or one or more of such member's candidates is ineligible to vote or receive votes, as reasonably determined by the Executive Director. The nominee or write-in candidate who receives the highest number of votes shall be declared elected.

In the event of a tie for a National Delegate position, a run-off ballot to determine the winner will be sent to the members responsible for electing such National Delegate pursuant to this Article 3 and the deadline for submission of ballots for such run-off election may be set by the Executive Director. Notwithstanding the foregoing, no candidate for National Delegate may be elected if such person did not receive at least five votes from within such person's state, province, territory or other geographic subdivision. In the event a write-in candidate is elected as a National Delegate, the Executive Director will notify such member of the member's election, and such elected member must accept or reject the election in writing (including electronic means) within 5 days of notification by the Executive Director. In the event fewer members are elected and accept such elections than the number of positions to be

filled in any given election, such unfilled positions will not be filled in such election and will remain vacant until the next election year.

e. Term of Office—The term of office for all National Delegates is 2 calendar years, beginning on January 1 following their election and ending on December 31 of the second calendar year after their election, subject to earlier resignation or removal.

f. Meetings—

i. Annual Meetings: National Delegates shall meet annually during the period and at the place where the National Championship is held. If no National Championship is held in any year, the annual meeting for that year may be held at such time and in such place as may be determined by the Executive Director. Notice of the time and place of the annual meeting shall be announced on the NSCA's official website and via email to the

electronic addresses on record with the NSCA to all National Delegates at least 45 days prior to such meeting.

ii. Special Meetings: Special meetings of the National Delegates may be called by the Executive Director or upon the written request of at least 15 National Delegates.

Notice of time, place and business to be transacted at a special meeting shall be sent to each National Delegate at least 15 days prior to such meeting in the same manner as set forth above with respect to an annual meeting.

iii. Quorum: At any annual or special National Delegates meeting, 33 1/3% of the National Delegates shall constitute a quorum for the transaction of business at such meeting. The National Delegates present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a

meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

- g. Removal**—Any National Delegate may be removed from office during such National Delegate's term (i) for cause deemed sufficient by the NSCA Executive Council, Executive Director, or the NSSA Executive Committee, including without limitation, such National Delegate's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to NSSA, the NSCA or their affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the National Delegate's service with the NSCA, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or

state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a material policy of the NSCA or NSSA where applicable to NSCA members, (6) willful unauthorized disclosure of confidential information of the NSCA or NSSA or (7) material failure to comply with the NSCA's written policies or rules, as they may be in effect from time to time during such person's term as a National Delegate; and (ii) by a vote of at least three-fourths of the NSCA Executive Council or the NSSA Executive Committee. Such action may be taken at any regular or special meeting of the NSCA Executive Council or NSSA Executive Committee, provided that written notice has been provided to the National Delegate subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted. A removed National Delegate will have the right to appeal such removal by notifying the Executive Director in writing within 20 days of the date

the removal action was taken. Upon receipt of the appeal, the NSSA Executive Committee will hold a hearing at the next regularly scheduled meeting of the NSSA Executive Committee. At the hearing, the removed National Delegate has the right to be present, to bring counsel, to testify and to present evidence, but not to cross-examine witnesses or make a record of the transcript of the hearing. The NSSA Executive Committee may allow any witnesses to testify by phone or in person. At the conclusion of the hearing, the NSSA Executive Committee will have the authority to, by majority vote, affirm, reverse or modify the action imposed previously. The decision of the NSSA Executive Committee shall be final and not appealable.

