

AMENDED AND RESTATED BY-LAWS OF THE UNITED STATES PRACTICAL SHOOTING ASSOCIATION/IPSC

These Amended and Restated By-Laws of the United States Practical Shooting Association/IPSC (hereinafter called the “**Corporation**”) amend, restate and replace in its entirety the original By-Laws of the Corporation adopted on May 19th, 2025.

ARTICLE I OFFICES

Section 1.01 Offices. The address of the registered office of the Corporation in the State of Delaware shall be at 1209 Orange Street, Wilmington, Delaware 19801. The Corporation may have other offices, both within and without the State of Delaware, as the board of directors of the Corporation (the “**Board**”) from time to time shall determine or the purpose of the Corporation may require.

ARTICLE II PURPOSE

Section 2.01 The purposes of the Corporation shall be those set forth in the Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”), as amended from time to time.

ARTICLE III MEMBERS

Section 3.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation’s purposes (each, a “**Member**” and collectively, the “**Members**”), subject to the approval of an application for membership, the payment of annual membership dues and any other standards as determined by the Board.

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership, such as a schedule of dues, as it deems appropriate. An individual Member's annual dues are payable on the anniversary date of the individual Member's admission to the Corporation and its particular club. Dues for being Members who are members of a particular club (each, a “**Club**” and collectively, the “**Clubs**”) are payable on the first of each calendar year and at initiation. Clubs that initially affiliate with the Corporation on or after October 1st shall be affiliated until December 31st of the following year. Clubs are additionally liable for the activity fees for each contestant in all of the Corporation’s affiliated shooting contests hosted by that Member club due within fourteen (14) days of the match. Memberships of any type are non-transferable, non-assignable, and non-refundable. Any Member shall be deemed inactive from the Corporation for non-payment of dues or fees. Member clubs may be terminated from Membership if they have not paid the dues or activity fees by February 15th of each year. Those Member clubs terminated for non-payment of dues or fees must pay the affiliation dues of a new club when re-affiliating. No

money paid to the Corporation shall be refunded to Members or affiliates unless it can be established that the amount so paid is in excess of that due the Corporation.

Section 3.03 Classes of Membership. The Corporation shall have three classes of Members (“**Memberships**”): Individual Membership, Club Membership and Honorary Life Membership.

Section 3.04 Individual Membership. An individual Membership requires that the prospective Member make formal application to the Corporation, meet requirements as may be established by the Board from time to time, and pay the appropriate dues as established by the Board. All Membership types and costs will be posted on the website.

Section 3.05 Club Membership. A club Membership (“**Club Membership**”) requires that the Club adheres to the following set of rules:

- (a) Consists of ten (10) or more individual Members of the Corporation at the time of application;
- (b) Makes formal application for Club Membership with the Corporation;
- (c) Agrees to conduct the minimum number of Corporation approved contests annually as established from time to time by the Board under the rules and regulations of the Corporation;
- (d) Renders the published results, together with appropriate activity fees due to the Corporation from said contests withing thirty (30) days of each match date; and
- (e) Pays the annual affiliation dues as established from time to time by the Board.

Section 3.06 Nature of Club Memberships. Clubs are autonomous in nature and are specifically allowed to conduct club business according to their own local, State and Federal laws, club bylaws, and/or business practices to the extent they do not conflict with these By-laws, rules or policies of the Corporation. Commingling of clubs for the purpose of avoiding affiliation dues is specifically prohibited.

Section 3.07 Honorary Life Membership: The Board may, from time to time and on criteria established by resolution, convey on individuals and organizations the title of “Honorary Life Member” for those who have performed exceptional service to the Corporation. Honorary Life Membership requires no payment of dues from the honorary Member. This title is for the purpose of recognition only and no duties or powers are ascribed thereto.

Section 3.08 Discipline of Membership and Clubs: The Board shall have the authority to discipline, suspend, or terminate Member or Club when their conduct is determined to be inconsistent with the organization's Terms of Membership or policies. This authority may be exercised through procedures established in the Corporation's policies. This authority applies to all attendees at a sanctioned event, regardless of membership status.

