

# USA ARCHERY ARIZONA, INC

## Bylaws

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### ARTICLE I. NAME AND PURPOSE

#### Section 1.1. PRINCIPAL OFFICE AND NAME

The name of the corporation is USA Archery Arizona (“USAA-AZ”). USAA-AZ may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purpose, mission recognition and goals.

#### Section 1.2. NON PROFIT PURPOSE

USAA-AZ shall be operated as a “qualified amateur sports organization” which fosters local, state, national, and international amateur sports competition in the sport of archery by encouraging participation, development, growth, and competition in/of Olympic Archery, Junior Olympic Archery, Special Olympic Archery, Field Archery, 3-D Archery, and Collegiate Archery within the meaning of section 501(c)(3), 501(c)(4) and 501(j) of the Internal Revenue Code.

### ARTICLE II. OFFICES

#### Section 2.1. PRINCIPAL OFFICE

The principal office for USAA-AZ for the transaction of business is located at 8681 E Via de Negocio, Scottsdale, AZ 85258 in Maricopa County, Arizona.

#### Section 2.2. SUBORDINATE OFFICES

Branch or subordinate offices may be established at any time by the Board at any place or places. USAA-AZ shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Arizona.

### ARTICLE III. MISSION

#### Section 3.1 PURPOSE

The purpose of USAA-AZ is to foster local, state, national, and international amateur sports competition in the sport of archery by encouraging participation, development, growth, and competition in/of Olympic Archery, Junior Olympic Archery, Special Olympic Archery, Field Archery, 3-D Archery, and Collegiate Archery.

USAA-AZ intends to achieve its' non-profit purpose by:

- a. working to increase the breadth and depth of the archery talent pool in the State of Arizona and the United States;
- b. becoming an affiliated organization and following the programs and rules of USA Archery, the US Olympic Committee's recognized National Governing Body for the sport of archery in the United States;
- c. creating vehicles to raise money for local, national and international competitions;
- d. establish and conduct clinics, demonstrations, workshops and seminars,
- e. assist and encourage individuals and organized groups in the practice of archery;
- f. develop and encourage a membership open to all members of the public; and
- g. hold annual tournaments and establish a yearly tournament schedule.

### Section 3.2. MISSION

The mission of USAA-AZ shall be to enable Arizona amateur athletes to achieve sustained competitive excellence in Local, Olympic, Pan American, Junior Olympic Archery Development, Paralympic and World Championship competition and to promote and grow the sport of Archery in the state of Arizona and the United States. The mission of USAA-AZ shall also be to perpetuate, foster and direct, through a program of encouragement, development and education, the practice of target archery in the State of Arizona in accordance with the high spirit and honorable tradition of the most ancient sport.

## **ARTICLE IV MEMBERSHIP**

### Section 4.1. MEMBERS.

USAA-AZ membership classes shall generally follow the USA Archery membership structure and be organized at the discretion of the USAA-AZ Board of Directors to implement the intent. This provision shall in no way inhibit the USAA-AZ from incorporating other organizations into the USAA-AZ.

### Section 4.2. MEMBERSHIP REQUIREMENTS AND DUES.

- a. Membership in USAA-AZ is a privilege and creates with it certain obligations and duties.
- b. At a minimum, any member of USA Archery in good standing and maintaining Arizona his/her State of primary residence with USA Archery shall be a considered a member of USAA-AZ during that same membership period. Also eligible for membership are those with:
  1. three (3) month prior residency;
  2. a valid Arizona driver's license;
  3. military personnel stationed in the State of Arizona;
  4. full-time college students attending a school within the State of Arizona.
- c. The Board of Directors may establish additional and/or alternative membership applications, classes/divisions, fees, and/or other assessments, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate.

- d. All dues payments are non-refundable.
- e. Only a resident of the State of Arizona may be a voting member and/or a member of the Board of Directors,
- f. Any person may be a member regardless of sex, race, creed, national origin, or religion so long as that person meets the qualifications as set forth in these Bylaws.
- g. There shall be no limit on the number of members in USAA-AZ.
- h. USAA-AZ shall keep a membership log containing the name and address of each member. Such log shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law.