- h. Vacancies**—Except with respect to unfilled positions, as set forth in Section 1(c) above, any National Delegate vacancies occurring among the various states, provinces, territories, or geographic subdivisions recognized

by the NSCA, shall be filled for the balance of the unexpired term. Individual members receiving a minimum of five votes in the last National Delegate election in the same state, province, territory, or geographic subdivision shall be eligible and will be invited to fill the vacancy in the order of the vote totals, highest number of votes first, or by a run-off ballot in the case of ties. If the vacancy cannot be filled by this process, a mid-term election shall be held within 45 days to fill the vacancy. Nominations for this vacancy will be open for 10 calendar days after which a ballot will be sent electronically to all current NSCA members in the state, province, territory or geographic subdivision affected by the vacancy, an electronic vote will take place and close within 10 calendar days of the ballot being sent out to the members affected by the vacancy. If no member is nominated or if no person nominated accepts such nomination, the position will not be filled until the subsequent election

year. If the vacancy occurs after July 1 of the second year of the current term, the vacancy will not be filled unless there is an individual member who has received a minimum of 5 votes in the last National Delegate election in the same state, province, territory, or geographic subdivision and shall be eligible and will be invited to fill the vacancy in the order of the vote totals, highest number of votes first.

i. Voting and Review of Voting

Records— All voting of the National Delegates shall be conducted by electronic ballot, and the affirmative vote of a majority of the National Delegates shall be the act of the National Delegates. Annually, the voting record of all National Delegates will be reviewed by the NSCA Executive Council and NSCA Director (as defined herein). Any National Delegate found to have missed more than 1 vote during the previous year will be removed from office and replaced, unless the missed vote was excused

by the NSCA Executive Council Chairperson. For purposes of clarity, a National Delegate's abstaining vote, which has been recorded, shall not be deemed to be a "missed vote" for purposes of this Section. A National Delegate that has been removed from office may not run again for any National Delegate position for the next term. An appointment to fill such vacancy will be made pursuant to the process set forth in subsection 1(h) above.

ARTICLE IV

EXECUTIVE COUNCIL & GOVERNANCE

1. Executive Council

- a. Authority and Duties**—The NSCA Executive Council is responsible for establishing and implementing, subject to the approval, oversight

and ultimate authority of the NSSA Executive Committee, policy for the operation of the NSCA. The NSCA Executive Council shall have the authority to determine ballot items to be submitted to the National Delegates for their votes, subject to the approval, oversight and ultimate authority of the NSSA Executive Committee.

b. Eligibility and Composition—

The NSCA is comprised of five geographic regions, each of which is made up of a group of states, as designated from time to time by the NSCA Executive Council (each a “Region”). The NSCA Executive Council is composed of 15 National Delegates who exhibit significant devotion to the NSCA, its members and the sport of sporting clays. Three NSCA Executive Council members will be elected from each Region by vote of the National Delegates elected from the states within such Region. In order to be eligible for election to the NSCA Executive Council, a person must have been

elected for the upcoming term as a National Delegate.

c. Nominations—Nominations for positions on the NSCA Executive Council shall be open on September 1 of election years, after the election of National Delegates in such year, for a period of no less than 21 calendar days. In order to be placed on the ballot, an NSCA Executive Council candidate must be endorsed in writing by at least five others individual NSCA members in good standing who reside within such candidate's Region. Notwithstanding the foregoing, candidates need not be validly nominated and placed on the ballot in order to be elected to the NSCA Executive Council. During the election, National Delegates may write-in the name of a candidate who is not on the ballot, and if any such person receives a sufficient number of votes to be elected, such write-in candidate will be elected.

d. Election— Election of NSCA Executive Council members shall be

conducted electronically in October of even numbered years and will run for a period of 15 days. Only votes received by 11:59 p.m. central time on the last day of the election period may be counted. Votes may be declared void by the NSCA if received late, if illegible, or if either member or one or more of such member's candidates is ineligible to vote or receive votes, as reasonably determined by the Executive Director. The three nominees or write-in candidates in each Region receiving the highest numbers of votes from the National Delegates within such Region will be elected to the NSCA Executive Council. In the event of a tie for an NSCA Executive Council position, a run-off election will be conducted by the National Delegates of the respective Region to determine the winner for such position, and the deadline for submission of votes in such run-off election may be set by the Executive Director. Notwithstanding the foregoing, no candidate for NSCA Executive Council may be elected if

such person did not receive at least five votes from the National Delegates within such person's Region. In the event a write-in candidate is elected to the NSCA Executive Council, the Executive Director will notify such member of the member's election, and such elected member must accept or reject the election in writing (including electronic means) within 5 days of notification by the Executive Director. In the event fewer members are elected and accept such elections than the number of positions to be filled in any given election, such unfilled positions will not be filled in such election and will remain vacant until the next election year.