Section 3.09 Interim Suspension. In the event immediate action is warranted, the Board, with concurrence of three (3) Board members, may implement an interim suspension of a Member if there is a reasonable belief that the Member's continued active status is injurious to the Corporation. Any interim suspension must be reviewed by the Board and receive ratification by a majority of the duly elected Directors then holding office (the "**Majority**") within fourteen (14) days, or the suspension becomes void.

Section 3.10 Member Rights Who are Subject to Disciplinary Action. Any Member subject to disciplinary action shall be entitled to the procedures set forth in the Discipline Committee Bylaws set forth in Exhibit C attached hereto.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 4.01 Place of Meetings. All meetings of the members shall be held at such place, if any, either within or without the State of Delaware, or by means of remote communication, as shall be designated from time to time by resolution of the Board and stated in the notice of meeting.

Section 4.02 Annual Meeting. The Corporation shall call for an annual meeting of the Members for the transaction of such business as may properly come before the Members, including addressing questions submitted by the Members at least thirty (30) days prior to such meeting.

Section 4.03 Special Meetings. Special meetings of the Members for any purpose or purposes shall be called pursuant to a resolution approved by the Board and may not be called by any other person or persons. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting and those set forth in Section 5.01.

Section 4.04 Notice of Meetings. Notice of the place, if any, date, hour, the Record Date (as defined below) for determining the Members entitled to vote at the meeting (if such date is different from the Record Date for Members entitled to notice of the meeting), and means of remote communication, if any, of every Member meeting shall be given by the Corporation not less than thirty (30) days nor more than sixty (60) days before the meeting (unless a different time is specified by law) to every Member entitled to vote at the meeting as of the Record Date for determining the Members entitled to notice of the meeting. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called. Notices of meetings to Members may be given (a) by mailing, addressed to the Member entitled thereto, at such Member's mailing address as it appears on the records of the Corporation, and such notice shall be deemed to be given when deposited in the U.S. mail, postage prepaid, (b) by electronic transmission in accordance with applicable law provided that such electronic notice of an annual or special meeting be delivered in a manner that ensures receipt of such notice by the recipient or (c) any other means approved by the Board and in accordance with applicable law.

Section 4.05 Waivers of Notice. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or

convened. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.06 Adjournment. Any meeting of the Members may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. If after the adjournment a new Record Date is fixed for members entitled to vote at the adjourned meeting, the Board shall fix a new Record Date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each Member of record entitled to vote at the adjourned meeting as of the Record Date fixed for notice of the adjourned meeting.

Section 4.07 Quorum. Unless otherwise required by law, the Corporation's Certificate of Incorporation, or these By-laws, at each meeting of the Members, ten percent (10%) of the Members of the Corporation, present in person or by proxy, shall constitute a quorum for the transaction of business at such meeting. If there is no quorum at the annual meeting, the annual meeting must be adjourned. The second meeting shall be scheduled to take place six (6) months after the date of the originally scheduled meeting; provided, further, that, the failure to obtain a quorum at such second meeting or at any subsequent scheduled meeting shall cause the adjournment of such meeting or meetings until such time when a quorum shall be established. Notwithstanding the foregoing, on the date of the originally scheduled meeting, or after any subsequent adjourned meeting, the members then present may engage in informal and non-binding discussions, including, but not limited to, the presentation of reports on recent activities of the corporation, informal discussions, presentations on general topics of interest, or hearing speakers.

Section 4.08 Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. Unless otherwise required by law, the Certificate of Incorporation, or these By-laws, any matter brought before any meeting of Members shall be decided by the affirmative vote of the majority of the Members present in person or represented by proxy at the meeting and entitled to vote on the matter.

Section 4.09 Proxies. Each Member entitled to vote at a meeting of Members may authorize another Member to act for such Member by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. The form of proxy shall be approved and adopted by the Board and shall be distributed with the notice of meeting pursuant to Section 4.04.

Section 4.10 Consent of Members Without a Meeting. Any action to be taken at any meeting of Members, other than the election of Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing or by electronic transmission

setting forth the action to be so taken shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware (by hand or by certified or registered mail, return receipt requested), its principal place of business, an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded, or to an information processing system designated by the Corporation for receiving such consents in accordance with applicable law. Every consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this Section 4.10, consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action by the Members by less than unanimous consent shall, to the extent required by applicable law, be given to those Members as of the Record Date for the action by consent who have not consented and who would have been entitled to notice of the meeting if the action had been taken at a meeting and the Record Date for notice of such meeting were the record date for the action by consent.