#### Section 4.3. SUSPENSION AND TERMINATION OF MEMBERSHIP.

The membership of any member may be terminated at any time, with or without cause, by a three-fourths vote of the Board of Directors. A member may be reinstated if approved by a majority vote of the Board of Directors at an annual or special meeting.

#### Section 4.4. TRANSFER OF MEMBERSHIP

Members may not transfer their membership in USAA-AZ. Members shall have no ownership rights or beneficial interests of any kind in the property of USAA-AZ.

#### Section 4.5. FREE OR REDUCED COST MEMBERSHIP FOR FINANCIALLY OR PHYSICALLY DISABLED PERSONS.

The Board of Directors shall, at the sole discretion of the Board of Directors, have the right to waive and/or reduce the amount of payment for membership dues for any person who is financially or physically disabled. Financially, or physically disabled members, or such person's family, are subject to all of the rules applicable to dues paying members.

#### Section 4.6. HONORARY MEMBERS

Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Directors. Honorary members shall not have the right to vote. Honorary members are subject to all of the rules applicable to dues paying members.

### **ARTICLE V BOARD OF DIRECTORS**

#### Section 5.1. GENERAL POWERS

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of USAA-AZ shall be governed by the Board of Directors. Each member of the Board of Directors shall have one vote in matters affecting the actions of USAA-AZ. Any action shall require approval by a majority of the Board of Directors.

## Section 5.2. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors, who shall also serve as the officers, of the USAA-AZ are:

Director:	Mike Cullumber	Director:	Bob Pian
Director:	Lynn Clinton Van Patter	Director:	Eric Bennett
Director:	Kari Jill Granville	Director:	Mel Nichols
Director:	Michael Speck		

The Board of Directors of USAA-AZ will be elected by the initial Board of Directors at the initial, noticed meeting for the election of the Board of Directors and approval of the Bylaws of USAA-AZ.

## Section 5.3. FUNCTION OF THE BOARD

- a. The USAA-AZ Board of Directors shall represent the interests of the Archery community for USAA-AZ in the State of Arizona, the United States and its athletes and members by providing USAA-AZ with policy, guidance and strategic direction.
- b. The Board shall oversee the management of USAA-AZ and its affairs.
- c. The Board shall select a well-qualified and ethical President and oversee the President in the operation of USAA-AZ.
- d. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the President to manage a staff-driven organization with effective Board oversight.
- e. In addition, the Board performs the following specific functions, among others:
  1. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USAA-AZ, and to evaluate Board performance;
  2. selects, compensates, and evaluates the Members of the Board of Directors and officers and plans for management succession;
  3. reviews and approves significant corporate actions;
  4. sets policy and provides guidance and strategic direction to management on significant issues facing USAA-AZ;
  5. reviews and approves USAA-AZ's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
  6. oversees the financial reporting process, communications with Board Members;
  7. oversees effective corporate governance;
  8. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
  9. reviews and approves financial statements, annual reports, audit and control policies, and selects independent auditors;
  10. monitors to determine whether USAA-AZ's assets are being properly protected;
  11. monitors USAA-AZ compliance with laws and regulations and the performance of its broader responsibilities; and
  12. ensures that the Board, officers and employees are properly structured and prepared to act in case of an unforeseen corporate crisis.

#### Section 5.4. QUALIFICATIONS.

- a. Each Director of the Board of Directors must be:
  1. twenty-one (21) years of age or older;
  2. a USA Archery member in good standing; and
  3. a member of USAA-AZ in good-standing.
- b. Directors of the Board of Directors may be related by blood, marriage or domestic partnership.
- c. A Director shall:
  1. have the highest personal and professional integrity;
  2. have demonstrated exceptional ability and judgment;
  3. possess an understanding of athletic competition;
  4. have a diverse experience in key business, financial, and other challenges that face USAA-AZ;
  5. have experience and capability in Board oversight responsibilities; including in the areas of finance, marketing, fundraising, audit, management, communications, and sport; and
  6. be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAA-AZ.