- e. Term of Office**—The term of office for all NSCA Executive Council members is 2 calendar years, beginning on January 1 following their election and ending on December 31 of the second calendar year after their election, subject to earlier resignation or removal. Upon election, each NSCA Executive

Council member will agree to comply with all policies and procedures of the NSCA, as may be adopted by the NSCA from time to time.

f. Meetings—

i. Regular Meetings: The NSCA Executive Council will hold a regular annual meeting, the date and location of which will be determined by the Executive Director and communicated to the NSCA Executive Council. The NSCA Executive Council will also hold a meeting during the period and at the place where the U.S. Open is held, and during the period and at the place where the National Championship is held. Notice of the time and place of the annual meeting shall be sent to each NSCA Executive Council member at least [30] days prior to such meeting.

ii. Special Meetings: Special meetings of the NSCA Executive Council may be called by the

Executive Director or Chairperson of the NSCA Executive Council. Reasonable notice of time, place and business to be transacted at a special meeting shall be sent to each NSCA Executive Council member prior to such meeting by email to each NSCA Executive Council member.

- iii. Quorum:** At any NSCA Executive Council meeting, a simple majority of the current NSCA Executive Council members shall constitute a quorum for the transaction of business at such meeting. The NSCA Executive Council members present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

iv. Attendance: NSCA Executive Council members are expected to attend all NSCA Executive Council meetings, but will be required to attend, at a minimum, (a) the annual meeting of the NSCA Executive Council and at least 1 of the remaining two meetings in such year. An absence from any of these meetings for illness or for good cause may be approved in advance by the Executive Director or Chairperson of the NSCA Executive Council. Failure to attend any mandatory meeting, without pre-approval, will subject an NSCA Executive Council member to automatic removal from such NSCA Executive Council member's position. An appointment to fill such vacancy will be made pursuant to the process set forth in subsection 1(h) below.

g. Removal—Any NSCA Executive Council member may be removed from office during such NSCA Exec-

utive Council member's term (i) for cause deemed sufficient by the Executive Director, NSCA Executive Council or the NSSA Executive Committee, including without limitation, such NSCA Executive Council member's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the NSCA, NSSA, or their affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the NSCA Executive Council member's service with the NSCA, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a material policy of the NSCA or NSSA where applicable to NSCA members, (6) willful unauthorized disclosure of confidential information of the NSCA or NSSA or (7) material failure to

comply with the NSCA's written policies or rules, as they may be in effect from time to time during such person's term as an NSCA Executive Council member; and (ii) by a vote of at least three-fourths of the NSCA Executive Council or the NSSA Executive Committee. Such action may be taken at any regular or special meeting of the NSCA Executive Council or NSSA Executive Committee, provided that written notice has been provided to the NSCA Executive Council member subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted. A removed NSCA Executive Council member will have the right to appeal such removal by notifying the Executive Director in writing within 20 days of the date the removal action was taken. Upon receipt of the appeal, the NSSA Executive Committee will hold a hearing at the next regularly scheduled meeting of the NSSA Executive Committee. At the hearing, the removed NSCA Executive Council member has

the right to be present, to bring counsel, to testify and to present evidence, but not to cross-examine witnesses or make a record of the transcript of the hearing. The NSSA Executive Committee may allow any witnesses to testify by phone or in person. At the conclusion of the hearing, the NSSA Executive Committee will have the authority to, by majority vote, affirm, reverse or modify the action imposed previously. The decision of the NSSA Executive Committee shall be final and not appealable.