Section 4.11 Fixing the Record Date. Unless otherwise provided in the Certificate of Incorporation, these By-laws, or a Board resolution, the record date for any meeting or corporate action shall be the date of such meeting or corporate action (the “**Record Date**”).

ARTICLE V ELECTION OF DIRECTORS

Section 5.01 Special Meetings for Elections. Special meetings of the Members (“**Election Meetings**”) for the purpose of certifying the election of Area Directors and the Director at Large shall be called pursuant to a resolution approved by the Board and may not be called by any other person or persons. The only business which may be conducted at a special meeting for the election of Directors shall be the matter or matters set forth in the notice of such meeting.

Section 5.02 Notice of Election. The notice of special meeting for Election Meetings (the “**Notice of Election Meeting**”) shall contain the following:

- (a) name and background of each candidate electing to run for a Director position that has been validated in advance by the Directors then in office.
- (b) notice of the dates upon which the elections open and close, which shall extend for a period no longer than thirty (30) days (the “**Voting Period**”).
- (c) notice of the election vendor (the “**Vendor**”) selected by the Board to handle the tabulation of votes from the Members and instructions on how to access such vendor’s platform for submitting each applicable Member’s vote.
- (d) notice of the date on which the Vendor will submit to the Board the Certified Results (as defined below).

(e) notice of the date on which the special meeting will be held to certify the election results provided to the Board by the Vendor.

(f) notice of the date of the Election Meeting during which the Board will formally accept the Certified Results.

Section 5.03 Nominations of Directors. All incumbent Directors shall be automatically nominated unless they decline to be nominated. In the event that the incumbent Director declines to be nominated, then his or her time as a Director shall terminate at the end of his or her term as a Director. Other Members desiring to be candidates may submit nominating petitions to the national office no earlier than June 1st and no later than September 1st of the particular election year. The nominating petitions shall contain the signatures of fifty (50) current individual Members and their Membership number. In the case of a candidate for Area Director, signatures from Members residing outside of the geographic area shall be considered invalid. In the case of the Director at Large, signatures shall be valid from all geographic locations.

Section 5.04 Eligibility to Vote. All Members must have an original membership date that is one year prior to the last day for nominations for the election in order to cast a vote for Director. In the case of an Area Director, Members must be a resident of the geographic area in which they are voting for at least six (6) months before the cutoff date of the election in which they are voting.

Section 5.05 Quorum and Majority in Elections. The individual Members actually voting shall constitute a quorum and those persons receiving more than fifty percent (50%) of the votes cast shall be deemed elected. In the event that no candidate receives more than fifty percent (50%) of the votes cast, a run-off election shall be conducted between the two candidates receiving the most votes which shall commence within thirty (30) days after the results are certified and run for fifteen (15) days.

Section 5.06 Voting. Each Member that receives a Notice of Election Meeting and is entitled to vote for the election of the applicable Area Director by means of being located in the geographic region in which the Area Director election is occurring (each, a “**Voting Member**”) shall receive instructions on how to vote pursuant to the Notice of Election Meeting. Each Voting Member shall be entitled to one (1) vote per Member and shall submit his or her vote electronically via the Vendor’s website per the instructions in the Notice of Election Meeting during the Voting Period. Any votes received outside of the Voting Period shall be null and void.

Section 5.07 Proxies. Each Voting Member may authorize another Member or Members to act for such Member by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy that is not irrevocable by voting electronically via the Vendor or by delivering to the secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. The form of proxy shall be approved and adopted by the Board and shall be distributed with the Notice of Election Meeting pursuant to Section 5.02.

Section 5.08 Elections of and Qualification for Directors.

- (a) Each Area Director shall be elected by a vote of the individual Membership, one vote per Member, with the Voting Member located within the respective geographic area for such Area Director;
- (b) The Director at Large shall be elected by a vote of the entire Membership and shall follow the same voting procedures as for Area Directors.
- (c) At the time of taking office, each Director shall be a citizen and a resident of the United States of America; and each Area Directors shall be a resident of the geographic area from which they are nominated and elected for their respective Area Director seat;
- (d) Each Director shall, at the nomination cutoff date, be a range officer;
- (e) Each Director shall be a Member is good standing for the contiguous three (3) year period to the date that the election has been certified; and
- (f) The term of office for the Directors shall be staggered so that no more than one-third of the Area Directors are elected during any one (1) year except in cases of special elections.