#### Section 5.5. NUMBER OF DIRECTORS AND COMPOSITION OF THE BOARD

- a. After this initial formation, the election by ASAA-AZ Members of the Board of Directors shall take place once per year by either mail, email or at the USAA-AZ annual membership meeting. The time and manner of elections shall be determined each cycle by the Board of Directors.
- b. The Board of Directors shall consist of seven (7) total Directors. upon the election of each new Board by the Members, the Board shall decide which Directors shall hold the following offices:
  1. The President. The President ,and/or the President's personally selected delegate:
    - i. shall be the USAA-AZ representative for communications and negotiations with all outside groups;
    - ii. convene and preside over all regular and special meetings of the Board of Directors of USAA-AZ;
    - iii. establish such procedures and make such decisions as he/she deems necessary for the development and progress of the corporation, its charitable aims and sport of archery in general, provided that such procedures and decisions shall not abridge the privileges of any member, nor conflict with these Bylaws or any other decision and policy and procedure established by majority vote of the Board of Directors;
    - iv. be a signatory on all bank accounts, and be authorized to expend up to the sum of five hundred dollars (\$500.00) on his own authority on any single event and transaction, without vote of the other Directors;
    - v. appoint such committees as are necessary to carry out the decisions of the Board of Directors; and
    - vi. and study and make recommendations to the corporation on events, matters of policy and procedures, and all other matters.
  2. The Vice-President. The Vice-President of USAA-AZ shall:
    - i. act in the place of the President in case the President is absent and has not personally selected a delegate to act in the capacity of President;

- ii. act in the place of the President in case of the President's incapacity, and/or during meetings while a motion affecting the President is being discussed; and
  - iii. when acting in the place of the President, have all the powers, privileges, duties and responsibilities of the President.
3. The Secretary. The Secretary of USAA-AZ shall:
- i. carry on the official correspondence of the organization;
  - ii. send copies of all correspondence to the President, the Board of Directors, members and all other pertinent parties;
  - iii. notify all Board of Directors members of meetings within a reasonable time prior thereto;
  - iv. notify all affected persons, members, and parties of decisions of the corporation;
  - v. be responsible for the preparation maintenance, and circulation of a corporation mailing list;
  - vi. keep a careful and authentic record of the proceedings of the corporation;
  - vii. make a copy of the corporate Bylaws available within forty-eight (48) hours of a request by any member, member of the Board of Directors; and
  - viii. preserve all records, reports, correspondence and documents.
4. The Treasurer. The Treasurer of USAA-AZ shall:
- i. be a signatory on all bank accounts or designate a person who can sign bank drafts after the Treasurer has giving specific written authorization for each transaction;
  - ii. keep, or authorize to be kept by a certified public accountant, a careful and authentic record of the financial status and business transactions of the corporation;
  - iii. submit, or authorize to be submitted by a certified public accountant, a brief Financial Report at each meeting of the Board of Directors of the USAA-AZ and a formal Financial Report at each General meeting;
  - iv. make disbursements, or authorize disbursements to be made, with the consent and authorization of the President;
  - v. be responsible for the collection of monies owed to USAA-AZ; and
  - vi. be responsible for the accounting and inventory functions of USAA-AZ such that all transfers, purchases, gifts or sales, whether paid or unpaid, of money, goods, services, memberships, credit applications, loans and any other business of a financial nature must first be reported to the President and Treasurer.
5. Director(s) at Large. The three (3) Directors at Large of USAA-AZ shall:
- i. assist in any way possible the duties of the President, Vice-President, Secretary, and/or Treasurer upon request and availability;
  - ii. assist in planning, organizing, and directing all intrastate, national and international amateur Archery competitions hosted by USAA-AZ as requested and upon availability.

## Section 5.6. TERM

The term of office for a Director of the Board of Directors shall be two (2) years. Elections shall be staggered such that three (3) Directors are elected by the Membership in years ending with odd numbers, and four (4) Directors are elected in years ending with even numbers. A Director shall hold office until the Director's successor is elected

and qualified, or until the Director's earlier resignation, removal, incapacity, disability or death.

#### Section 5.7. DIRECTOR ATTENDANCE

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, through for exigent circumstances a Director may participate in a meeting by telephone or via internet.