- h. Vacancies**—Any NSCA Executive Council vacancy shall be filled for the balance of the unexpired term. Individual members in the appropriate Region receiving a minimum of five votes in the most recent NSCA Executive Council election shall be eligible and will be invited to fill the vacancy in the order of the vote totals, highest number of votes first, or by a run-off ballot in the case of a tie in vote totals. If the vacancy cannot be filled by this

process, a mid-term election shall be held within 45 days to fill the vacancy. Nominations for this vacancy will be open for 10 calendar days after which a ballot will be sent to the current National Delegates within the respective Region and an electronic vote will take place and close within 10 calendar days of the ballot being sent out to National Delegates of that Region. If no member is nominated or if no person nominated accepts such nomination, the position will not be filled until the subsequent election year. If the vacancy occurs after July 1 of the second year of the NSCA Executive Council term, the vacancy will not be filled unless there is a person in the appropriate Region who has received a minimum of five votes in the most recent NSCA Executive Council election who shall be eligible and will be invited to fill the vacancy in the order of the vote totals, highest number of votes first. In the event an NSCA Executive Council member relocates outside the Region from which such

NSCA Executive Council member was elected, such NSCA Executive Council member will be required to vacate such NSCA Executive Council member's position and the position will be filled in the manner set forth in this subsection h above.

2. Executive Council Officers

a. Eligibility and Composition—

i. Composition: There will be five (5) NSCA Executive Council officers, selected from the NSCA Executive Council (the "NSCA Executive Council Officers"), with one from each Region.

ii. Past Chairperson: The immediate past Chairperson of the NSCA Executive Council (the "Past Chairperson") will also participate in all meetings of the NSCA Executive Council and NSCA Executive Council Officers in solely an advisory capacity. The Past Chairperson will only have voting

rights in the event of a tied vote among the NSCA Executive Council Officers, [but may only cast a vote in matters before the NSCA Executive Council in case of a tie. The tenure of the immediate past Chairperson may span terms of the NSCA Executive Council (2 years) and does not count towards term limitations. In the event that the Past Chairperson is incapacitated or otherwise does not continue to the end of a term, the position will be offered to the immediate past Vice Chairperson, and if such person is not willing or able to serve, then to the prior past Chairperson, and if such person is not willing or able to serve then prior past Vice Chairperson. If none of these individuals are willing or able to serve, then there will not be a Past Chairperson during such term of the NSCA Executive Council, and the Executive Director will be responsible for voting in the event of a tie.

b. Nominations—Upon election of the NSCA Executive Council, each newly elected NSCA Executive Council member may volunteer to run for an NSCA Executive Council Officer position. If more than one NSCA Executive Council member is willing to fill the Officer position for their respective Region, an election will be conducted as set forth in subsection c below to fill the position. By volunteering to run for an Officer position, an NSCA Executive Council member agrees that he or she will be willing to serve in any NSCA Executive Council Officer position to which he or she may be elected. One Officer will be elected from each Region by the newly- elected National Delegates of that Region for the upcoming term, provided, however, that if no NSCA Executive Council member from a particular Region has volunteered to serve, such position will be left vacant for that term.

c. Election—Election of NSCA Execu-

tive Council Officers will be conducted as promptly as practicable upon the election of the NSCA Executive Council, but no later than the first week of December of even numbered years. Except as otherwise set forth in subsection b above, the National Delegates from each Region will elect, among themselves and subject to the oversight of the Executive Director, one officer from such Region. Upon election of the NSCA Executive Council Officers, the NSCA Executive Council Officers will elect, annually, a Chairperson, 1st Vice Chairperson, 2nd Vice Chairperson, Parliamentarian, and a Secretary, each of which will have the authority and duties set forth in subsection d below.

d. Officer Duties—The NSCA Executive Council Officers will have the following duties and responsibilities and such other duties as may be assigned to each officer by the Executive Director.

i. Chairperson: The Chairperson

will preside [along with the Executive Director] at all meetings of the NSCA members, National Delegates, NSCA Executive Council and NSCA Executive Council Officers.

ii. First Vice Chairman: The First Vice Chairperson will perform the duties of the Chairperson in the Chairperson's absence or at the request of the Chairperson. The First Vice Chairperson will serve as a liaison to all NSCA committees.

iii. Second Vice Chairman: The Second Vice Chairperson will perform the duties of the First Vice Chairperson in the First Vice Chairperson's absence, as well as any such other duties as may be assigned to the Second Vice Chairperson by the Chairperson. The Second Vice Chairperson will assist the First Vice Chairperson as it relates to the NSCA committees.

iv. Parliamentarian: The Parliamen-

tarian will act as an adviser of matters of procedure, particularly as it relates to meetings of the members, National Delegates or Executive Council.