Section 5.09 Certification of Election. The Vendor shall submit to the then sitting Board the results of the election as certified (the “**Certified Results**”) by the Vendor within forty-eight (48) hours from the end of the Voting Period. After receiving from the Vendor the Certified Results, the Board shall call to order the Election Meeting at which time it shall take formal corporate action to accept the Certified Results. The Election Meeting shall be deemed a special meeting and no other business other than accepting the Certified Results shall conducted during the Election Meeting.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.01 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these By-laws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation. Specific areas of the Board’s responsibilities include, but are not limited to, the following:

- (a) Financial strategy, including budget, planning and investment strategies;
- (b) Membership recruitment and retention strategies;
- (c) Marketing strategies;
- (d) Strategies for National Championships;

(e) Strategies for the establishment and/or management of relationships with other shooting organizations;

(f) Strategies for the establishment and/or management of the relationship between the Corporation and the IPSC; and

(g) Review and ratification of National Range Officer Institute policies and procedures.

Section 6.02 Number. The Board shall consist of one Director at large (“**Director at Large**”) and eight (8) area Directors (each, an “**Area Director**” and collectively, the “**Area Directors**”). The Board, by a Majority vote of the Directors, can increase the amount of Area Directors. The process for filling such new Area Director seat is set forth below in Section 6.04.

Section 6.03 Term of Office. Each Director, including, without limitation, the Director At Large, shall hold office beginning in January of the respective year after the elections for a three (3) year period until a successor is duly elected and qualified or until the Director’s earlier death, resignation, disqualification, or removal. Directors may be elected to any number of consecutive terms.

Section 6.04 Newly Created Directorships and Vacancies and Special Elections. Any newly created directorships resulting from an increase in the authorized number of Directors and any vacancies occurring in the Board shall be filled by a special election voted on by the Members residing in the area from which the unfilled Area Director seat has been opened. The election of such Area Director will follow the same procedures as electing an Area Director as set forth in this ARTICLE VI. An Area Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such Director’s death, resignation, or removal.

Section 6.05 Resignation. Any Director may resign at any time by notice given either in writing or by electronic transmission to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified. A verbal resignation shall not be deemed effective until confirmed by the Director in writing or by electronic transmission to the Corporation.

Section 6.06 Recall of Directors; Removal.

(a) Any Area Director may be recalled by a vote of the majority of the Membership entitled to vote in the specific geographic area such Area Director represents. The Membership can initiate a recall vote of an Area Director by a Member petition containing the signatures of twenty percent (20%) of the total votes in that Area Director’s most recent election. A recall vote shall require a majority of votes cast to recall the Area Director. The Area Director shall be deemed terminated upon certification of the recall vote.

(b) Except as prohibited by applicable law or the Certificate of Incorporation, an Area Director may be removed by the Board upon the affirmative vote of six (6) Directors.

Section 6.07 Special Elections for Vacancies. Within fourteen (14) days of a vacancy being created, the Board shall vote to establish the special election timeline. If the subject term has less than six (6) months remaining, the Board may opt, in its sole discretion, not to conduct the special election. The election process shall proceed as follows:

(a) A thirty-day (30) nomination period shall commence during which Members in the same geographic area as the Area Director may submit a petition;

(b) Following the close of nominations, a fifteen-day (15) voting period shall begin as soon as practicable;

(c) Upon conclusion of voting, results shall be certified within forty-eight (48) hours;

(d) The elected candidate shall be considered seated immediately upon certification of results;

(e) The entire process from vacancy to certification must be completed within sixty (60) days of the vacancy creation date.

Section 6.08 Compensation. The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE VII MEETINGS OF THE BOARD

Section 7.01 Annual and Regular Meetings. An annual meeting of the Board shall be held at such time and place as determined by the Board for the election of officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board may be held without notice at such times and places as may be determined from time to time by the Board.

Section 7.02 Special Meetings. Special meetings of the Board may be held at such times and at such places as may be determined by the Director at Large or the Executive Director on at least twenty-four (24) hours' notice to each Director given by one of the means specified in Section 7.05 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Director at Large or the Executive Director in like manner and on like notice on the written request of any two (2) or more Directors.