#### Section 5.8. RESIGNATION, REMOVAL AND VACANCIES

A Director's position of the Board of Directors shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death. Any Director shall resign at any time by giving written notice to the President of USAA-AZ, except the President's resignation shall be given to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors to be heard by the Board, upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the total voting power of the Board (excluding the voting power of the Director in question). Any vacancy occurring in the Board shall be filled by appointment by the President and approval by a majority of the remaining Directors. A Director appointed to fill a vacancy shall remain for the unexpired term of such Director's predecessor in office. No Director shall be subject to removal or not being re-nominated based on how they vote as a Director, unless such voting is part of a violation of USAA-AZ Code of Ethics.

#### Section 5.9. REGULAR AND SPECIAL MEETINGS

USAA-AZ's Board shall meet at regularly scheduled meetings at least one (1) time per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

#### Section 5.10. NOTICE OF MEETINGS

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the President. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Written notice shall be delivered no fewer than five (5) days before the date of the meeting.

#### Section 5.11. QUORUM AND VOTING

The presence of a majority of the Directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of Directors on the Board shall constitute the act of the Board.

#### Section 5.12. VOTING BY PROXY

No Director may vote or act by proxy at any meeting of Directors.

#### Section 5.13. PRESUMPTION OF ASSENT

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board 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 5.14. ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either:

- a. votes for such action;
- b. votes against such action; or
- c. abstains from voting.

Each Director who delivers a writing described in this Section 5.13 to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting. Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present.

#### Section 5.15. TRANSACTING BUSINESS BY MAIL. ELECTRONIC MAIL, TELEPHONE OR FACSIMILE.

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile, if in the judgment of the President of the Board the urgency of the case requires such action. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purpose.

#### Section 5.16. AGENDA

The President, Treasurer, Secretary and the Presidents of the Board's committees, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

#### Section 5.17. QUESTIONS OF ORDER AND BOARD MEETING LEADERSHIP

Questions of order shall be decided by the President unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If the President is absent from any meeting of the Board, then the President shall designate in writing in advance any person to preside as President during the President's absence.

#### Section 5.18. EFFECTIVENESS OF ACTIONS

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided by the Bylaws or when a definite effective date is recited in the record of the action taken.

#### Section 5.19. OPEN AND EXECUTIVE MEETING SESSIONS

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, under extraordinary circumstances, the President of the Board, with the consent of three-fourths (3/4<sup>ths</sup>) of the Directors of the Board in attendance, may declare that the meeting is closed, and/or convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter. Alternatively, the Board of Directors may upon its own motion and vote of three-fourths (3/4<sup>ths</sup>) of the Directors in attendance, convene an executive session.

#### Section 5.20. MINUTES OF MEETINGS

Every reasonable effort will be made to publish a draft of the minutes within thirty (30) days after completion of the meeting. The minutes will be unofficial until approved at the next scheduled Board meeting.

#### Section 5.21. COMPENSATION

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USAA-AZ's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA-AZ in any other capacity, provided that the rendering of such services and such compensation are approved by the Board of Directors.

### **ARTICLE VI COMMITTEES**

#### Section 6.1. DESIGNATION

There shall be no Executive Committee or other committee(s) with governance authority delegated by the Board. The Board of Directors, or the President with the approval of the Board of Directors, may establish such other committees and task forces, including subcommittees, as the Board or President deem necessary and appropriate. This may include the continuation of existing committees, subcommittees or task forces in existence as of the date of the adoption of these Bylaws if to do so is deemed by the Board of Directors to be appropriate.

## **ARTICLE VII CONFLICT OF INTEREST**

### Section 7.1. PURPOSE

The purpose of the following policy and procedures is to prevent the personal interest of staff members, Directors of the Board of Directors, and volunteers from interfering with the performance of their duties to, or result in personal financial, professional, or political gain on the part of such persons at the expense of/ or its Members, supporters, and other stakeholders.

### Section 7.2. DEFINITION

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and Board members of . Board means the Board of Directors. Officer means an officer of the Board of Directors. Volunteer means a person -- other than a Board member -- who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the organization. Staff Member means a person who income from USAA-AZ . Member means a Member of USAA-AZ which shall be a nonprofit organization that represent a statewide and multi-sector or subsector 501 (c)(3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region within a state or multi-state geographic area and a multi-sector or subsector constituency with a diverse range of corporate identities. Supporter means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to USAA-AZ .

