

Bylaws of Horse Archery USA

Article 1 Offices

Section 1. Principal Office

The principal office of the corporation is located in Bexar County, State of Texas.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county or State by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: 4547 Jarrell
 San Antonio, TX. 78253

Dated: 12/07, 2014

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate. Such changes shall not be deemed, or require, an amendment of these bylaws.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be: This nonprofit Corporation is organized to be a perpetual non-profit public charity for support of the growth of horse archery, both as an activity and a sport, within the United States and North America.

Article 3 Directors and Officers

Section 1. Number

The corporation shall have at least three, but no more than fifteen directors and collectively they shall be known as the board of directors, (herein often referred to simply as directors, or the board). The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, a member relations representative, and other board members. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the president or board of directors.

Section 2. Qualifications

Any board member may serve as officer of this corporation. At the present time, until these bylaws are amended, no board member or officer of the company will be compensated other than reasonable reimbursement for expenses for board meetings and other requests of the president or board.

Section 3. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a properly nominated board member by the president at his or her discretion. In the event of a vacancy in any office other than that of president, such vacancy may be filled by appointment by the president. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 4. Duties of President

The president shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and activities of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be requested from time to time by the board of directors. Unless another person is specifically appointed as chairperson by the president or requested by the board, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

It is the primary duty of the president to determine financial needs of the horse archery community at large consistent with the corporation's mission statement, plan for the collection and disbursement of the funds as available, design a system for implementing this goal, and report all such activity to the treasurer of the board. These disbursements shall be voted on by

the board in any venue which allows a quorum to be present for a private discussion and vote, prior to fund disbursement by the president or Treasurer.

To this end, the president shall establish procedures for assessing needs of appropriate organizations or individuals, prioritizing those needs and requested support, and provide solutions to the requestor with supervision by the board.

The president has discretion to carry out ongoing, board approved operations without further board approval to the extent first approved by the board. For instance, if the establishment of a web site for the HORSE ARCHERY USA is approved by the board, the president has discretion to continue to support, maintain, and improve this web site unless directed otherwise by the majority of the board in a meeting with a quorum present.

The board has the right to challenge such decisions pursuant to the performance of the duties on the part of the president during closed board meetings in which a quorum is present.

Section 5. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to all of the restrictions on the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the board of directors. The specific reason for the formation of this position is to allow for the training of the next president by the current president and board, and to allow for times when the president may be unavailable, such as a vacation or illness.

Section 6. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation.

"Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with provisions of these bylaws or as required by law.

Be custodian of the records and of the seal, if any, of the corporation and affix the seal, if any, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 7. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the president or board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 8. Qualifications

Directors shall be of the age of majority in the state of Texas. Other qualifications for directors of this corporation shall be as follows: Directors must be able to travel to meetings of the board

Section 9. Powers

Subject to the provisions of the laws of the state of Texas and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 10. General Board Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly in the event that the president is unable or at the request of the president;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings emailed or mailed to them at such addresses shall be valid notices thereof.

Section 11. Term of Office

Each director, having been properly nominated, shall be elected by the membership and hold office for a 2-year term for which he/she has been selected and has qualified, or until he/she has been removed. Such action may only be taken at a board meeting designated by the bylaws of the corporation, and at which both the president and a quorum is present.

The president shall serve office for a 2-year term, until he/she resigns, is no longer capable of serving, is removed by a simple majority vote of "no confidence" by the board, at a board meeting in which a quorum is present, as stated in these bylaws, as explained in this section. In the case of resignation or incapacitation, the board of directors shall designate a new president, with preference being given to the currently serving vice president. In the case of board removal, the board shall designate the new president. In either case, a 75% majority, at a board meeting with a quorum present, must approve the new president. Such action may only be taken at a board meeting designated by the bylaws of the corporation, and which both the president and a quorum is present.

Should the president die or abandon his or her position while serving the Corporation, a new president may be appointed by a simple majority vote of the board taken at a meeting called by two board members. This meeting may be held electronically or telephonically if necessary.

Section 12. Removal and Resignation

The president has the power to remove any staff member from any position at any time. Any board member has the power to bring misconduct by another board member or staff member to a meeting of the board. This action must appear on the meeting agenda. If there is a known conflict between a board member being considered for removal and any other board member, the conflicted board member may choose to recuse themselves from voting on this issue, but is not required to do so.

Any officer may be removed, either with or without cause, by the board of directors as set forth in section three, at any time, and in this section. Any officer may resign at any time by giving written notice to the president or any other board member of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be

necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 13. Reimbursement and Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws. The salaries of the employees, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 8 of these bylaws.

Section 14. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by the president. Meetings may be held electronically/telephonically if more convenient and available to all members of the board.