Section 7.03 Remote Meetings. Board meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a Director in a meeting pursuant to this Section 7.03 shall constitute presence in person at such meeting.

Section 7.04 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.05 hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 7.05 Notice of Meetings. Subject to Section 7.02, Section 7.04, and Section 7.06 hereof, whenever notice is required to be given to any Director by applicable law, the Certificate of Incorporation, or these By-laws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such Director at such Director's address as it appears on the records of the Corporation, facsimile, email, or other means of electronic transmission. Notice of regular and annual meetings shall be given at least ten (10) days prior to the meeting and shall include the agenda, time, place and date of the meeting.

Section 7.06 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Certificate of Incorporation, or these By-laws, a waiver thereof, in writing signed by, or by electronic transmission by, the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

Section 7.07 Quorum of Directors. Except as otherwise permitted by applicable law, the Certificate of Incorporation, or these By-laws, the presence of at least five (5) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7.08 Action by Majority Vote. Except as otherwise provided by applicable law, the Certificate of Incorporation, or these By-laws, the vote of a Majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7.09 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all duly elected Directors then holding office consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

ARTICLE VIII COMMITTEES OF THE BOARD

Section 8.01 Committee Powers and Authority. The Board may designate one or more committees, each committee to consist of at least one (1) or more of the Directors of the

Corporation and such Director shall serve as Chair or Vice Chair of the respective committee. Any such committee, to the extent permitted by applicable law, shall have, and may exercise, all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized by the Board. A committee shall not have the power or authority to:

(a) Approve or adopt, or recommend to the Members any action or matter (other than the removal of Directors) expressly required by Delaware General Corporation Law to be submitted to Members for approval; or

(b) Adopt, amend, or repeal the Corporation's By-laws.

Section 8.02 Required Committees. The Board shall designate the following committees:

(a) Audit Committee. There shall be an Audit Committee consisting of three (3) Members of the Board and two (2) members with financial, accounting or auditing experience, as chosen by the Board, in its sole discretion. The Audit Committee shall select an independent certified public accounting firm and shall oversee the annual audit or review of the Corporation. The by-laws of the Audit Committee are attached hereto as Exhibit A.

(b) Finance Committee. There shall be a Finance Committee selected annually, consisting of at least the Executive Director and two (2) Board Members. The Finance Committee shall, among other things, oversee the transfer of funds between reserve and operational accounts in accordance with Board-approved investment policies and provide oversight of external financial service providers. The by-laws of the Finance Committee are attached hereto as Exhibit B.

(c) Discipline Committee. There shall be a Discipline Committee that shall be made up of Directors and Members. The committee shall always consist of more Members than Directors. The main role of the Disciplinary Committee is creating and maintaining the terms of membership as approved by the Board, and developing and maintaining a process for progressive discipline focused on Members rights and the safety of all competitors. The by-laws of the Discipline Committee are attached hereto as Exhibit C.

(d) Rules Committee. There shall be a Rules Committee made up of elected Directors and Members of the Corporation and the Director of National Range Officer Institute of the Corporation. The committee shall always consist of more Members than Directors and shall include the Director of National Range Officer Institute of the Corporation. The Rules Committee shall be responsible for recommending equipment and rule changes for the membership of the Corporation. The by-laws of the Rules Committee are attached hereto as Exhibit D.

Section 8.03 Quorum and Action by Committee. Unless the Board or the by-laws of a specific committee provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business,

and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 8.04 Committee Rules and Procedures. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to ARTICLE VII.

Section 8.05 Alternate Members. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 8.06 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation, these By-laws, or the bylaws of the specific committee, any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the committee in accordance with applicable law.

Section 8.07 Remote Meetings. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a member of a committee in a meeting pursuant to this Section 8.07 shall constitute presence in person at such meeting.

ARTICLE IX EXECUTIVE DIRECTOR, OFFICERS, EMPLOYEES, AND AGENTS

Section 9.01 Executive Director. The Board shall be responsible for hiring and supervising an executive director (the “**Executive Director**”) who will be primarily responsible for the implementation of the policies of the Board with regard to all forms of practical shooting competitions. The Executive Director will also serve as the Corporate Secretary. Individually and in cooperation with the Board of Directors the Executive Director shall:

- (a) Develop and promote strategies for the long-term health and growth of the practical shooting sports;
- (b) Create and implement an annual budget;
- (c) Create and implement a plan for national matches;
- (d) Supervise and manage all organization employees;

(e) Provide the Directors with a monthly report and immediate report of all notices or adverse events potentially effecting the organization; and

(f) Shall have signing authority within limits established by Board policy and the approved budget.