### Section 7.3. POLICY AND PRACTICES

- a. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  1. a Board member is related to another Board member or staff member by blood, marriage or domestic partnership;
  2. a Staff member in a supervisory capacity is related to another Staff member whom she/he supervises;
  3. a Board member or their organization stands to benefit from an transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy;
  4. a Board member's organization receives grant funding from USAA-AZ;
  5. a Board member or Staff member is a member and/or contributor to the governing body of another archery body or club;
- b. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect 's best interests. Both

votes shall be by a majority vote without counting the vote of any interested Director, even if the disinterested Directors are less than a quorum provided that at least one consenting Director is disinterested.

- c. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
- d. Anyone in a position to make decisions about spending 's resources (i.e. transactions such as purchases contracts) , who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises (or becomes apparent); he/she should not participate in any final decisions.
- e. A copy of this policy shall be given to all Board members and/or other key stakeholders upon commencement of such person's relationship with or at the official adoption of stated policy. Each Board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

## **ARTICLE VIII CODE OF ETHICS**

### Section 8.1. CODE OF ETHICS

USAA-AZ shall adopt and adhere to the USA Archery Code of Ethics for its Board of Directors, as well as members of USAA-AZ committees and task forces, volunteers, employees, coaches and judges. The Board of Directors will oversee implementation and compliance with the Code of Ethics.

## **ARTICLE IX ANNUAL BOARD OF DIRECTORS MEETING**

### Section 9.1. PURPOSE

- a. There shall be an Annual USAA-AZ Board of Directors meeting at which all USAA-AZ Board of Directors shall gather and provide input on important issues confronting USAA-AZ. At USAA-AZ's annual Board of Directors meeting, the Board of Directors shall provide a report on the "state of USAA-AZ." The President shall provide a managerial report addressing issues of concern and importance to USAA-AZ.
- b. The annual USAA-AZ Board of Directors meeting shall be purely advisory and shall have no rule making, budgetary, legislative, or other authority.
- c. The order of business at the Annual USAA-AZ Board of Directors meeting shall be:
  - 1. Reading of the Minutes of the last meeting;
  - 2. Announcement by the President of the place for holding the next Annual Board of Directors meeting;
  - 3. Report of the Board of Directors;
  - 4. Report of the President;
  - 5. Reports of any and/or all committees;
  - 6. Old business;
  - 7. New business;

8. Announcements and giving of any awards;
  9. Election of New Board Members; and
  10. Adjournment
- d. The President shall have the authority to limit or end debate on any matter.

#### Section 9.2. NOTICE

Notice of the annual USAA-AZ Board of Directors meeting shall be in writing and state the place, date and time of the meeting no fewer than thirty (30) days before the date of the meeting.

### **ARTICLE X RECORDS OF THE ORGANIZATION**

#### Section 10.1. MINUTES

USAA-AZ shall keep as permanent records minutes of all meetings of the members and the Board of Directors. A record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

#### Section 10.2. ACCOUNTING RECORDS

USAA-AZ shall maintain appropriate accounting records.

#### Section 10.3. RECORDS IN WRITTEN FORM

USAA-AZ shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

#### Section 10.4. MEMBERSHIP LIST

USAA-AZ shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in Alphabetical order. The USAA-AZ may, but is not required to, prepare the membership list by divisions, class, age or any other method useful to the mission of the USAA-AZ.

#### Section 10.5. WEBSITE

USAA-AZ shall maintain a website for the dissemination of information to its members..

#### Section 10.6. RECORDS MAINTAINED AT PRINCIPAL OFFICE

USAA-AZ shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. USAA-AZ Bylaws;
- c. rules and regulations adopted by the Board of Directors pertaining to the administration of the sport of archery;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board of Directors without a meeting, for the past three (3) years;
- e. a list of the names and email addresses of the current Directors and Officers;

- f. a copy of the most recent corporate report delivered to the Arizona Secretary of State;
- g. all financial statements prepared for periods ending in the last three (3) years;
- h. USAA-AZ's application for recognition of exemption and tax-exemption determination letter issued by the Internal Revenue Service; and
- i. all other documents or records required to be maintained by USAA-AZ at its principal office under applicable law or regulation.