- v. **Secretary:** The Secretary will take the official minutes of the NSCA Executive Council meetings, National Delegate meetings and the annual informational member meeting.

- vi. **Assistant Secretary:** An Assistant Secretary may be appointed by the Chairperson, subject to the approval of the NSCA Executive Council, for the balance of the term of the Secretary. If an Assistant Secretary is appointed, such person will serve the role of Assistant Secretary simultaneously with any other NSCA Executive Council Officer position held by such person. The Assistant Secretary shall perform all of the duties of the Secretary in the Secretary's absence or at the Secretary's request.

- e. Term of Office**—Each NSCA Executive Council Officer will serve a two-year term, corresponding to their term on the NSCA Executive Council; provided, however, that officer titles will be determined annually. NSCA Executive Council Officers may not serve more than 3 consecutive two-year terms as an NSCA Executive Council Officer, regardless of which officer positions in which they serve.
- f. Meetings**—Meetings of the NSCA Executive Council Officers may be called by the Chairperson or Executive Director. Reasonable notice of time, place and business to be transacted at a special meeting shall be sent electronically to each NSCA Executive Council Officer. A quorum of the NSCA Executive Council Officers shall consist of three NSCA Executive Council Officers. The Past Chairperson's attendance will not be counted for purposes of satisfying a quorum.
- g. Removal**—In the event an Officer is removed from the NSCA Ex-

ecutive Council pursuant to Section 1(g) above, such person will also be removed as NSCA Executive Council Officer. Any NSCA Executive Council Officer may be removed from office during such officer's term (i) for cause deemed sufficient by the NSSA Executive Committee or 3 other NSCA Executive Council Officers, including without limitation, such NSCA Executive Council Officer's (1) failure to perform his or her duties (other than any such failure resulting from incapacity due to physical or mental illness), (2) engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the NSCA, NSSA or their affiliates, (3) embezzlement, misappropriation, or fraud, whether or not related to the NSCA Executive Council member's service with the NSCA, (4) conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, (5) violation of a

material policy of the NSCA or NSSA where applicable to NSCA members, (6) willful unauthorized disclosure of confidential information of the NSCA or NSSA or (7) material failure to comply with the NSCA's or NSSA written policies or rules, as they may be in effect from time to time during his or her term as an NSCA Executive Council member; and (ii) by a vote of at least three-fourths of the NSSA Executive Committee. Such action may be taken at any regular or special meeting of the NSSA Executive Committee, provided that written notice has been provided to the NSCA Executive Council Officer subject to removal at least fifteen (15) days prior to the meeting at which the vote will be conducted. A removed Officer will have the right to appeal such removal by notifying the Executive Director in writing within 20 days of the date the removal action was taken. Upon receipt of the appeal, the NSSA Executive Committee will hold a hearing at the next regularly scheduled meeting

of the NSSA Executive Committee. At the hearing, the removed Officer has the right to be present, to bring counsel, to testify and to present evidence, but not to cross-examine witnesses or make a record of the transcript of the hearing. The NSSA Executive Committee may allow any witnesses to testify by phone or in person. At the conclusion of the hearing, the NSSA Executive Committee will have the authority to, by majority vote, affirm, reverse or modify the action imposed previously. The decision of the NSSA Executive Committee shall be final and not appealable.