Section 15. Regular Meetings

Regular meetings of directors shall be held at least once per year at a location to be determined by the president which is convenient to the majority of the board. It is likely to be held concomitantly with a horse archery tournament or other function sponsored by Horse Archery USA.

Horse Archery USA is a corporation. As such it has a board of directors who will appoint board members, who have been properly nominated, to serve an open ended term. The board members shall serve at the pleasure of the board of directors for as long a term as is mutually agreeable to both parties. The board of directors has the discretion to fill more authorized board seats as projects are approved by the board, funding is deemed available, and the prospective new board member has been properly nominated. The board is intended to assume a project management approach on behalf of the Corporation. The board may be asked to consider and vote on questions that impact the mission, finances, or bylaws of the Corporation or any other question that the president, or a simple majority of the board, feels should be deferred to the board for any reason, including ethics or conflict of interest issues. This motion may be entertained on an ad hoc basis during any meeting of the board.

Section 16. Special Meetings

Special meetings of the board of directors may be called by the president or any two members of the board, or by the persons specifically authorized under the laws of the state of Texas to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Meetings may be held electronically/telephonically if more convenient and available to all members of the board.

Section 17. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** At least ONE weeks' notice must be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given to each board member of each special meeting of the board. Such notice may be oral or written, may be emailed, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of the state of Texas, a waiver of notice in writing signed by the director, whether before or after the time of meeting, shall be equivalent to the giving of notice.

Section 18. Quorum for Meetings

A quorum shall consist of a simple majority 2/3 of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 19. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 20. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president or any board member so designated by the president. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. A quorum is not considered present if the president is not present at that meeting except in the case of death, incapacitation, or abandonment of the president.

Section 21. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased, and (3) unfilled board positions exist due to a lack of qualification or other reasons.

Vacancies on the board of directors may only be filled by proper nomination by the nominating committee. The nominating committee is comprised of all currently serving board members at the meeting in which a new candidate is being considered.

The proper process of nomination will be as follows:

Any board member may consider and pass the nomination of any member of Horse Archery USA, who has been a member for at least 6 months. The nomination must be passed along to the entire board at least 30 days in advance of any action to place the candidate on the board. This may be accomplished by email, postal mail, or telephone conversation. The candidate must make reasonable accommodation for any board member to speak with them. The vote on that candidate must appear on the meeting agenda in which this question will be decided. A vote on this member will be taken at any board meeting with a quorum present. A simple majority vote will suffice to ratify a properly nominated board member.

If ratified by the board, the president may appoint the member immediately and they may begin serving at the pleasure of the board of directors.

Any director may resign effective upon giving written notice to the president or any board member of the Corporation unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of the state of Texas.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of Texas.

In the event of incapacitation, the president may be temporarily replaced by a meeting of the board in which a quorum is present. Although preference should be given to the currently serving board vice-president, any name may be put into consideration for a vote to be taken by members of the board. A simple majority of the votes by members of the board shall decide the question.

In the event of the death of the president the same procedure shall apply with the exception that the replacement shall be permanent unless the bylaws are amended by the board at that meeting and prior to a vote being taken.

In the event of the abandonment of the president the same procedure shall apply with the exception that the replacement shall be permanent unless the bylaws are amended by the board at that meeting and prior to a vote being taken.

Unless otherwise prohibited or set forth by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board are filled by nominated candidates, and ratified by a vote of the board at the next board meeting of any kind, in which a quorum is present. The person who is being ratified must not be present at such action while the question is being decided. If the number of directors then in office is only one person, that person may be appointed a director to fill a vacancy on the board. That appointed member of the board shall hold office until his or her death, resignation, or removal from office.

Section 22. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 23. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Texas.

Section 24. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law

Article 4 Committees

Section 1. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of the president or his or her designee and three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Nominating Committee

Any and all members of the board are considered to be members of the nominating committee. If an opening exists for a board position, two members of the board must agree to submit a person for nomination to the board of directors for consideration.

Section 3. Other Committees

The corporation shall have such other committees as may from time to time be designated by appointment of the president or resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 4. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 5 Execution of Instruments, Deposits, Funds, and Memberships

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Funding

The board of directors and the president reserve the right to refuse any funds, or other support to any individual or organization which is deemed to be unsafe to riders or spectators, or otherwise comport in a manner not in keeping with recognized safety procedures on typical archery ranges or other venues, or for any other reason that the board of directors or the president deems relevant.

Due to the corporate mandate of Horse Archery USA, the board of directors and the president reserves the right to cancel or refuse funds and/or any other support to any individual or organization for which evidence exists that that individual or organization is exhibiting behavior not consistent with a positive role model. This behavior may also include sportsmanship on and off the range, the treatment of animals, other competitors, and spectators.

