

# **BY-LAWS OF METRO AREA PRACTICAL SHOOTING ASSOCIATION, INC.**

## **ARTICLE I. Name and Organization**

- 1.01. The name of this corporation will be: Metro Area Practical Shooting Association, Inc., hereinafter denoted as “MAPSA”.
- 1.02. The City, Town or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a Certificate of Change of Registered Office filed with the Secretary of State of Minnesota reflecting an adoption of a resolution by the Board of Directors of this corporation changing the registered office.
- 1.03. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.
- 1.04. MAPSA is organized as non-profit and non-stock. It shall be in existence in perpetuity or until formally dissolved by the action of competent authority.

## **ARTICLE II. Objectives**

- 2.01. MAPSA is an organization of sportsmen devoted to the promotion of safety, education and competition in the sport of practical shooting and to supporting the right of every person to keep, bear and use arms, as guaranteed by the Second Amendment of the United States Constitution. It shall take all action necessary and proper for the advancement of this sport.
- 2.02. MAPSA membership shall consist of interested individuals voluntarily associated together to achieve certain civic, educational and athletic objectives which include: encouraging growth of safe practical shooting in our communities by presenting an ongoing program of training and competition in practical shooting matches, promoting greater firearm safety in our community by sharing formal knowledge of safe and practical gun handling techniques and ethics with others, and encouraging participants in our sport to develop those characteristics of self-control, honor, integrity, politeness, generosity and sportsmanship which are the hallmarks of the practical shooter.

## **ARTICLE III. Membership**

- 3.01. MAPSA membership shall be open to any person legally permitted to possess a handgun in the state of Minnesota, over eighteen years of age and of good

character. Acceptance to membership shall be automatic upon recommendation by one or more members of the Board of Directors, unless overruled by a vote of a majority of the Board of Directors. The applicant must complete a membership application and pay the annual dues. Acceptance of the application for membership shall not be unreasonably withheld and shall be granted upon payment of dues except in the case of failure to meet membership qualifications herein. No individual may be denied membership based on religion, race, gender, sexual orientation, handicap, or ethnicity.

- 3.02. On the Application for Membership, each applicant shall be required to certify that they are not a member of any organization or group which has any part of its program the attempt to overthrow the Government of the United States or any of its political sub-divisions by force or violence, that they have never been convicted of a crime of violence and if admitted to membership, will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship, uphold the Constitution of the United States, especially the Second Amendment thereto, and adhere to the By-Laws and regulations of MAPSA. Any member who violates the above certification will automatically be expelled from MAPSA.
- 3.03. Each member is strongly encouraged to hold membership in the United States Practical Shooting Association (USPSA). MAPSA members shall adhere to and abide by the rules and regulations of the USPSA. All current Board of Directors are required to keep their USPSA membership current and in good standing.
- 3.04. Membership in MAPSA will entitle the member to: attend all social functions; petition the directors for changes in rules; compete for annual awards; and vote at the annual and special meetings. Membership dues will be set by the Board of Directors and payments of said dues shall be a condition of membership.
- 3.05. Any membership may be terminated or suspended without refund of dues for any cause deemed sufficient by the Board of Directors. Cause for termination or suspension includes, but is not limited to: violation of MAPSA bylaws, willful violation range safety rules, damage to property, gross unsportsmanlike conduct, disruption of other members from their right to enjoy the organization, or by otherwise acting in a manner contrary to the interests of the MAPSA.
- 3.06. No member shall have any right, title or interest in, or to, any property of this corporation.
- 3.07. The annual meeting of the members shall be held each year following the conclusion of the annual tournament and prior to December 20 for the purpose of electing the directors and officers of this corporation and for the transaction of such other business as shall come before the meeting. Special meetings of

the members shall be held whenever called by the President or by the Board of Directors. Notice of the annual meeting and of each special meeting shall be communicated in writing and/or by phone to each member at least two (2) days before the day on which the meeting is to be held. Notice posted onto the Minnesota Section website forum or transmitted via electronic mail shall be sufficient to meet this requirement.

- 3.08. Ten percent (10%) of the total number of members shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the membership.

#### ARTICLE IV. Board of Directors

- 4.01. The property, affairs and business of this corporation shall be managed by the Board of Directors.
- 4.02. The number of directors shall not be less than three (3), but from time to time, the number may be increased or may be diminished to not less than three (3), by the affirmative vote of the majority of the total number of directors. The Board of Directors shall be composed of the officers of the corporation consisting of a President, Secretary, and Treasurer. In the event that the number of directors is increased to more than three (3), the additional directors shall be one or more Vice Presidents.
- 4.03. At any meeting of the Board of Directors, the President of this corporation, or in his or her absence, a chairman chosen by a majority of the directors present shall preside. The Secretary of this corporation or in his or her absence, any person whom the chairman shall appoint, shall act as Secretary of the meeting.
- 4.04. Any director of this corporation may resign at any time by giving written notice to the President or to the Secretary of this corporation. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, upon receipt thereof by the officer of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.05. Any vacancy in the Board of Directors caused by death, resignation, removal and increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum) from then current MAPSA members in good standing, and each director so chosen shall hold office until the next annual election and until their successor shall be duly elected and qualified. The officers and directors will take office on January 1 of each year, and their term of office shall consist of the calendar year. In the event that any officer or director should become unable to fulfill their obligations of

office, they can be removed from office by the approval of 2/3 of the total board members.