- h. Vacancies**—In the event of a vacancy in an NSCA Executive Council Officer position, any NSCA Executive Council member from the vacated Officer's Region may submit his or her name for election to the vacant position. In the event no NSCA Executive Council member from such Region submits their name to fill the position, then NSCA Executive Council mem-

bers from other Regions will have the opportunity to fill the position. If no NSCA Executive Council member submits their name to fill the vacant position, then the position will remain vacant for the remainder of the current term. If more than one person submits their name to fill the position, an election will be conducted. Declaration of candidacy and balloting shall be conducted within 60 calendar days of the date the vacancy occurs. An electronic vote will take place and close within 10 calendar days of the ballot being sent to the National Delegates from the Region of the vacant position. If the vacancy occurs after October 31 of the second year of the NSCA Executive Council term, the vacancy will not be filled unless there is a person who has received a minimum of 5 votes in the last NSCA Executive Council Officer election who shall be eligible and will be invited to fill the vacancy in the order of the vote totals, highest number of votes first.

ARTICLE V

COMMITTEES

1. Committees—The NSCA will have five standing committees (the “Standing Committees”) which will consist of: (a) the Awards/US-ASCT Committee, (b) the Competition Committee, (c) the Marketing Committee, (d) the Rules/Governance Committee, and (e) the Instructors Committee. Each Standing Committee will be made up of one person from each region plus one Joint Industry Committee Member and one additional member. Any NSCA member is eligible to serve on any Standing Committee, provided that the NSCA Executive Council will elect the members of each Standing Committee. In addition to the five Standing Committees, the NSCA will have a Hall of Fame Committee that will be made up of no less than five nor more than seven members in good standing that are currently in the Hall of Fame, either as a shooter or a Dupont Service Award winner. NSCA members who are members of the Hall of Fame can self-nominate for this committee

and the NSCA Executive Council will elect the members to serve on the NSCA Hall of Fame Committee. The term for all committees will be two years, consistent with the National Delegate and NSCA Executive Council terms. Each NSCA committee will elect a Chairperson at the committee's first meeting. Any committee member can self-nominate or be nominated by another committee member. The committee will vote to select a Chairperson and the nominee receiving the most votes will be elected as the Chairperson.

2. Joint Committees

a. Joint Standing Committees—

The NSCA will participate in five joint standing committees with the NSSA (“Joint Standing Committees”), which will consist of (a) the Steering Committee, (b) the Finance Committee, (c) the Audit Committee, and (d) the Technology & Innovation Committee.

b. Joint Industry Committees—In addition to the Joint Standing Committees, there will be a joint NSSA/NSCA Industry Committee (the “Joint

Industry Committee”), which will be made up of industry manufacturers and trade associations committed to help grow the NSCA and NSSA (“Industry Members”). In each election year, the NSSA President and NSCA Chairperson will identify Industry Members that they would like to invite to participate in the Joint Industry Committee, in their sole and absolute discretion. Upon identification of the prospective Industry Members, the Executive Director will notify them of their nomination in writing and invite them to participate in the Joint Industry Committee. In order to participate in the Joint Industry Committee, an invited Industry Member must notify the Executive Director within 15 days of their notification that the Industry Member accepts the invitation to participate. Each Industry Member will be entitled to one vote and will appoint one or two representative(s) to sit on the Joint Industry Committee on the Industry Member’s behalf, provided, however, that an Industry

Member may have additional persons present at meetings of the Joint Industry Committee, but such additional persons will be entitled to participate and observe the meeting but will not have the right to vote. The term for Industry Members on the Joint Industry Committee will be two years, consistent with the National Delegate and NSCA Executive Council terms. No Industry Members will be added to the Joint Industry Committee once the term has begun. At the end of each term, the NSSA President and NSCA Chairperson will evaluate whether any Industry Members should be removed from or added to the Joint Industry Committee, and new invitations will be sent out accordingly. All Industry Members must attend either the NSSA World Shoot Joint Industry Committee meeting or the NSCA National Championship Joint Industry Committee meeting, though participation in both meetings is highly encouraged. Industry Members will also be expected to participate in conference calls

and email correspondence from time to time.

c. Governance of Committees—With the exception of the Audit Committee, which will be governed by the NSSA Bylaws, all joint committees will be developed by the NSSA President, the NSCA Chairperson and each respective committee chairperson.

3. Other Committees— The NSCA Executive Council may establish other committees as deemed necessary, which will be comprised in the same manner as the Standing Committees.