The board of directors and the president reserves the right to cancel or refuse funds and/or any other support to any individual or organization for which evidence exists that that individual or organization fosters cheating, competitive dishonesty, or has misrepresented the use of the funds for which they have applied and/or been granted by the Horse Archery USA.

The board of directors and the president reserves the right to refuse or withhold corporate funds to any individual or organization that is to be negative to the growth of Horse Archery within the United States.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president.

Section 4. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 5. Gifts

The president or board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 6. Memberships

The board of directors and the president reserves the right to refuse Horse Archery USA membership, or revoke the membership of any current member of Horse Archery USA for violations listed in this section, or found on the website at www.horsearchery.us, or they may refer the matter to the board of directors as they see fit.

Horse Archery USA has the unique challenge and responsibility for being the governing body for the sport of horse archery within the United States. As such, the Horse Archery USA board or directors and membership will adhere to the highest standards of personal comportment, treatment of animals, sportsmanship, and cooperative behavior.

Article 6 Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal, if any, shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The president or the board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of Texas or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 7 IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of Texas.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 8 Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section

53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is

fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and that board member's specific vote relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 - 2. the availability of similar services in the geographic area of this organization;
 - 3. current compensation surveys compiled by independent firms;
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - 1. the terms of the compensation arrangement and the date it was approved;
 - 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 - 3. the comparability data obtained and relied upon and how the data was obtained;

4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 9 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval two thirds of the board of directors.

Article 10 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of the state of Texas and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Membership Provisions of the Bylaws of Horse Archery USA

Article 11 Members

Section 1. Determination and Rights of Members

At the discretion of the board, it may approve two classes of membership, voting and non-voting membership. No member shall hold more than one membership in the corporation. If any

member happens to become at the same time both a voting member as well as a non-voting member, these persons shall enjoy the rights and privileges of both memberships until these memberships expire. At this time, that person must decide which membership they will renew and allow the other to lapse. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships of a particular class shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Members

The qualifications for membership in this corporation are as follows: The board, after discussion with the president, may approve for the formation of a class of non-voting membership. The membership is primarily intended to allow minors, children, individual competitors, attendees or spectators and members of other organizations to become affiliated with Horse Archery USA at a nominal cost. Non-profit organizations (ie: Boy Scouts, Girl Scouts, 4-H Clubs) that wish to become affiliated with Horse Archery USA, shall be evaluated by the board on a case-by-case basis to determine that organization's membership fees, if any. It is also intended to facilitate the teaching of appropriate safety rules and train or attend camps, clinics or competitions in good standing. This will facilitate the standardization of training for these potential member groups, should the Corporation decide to support this. It is also intended for the standardization of safety standards and expectations of all persons attending an approved Horse Archery USA event.

The board, after discussion with the president, may approve for the formation of a class of voting membership. The membership is primarily intended expand outreach to interested adults, groups, or corporate partners and participants for the facilitation of fund raising, recruitment for appropriate organizations, and facilitate the dissemination of information about events, camps, clinics, sales of equipment, or any other activity deemed appropriate by the president or board.

Section 3. Admission of Members

Applicants shall be admitted to membership as is deemed appropriate for that class of member should the board decide to allow for that class of membership.

Section 4. Fees and Dues

- (a) Dues for both voting and non-voting classes of membership shall be set by the board in the event membership is approved by an action of the board.
- (b) The annual dues payable to the corporation by both voting and nonvoting members shall be set by the board of directors should this class of membership be approved by an action of the board.

Section 5. Number of Members

There is no limit on the number of members of any class which the corporation may admit.

Section 6. Membership Book

The corporation shall keep a membership book or database containing the name and address of each member. Termination of the membership of any member shall be recorded in the book or database, together with the date of termination of such membership. Such book shall be maintained by an appointed board member or other officer of the HORSE ARCHERY USA and kept at the corporation's principal office or office of the corporate secretary.

Section 7. Non-Liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Non-Transferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or upon lapse of membership, or expulsion for cause.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following due date.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.
4. If the board of directors decides by majority vote to terminate or expel a member, that person shall be refunded the prorated amount of any dues, if any, that they may have paid towards their membership.
5. At no point may any member on the list of permanent members have their membership terminated. You may find the list of permanent members attached in Appendix X.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 12 Meetings of Members

Section 1. Place of Meetings

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 2. Regular Meetings

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 3. Special Meetings of Members

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 4. Notice of Meetings

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 5. Quorum for Meetings

A quorum shall consist of a simple majority of the voting members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Membership Action

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 7. Voting Rights of voting members

Each member of this class of membership is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote.

Section 8. Action by Written Ballot

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Section 9. Conduct of Meetings

This policy shall be determined by the board of directors, in which a quorum is present, in the event that they establish any class of voting, non-voting, or corporate membership.

Appendix X Permanent Members

Name	Reason
Todd Mathis	Founder