- 4.06. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine including by phone conference.
- 4.07. Meetings of the Board of Directors shall be held whenever called by the President or by any one of the other directors. Notice of each such meeting shall be communicated in writing and/or by phone to each director at least ten (10) days before the day in which the meeting is to be held. Notice of any meeting need not be given to any director who shall be present at such meeting; and such notice may be waived in writing before, at or after such meeting. Transmission via electronic mail to each board member shall be sufficient to meet this requirement.
- 4.08. One-third (1/3) of the total number of directors (but not less than 2), shall be required to constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.09. No director, officer or member shall be personally liable for debts, liabilities or obligations of the corporation.

## ARTICLE V. Officers

- 5.01. The officers of this corporation shall be a President, a Secretary, a Treasurer, and if the Board of Directors shall so determine, one or more Vice Presidents. All officers of the corporation must be MAPSA members in good standing.
- 5.02. Officers shall be elected by the members at the annual meeting of members, and the term of office for each officer shall be one calendar year. Each officer shall also be a director of this corporation by virtue of his election as an officer.
- 5.03. Any officer may resign at any time by giving written notice of his or her resignation to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or upon receipt thereof by the President or Secretary.
- 5.04. Any officer may be removed by a vote of 2/3 of the total number of directors.
- 5.05. A vacancy in any office because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term by an officer

elected by the majority of the Board of Directors by a then current MAPSA member in good standing.

- 5.06. The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; he may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of this corporation.
- 5.07. Each Vice President, if any, shall have such powers and shall perform such duties as may be prescribed by the Board of Directors.
- 5.08. The Secretary shall be Secretary of, and when present, he or she shall record proceedings of all meetings of the Board of Directors and of all meetings of the members: he or she shall keep a register of the names and addresses of all of the members of this corporation: and shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these By-Laws and all amendments and restatements hereof: he or she shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the members; and shall perform such other duties as may, from time to time be prescribed by the Board of Directors.
- 5.09. The Treasurer shall keep accurate accounts of all monies of this corporation, received or disbursed, and shall deposit all monies, drafts and checks in the name of, and to the credit of, this corporation, in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse or deposit all notes, checks and drafts received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors; shall render to the President and to the directors an account of all his or her transactions as Treasurer and of the financial condition of this corporation whenever required; and shall perform such other duties as may from time to time be prescribed by the Board of Directors.
- 5.10. This corporation may have such other officers, agents and employees as may be deemed necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.
- 5.11. The officers of this corporation shall serve without compensation beyond waiver of match fees and for the reimbursement of actual expenses incurred which are directly related to MAPSA activities.
- 5.12. The fiscal year of this corporation shall be determined by the Board of Directors.

## ARTICLE VI. Procedures and Regulations

- 6.01. The Board of Directors shall from time to time adopt such regulations and procedures as it shall see fit.
- 6.02. The Board of Directors shall prepare a calendar of matches in order to provide a continuous, varied program of competition throughout the year. Publication of match dates shall occur via electronic mail to all members or posted on the Minnesota Section website calendar or forum.
- 6.03. Each match shall comply with the then current rules of USPSA competition.
- 6.04. It shall be the duty of the Secretary to keep full and exact records of each competitor, including their placement overall in the annual tournament and their placement in class for each match they enter. Recognition for placement in the annual tournament shall take place at the annual members meeting. Current standings in the tournament shall be posted utilizing a minimum of one of the following: via electronic mail to each member, posted on the Minnesota Section website forum or posted on MAPSA's website.

## ARTICLE VII. Relocation and Dissolution

- 7.01. Should it become necessary for MAPSA to relocate from the property on which it carries out its activities, it shall be the duty of the Board of Directors to secure another location suitable for the corporation's activities.
- 7.02. In the view of the Board of Directors, should the MAPSA have no other alternative but to formally dissolve, the Board of Directors shall make every effort to refund in part or in whole any paid memberships valid during the year the corporation is dissolved. Any remaining assets left following the corporation's payment of all legal obligations shall be donated to one or more active USPSA club(s) in the Minnesota Section at the Board of Directors discretion.

## ARTICLE VIII. Amendments

- 8.01. Amendment of these By-Laws requires that each Board member be furnished with an exact written copy of the proposed amendment at least thirty (30) days prior to its consideration, with an affirmative vote by 2/3 of the total Board members being required for its adoption. Transmission via electronic mail to each Board member shall be sufficient to meet this requirement.

I, the undersigned, being the President of METRO AREA PRACTICAL SHOOTING ASSOCIATION, INC., do hereby certify that the above and foregoing By-Laws, being Articles I through VIII and consisting of paragraphs 1.01 through 8.01, are the By-Laws duly adopted by the Board of Directors on February 18, 2016.



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Tom Tolliver, President

I, the undersigned, being the Secretary of METRO AREA PRACTICAL SHOOTING ASSOCIATION, INC., do hereby certify that the above and foregoing By-Laws, being Articles I through VIII and consisting of paragraphs 1.01 through 8.01, are the By-Laws duly adopted by the Board of Directors on February 18, 2016.



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Mike Bertrand, Secretary

I, the undersigned, being the Treasurer of METRO AREA PRACTICAL SHOOTING ASSOCIATION, INC., do hereby certify that the above and foregoing By-Laws, being Articles I through VIII and consisting of paragraphs 1.01 through 8.01, are the By-Laws duly adopted by the Board of Directors on February 18, 2016.



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Tom Krebsbach, Treasurer