4. Removal— Any committee member may be removed at any time in the discretion of the NSSA President upon consultation with the NSCA Chairperson. If a committee member's membership is suspended, cancelled or terminated as otherwise set forth herein, such member's committee membership will automatically be terminated.

ARTICLE VI

DIRECTORS

1. Executive Director—The NSSA Executive Committee will employ an Executive Director for the NSCA, who may also serve as the Executive Director of the NSSA. The Executive Director shall (a) serve as the chief operating officer of the NSCA; (b) be in charge of its operations and the conduct of its business; and (c) perform such duties specified in this Charter or from time to time by the NSSA Executive Committee.

2. NSCA Director—The Executive Director will appoint an NSCA Director, who will have such duties as may be delegated to such person by the Executive Director.

ARTICLE VII

STATE ASSOCIATIONS

1. Purpose; Composition—State Associations comprised of NSCA members and member clubs within each individual state of the United States of America may be recognized

by the NSCA. The primary function of a State Association is to work with the National Delegate(s) and member clubs to enhance and grow the sport within such state and host their state shoot annually.

2. Bylaws—Each State Association shall adopt bylaws or similar governance documents as may be required by the applicable state's laws and shall submit such governing documents to the NSCA Director for approval. State Association governing documents must be in compliance, and are subordinate to any rule, regulation, charter provision and bylaws of the NSCA and the NSSA. Any changes in State Association governing documents must be submitted to NSCA for approval and to be kept on file.

3. State Fees—State Associations may elect to assess residents and non-residents of that state a per target fee, not to be greater than \$.03. A state resident, who is an NSCA member in good standing, shall be considered a member of the State Association. Funds accrued from per target fees may be used to enhance and grow the sport in that state through grants for range development, youth program developments, or assisting in promoting state and regional championship

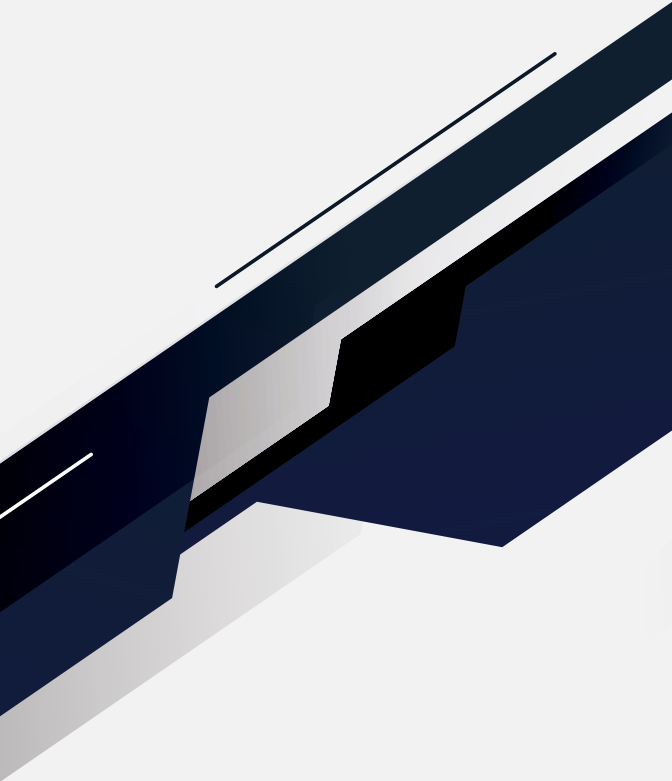
events or such other programs approved by the State Association. State funds may not be used for payment of personal services, an honorarium, or personal expenses of any member of the State Association. State Associations cannot charge membership fees.

4. Approval of Shoot Dates—State Associations will be responsible for the approval of the shoot dates for clubs in their state. In event a state does not have a State Association, the National Delegates will be responsible for approving shoot dates for the clubs in such state.

ARTICLE VIII

AMENDMENTS

This Charter may only be amended or modified with the approval of the NSSA Executive Committee provided, however, that the National Delegates may propose amendments or modifications to the NSCA Executive Council, and the NSCA Executive Council may propose amendments or modifications to the NSSA Executive Committee for ultimate approval.



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