Section 9.02 Officers. The officers of the Corporation shall include a President, Secretary, and Treasurer. The Director at Large shall serve as President of the Corporation and chair of the Board. The Executive Director shall serve as the Secretary of the Corporation. The treasurer and other officerships shall be elected or appointed at the first meeting of the calendar year by the Board. Any two or more officer positions may be held by the same person, except that the President and Secretary shall not be the same person.

Section 9.03 Term. Each officer of the Corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The election or appointment of an officer shall not of itself create contract rights.

Section 9.04 Removal. Any officer elected or appointed by the Board may be removed by the Board at any time, with or without cause, by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to their contract rights, if any.

Section 9.05 Resignations. Any officer of the Corporation may resign at any time by giving written notice of their resignation to the Executive Director or the secretary. Any such resignation shall take effect at the time specified there in or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.06 Vacancies. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 9.07 Secretary. The secretary shall attend all sessions of the Board and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the Members and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the Executive Director. The secretary shall keep in safe custody the seal of the Corporation and have authority to affix the seal to all documents requiring it and attest to the same.

Section 9.08 Treasurer. The treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the same and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Executive Director and the Directors, at the regular meetings of the Board, or whenever they may require it, an account of all their transactions as treasurer and of the financial condition of the Corporation.

Section 9.09 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 9.10 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the entire Board, and only when so authorized and in accordance with ARTICLE VIII of these By-laws.

Section 9.11 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the Executive Director or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 10.01 Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or officer of the Corporation or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

Section 10.02 Advancement of Expenses. The Board may but need not authorize the Corporation to pay the expenses (including attorneys’ fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 9.01 of these By-laws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.

Section 10.03 Insurance. The Corporation shall purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware law.

Section 10.04 Repeal, Amendment, or Modification. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI GENERAL PROVISIONS

Section 11.01 Seal. The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

Section 11.02 Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

Section 11.03 Books and Records. Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

Section 11.04 Checks, Notes, Drafts, Etc. All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

Section 11.05 Conflict with Applicable Law or Certificate of Incorporation. These By-laws are adopted subject to any applicable law and the Certificate of Incorporation. Whenever these By-laws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

Section 11.06 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 11.07 Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy attached hereto as Exhibit E and incorporated into these By-laws by reference.

Section 11.08 Whistleblower Policy. The Corporation shall follow the policies and procedures set out in the Whistleblower Policy for the United States Practical Shooting Association/IPSC, attached hereto as Exhibit F, as amended from time to time, and incorporated into these By-laws by reference, in any instance where a Director, officer, employee, or volunteer reports a suspected violation of law or corporate policy.

ARTICLE XII AMENDMENTS

Section 12.01 These By-laws may be adopted, amended, or repealed or new By-laws adopted by six (6) members of the Board. The members may make additional By-laws and may adopt, amend, or repeal any By-laws whether such By-laws were originally adopted by them or otherwise.

ARTICLE XIII INTERESTED PARTY TRANSACTIONS

Section 13.01 For purposes of these By-laws, an “**Interested Party Transaction**” is any contract or other transaction between the Corporation and (a) any present Director or any individual who has served as a Director in the five years preceding the transaction (a “**past director**”), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a “**past officer**”), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a Director, officer, or holder of a financial interest.

In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation’s Conflict of Interest Policy adopted by the Board and as amended from time to time.

EXHIBIT A
AUDIT COMMITTEE BY-LAWS
[Attached.]

EXHIBIT B
FINANCE COMMITTEE BY-LAWS

[Attached.]

EXHIBIT C
DISCIPLINE COMMITTEE BY-LAWS

[Attached.]

EXHIBIT D
RULES COMMITTEE BY-LAWS

[Attached.]

EXHIBIT E

RECORDS RETENTION AND DESTRUCTION POLICY

[Attached.]

EXHIBIT F
WHISTLEBLOWER POLICY

[Attached.]