## **ARTICLE XI FINANCIAL MATTERS**

### Section 11.1. FISCAL YEAR

With the exception of this year of formation in which the fiscal year shall begin on October 4, 2012, the fiscal year of USAA-AZ shall commence January 1 and end on December 31 each year.

### Section 11.2. BUDGET

USAA-AZ shall have an annual budget.

### Section 11.3. AUDIT

Each year USAA-AZ shall have an annual audit of its books and accounts prepared by an independent certified public accountant.

### Section 11.4. INDIVIDUAL LIABILITY

No individual Director of the Board, Officer, or employee shall be personally liable in respect of any debt or other obligation incurred in the name of USAA-AZ pursuant to the authority granted directly or indirectly by the Board of Directors.

### Section 11.5 IRREVOCABLE DEDICATION AND DISSOLUTION

The property of USAA-AZ is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USAA-AZ shall inure to the benefit of private persons. Upon the dissolution or winding up of USAA-AZ, its assets remaining after payment, or provision for payment, of all debts and liabilities of USAA-AZ, shall be distributed to USA Archery and/or a successor USAA-AZ state or local or series of local organization(s) which is/are organized and operated for charitable purposes and which has/have established a tax exempt status under Section 501( c)(3) of the Internal Revenue Code, as amended, or shall be distributed to the federal government, or the state or local government for public purpose.

## **ARTICLE XII EVENTS AND AWARDS**

### Section 12.1. TOURNAMENTS

- a. USAA-AZ shall host and/or facilitate a minimum of three (3) Tournaments: Outdoor Target Championship, Indoor Target Championship, and Field Championship.

- b. The Board of Directors shall decide where the Annual Tournaments will be held in sufficient time to allow the membership to reasonably be able to schedule their participation.
- c. The Board of Directors have the authority to delegate the arrangement and management details of the Annual Tournaments to a selected tournament host.
- d. The Annual Tournaments shall follow the rules and regulations of USA Archery.
- e. Only Members of USAA-AZ in good standing, may participate in the Annual Tournaments, though Guest divisions may be provided for non-Members.
- f. Other tournaments may be conducted and/or facilitated by USAA-AZ if/when deemed appropriate by the Board of Directors.

### **ARTICLE XIII MISCELLANEOUS PROVISIONS**

#### Section 13.1. SEVERABILITY AND HEADINGS

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

#### Section 13.2. SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the USAA-AZ shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated.

Notwithstanding any other provision of these Bylaws, USAA-AZ shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of USAA-AZ as an organization described in section 501(c)(3) of the IRC, or would result in the imposition of any liability under section 4941 of the IRC.

#### Section 13.3. CONVEYANCES AND ENCUMBRANCES

Property of the corporation may be assigned, conveyed or encumbered by such Officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

#### Section 13.4. DESIGNATED CONTRIBUTIONS

The USAA-AZ may accept any designated contributions, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purpose.

#### Section 13.5. REFERENCES TO INTERNAL REVENUE CODE

All references in these Bylaws to provisions of the IRC are to the provisions of the IRC of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

#### Section 13.6. GOVERNING LAW

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Arizona.

### **ARTICLE XIV AMENDMENT OF BYLAWS**

#### Section 14.1. AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two-thirds (2/3<sup>rds</sup>) vote of the Directors of the Board at any regular or special meeting duly called and at which a quorum is present.

### **ARTICLE XV EFFECTIVE DATE**

#### SECTION 15.1. EFFECTIVE DATE

These Bylaws shall be effective when adopted by the current Board of Directors.

## CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the USA Archery Arizona (USAA-AZ), and that these Bylaws were adopted by unanimous action of the Board of Directors on the 04<sup>th</sup> day of November, 2012.

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**Lynn Clinton Van Patter**, *Secretary*  
USA Archery - Arizona, Inc.

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**Michael Cullumber**, *President*

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**Michael Speck**, *Director*

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**Eric Bennett**, *Director*

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**Bob Pian**, *Vice-President*

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**Mel Nichols**, *Director*

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**Lynn Clinton Van Patter**, *Secretary*

*\*\*\* Kari Jill Granville was present at the meeting but, due to a potential conflict as the Incorporator/ Counsel relating to these matters, participated only in an advisory/informational capacity.*