

THE CONSTITUTION AND BY-LAWS OF THE WOODLEY PARK ARCHERS



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THE CONSTITUTION OF THE WOODLEY PARK ARCHERS



FEIN # 91-2143323

Adopted July 2002

I. NAME OF ORGANIZATION

The name of this organization shall be the “WOODLEY PARK ARCHERS,” indicated in abbreviation as the WPA.

II. PURPOSE OF WPA

The WPA shall be operated exclusively for educational, charitable, and social purposes and to perpetuate, foster, and elevate the sport of archery through education; the promotion of youth, family, and individual archery participation, and the proper care and use of archery equipment, as well as the direction and practice of proper archery techniques, form and etiquette. Other main objectives include the promotion of self discipline, teamwork, fellowship, and good sportsmanship, which is achieved by teaching classes in all areas and levels of archery, conducting tournaments, and by holding social events. The WPA shall be non-sectarian, non-political in its activities.

All monies & assets raised or received by WPA shall be used for the purpose stated above. No part of net earnings shall benefit any private individual.

III. MEMBERSHIP

Membership Levels

Term of membership shall be from the date signed on application. There shall be levels of membership including: Adult, Junior, Family, Silver, Gold, and Working. The Board may vote to waive the dues for any adult, family, or junior membership because of financial hardship.

1. Adult Membership shall be granted to persons who have attained their 18th birthday, upon application, payment of dues, and approval of the WPA board
2. Junior Membership shall be granted to anyone under 18 years of age, upon application, payment of dues, and approval of the WPA board. Junior members may use WPA equipment under adult supervision. Junior members may be members of our JOAD program. Juniors who are not JOADs are not required to join the WPA to participate in non-JOAD activities. Only members 18 years and older may hold an elected position on the Board.
3. Family Membership shall be granted to families of up to four members, including husband, wife, and dependents under 18 years of age, upon application, payment of dues, and the approval of the WPA board. Family members may be participants in the Woodley Park JOAD. Full time students may remain under family membership past 18 years of age not to exceed 21 years of age. Family members shall receive two votes in membership elections; both members must be of voting age.
4. Silver Level Membership shall be granted to anyone under, upon application, payment of dues, and approval of the WPA board.
5. Gold Level Membership shall be granted to anyone, upon application, payment of dues, and approval of the WPA board.
6. Working Membership shall be granted to anyone, upon payment of appropriate dues, and approval of the board. Working members shall pay 1/2 of the regular adult dues by working for specific jobs set by the Board of Directors.

Annual Dues For Membership:

Dues for all levels of membership shall be voted on, and must be passed by a 2/3 vote of all members by mail. Currently dues are Adult \$20, Family \$40, Junior \$10, Silver Level \$40, Gold Level \$50, Working Membership 1/2 of regular dues plus work to be determined by the Board of Directors, Honorary Membership duty free.

Members shall be encouraged to expend effort to support the WPA by volunteering time, participating in fund drives, and working on a WPA committee

Membership Dues apply for one year beginning on application date and are due on its anniversary.

Membership Qualification of WPA:

1. Members in good standing of the WPA at any time shall be those persons who have satisfied the following requirements:
 - a. Have paid their dues for the membership year.
 - b. Have not died, resigned, been expelled from membership, or formally disciplined by the board; have agreed to abide by the WPA's Constitution, Bylaws, Range Safety Rules, and has signed the waiver, and membership application.
2. Membership in the WPA is at the discretion of the Board of Directors, which may accept or reject any application for good cause by a majority vote;
3. No member of the WPA in arrears shall be eligible to vote, hold office, or to enjoy any of the privileges or benefits offered by this organization.
4. New members must have paid their dues prior to any meeting to be eligible to vote in that meeting.

THE BY-LAWS OF THE WOODLEY PARK ARCHERS



IV. POWERS:

Subject to any limitations as contained in the Constitution or By-Laws of the WPA or of the laws of the State of California, all powers shall be exercised by the duly elected and qualified Board of Directors, who shall control and manage the activities, policies and property of the WPA and likewise conduct and transact all of the regular business of the WPA.

The Board of Directors, by a majority vote, may make or cause to be made for the WPA in its name any kind or type of contract or agreement(s) which the WPA may lawfully enter into or be a party to.

V. BOARD OF DIRECTORS

Offices of the Board of Directors:

1. The elected Directors of WPA shall be the President, Vice President, Secretary, Treasurer, and three (3) additional Board Members. These Directors shall make up the Board of Directors.
2. No two offices shall be held by the same person.
3. Directors must be a resident of the State of California.

Advisors to the Board of Directors:

1. Advisors are non-voting members of the Board of Directors whose expertise and experiences are deemed necessary by the Board for a specific project or a specific matter of business before the Board.

2. The *immediate* Past President shall be retained as an advisor to the Board of Directors. He/she must be a member in good standing.

Policies of the Board

The Board of Directors may set written policy by majority vote to govern the various standing committees or activities of the Board. These policy statements shall not conflict with the By-laws of the WPA.

After Board approval, the President may sign and execute all contracts in the name of the WPA, act as a general manager of the facilities, and act as spokesman of the WPA.

Board Of Directors Procedures:

1. The Board of Directors shall meet, no less than once in each month.
2. There must be a quorum of the Board to conduct business. (See Quorum of Board of Directors below.)
3. A meeting of the Board of Directors may be chaired by the President or, in his absence, or at his request, by such Director as is appointed, or elected for the purpose by a majority of the Directors present.
4. The Board of Directors will follow Meeting Procedures set below by conducting business as set by the Agenda Items.
5. Conducting business items outside of Agenda Items on matters requiring immediate action may be considered and voted on; provided additional item is agree to be added to Agenda Items by 2/3 of the Board members present at the meeting..
6. A proposal to be presented for consideration by the Board shall have a discussion period until each member present, who wishes, shall have made a statement on the subject of not more than four (4) minutes duration and a single rebuttal of not more than two (2) minutes. Each Speaker shall address the President and be recognized before being allowed the floor. When no further discussion is desirable or allowable, the President will accept a Motion and a vote will be taken. Action on a motion shall be determined by a majority vote of the members present and voting.
7. No member of the Board of Directors may vote or otherwise act by proxy at any meeting of the Board of Directors.
8. A Board member who is present at a meeting of the Board of Directors at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless said Board member's dissent, shall be entered into the minutes of the meeting.
9. A show of hands or oral ballot shall decide all items of business presented to the Board of Directors. A majority of votes shall decide all matters unless specified otherwise.

10. A declaration by the Chairman that a resolution has been carried or rejected and entered into the minutes.
11. At each meeting of the Board of Directors, a written report of each director shall be submitted containing a brief summary of the activities since the previous meeting. Such report shall automatically become part of the minutes of that meeting

VI. ELECTION OF BOARD OF DIRECTORS:

The Directors shall be elected by a closed ballot for each office and may be voted on by all active voting members present at the annual meeting. Those candidates receiving a majority of votes cast for their respective office shall be declared elected and shall take office immediately following adjournment of that meeting.

Eligibility:

1. To be eligible for nomination to any of the above offices, the individual must have been a member in good standing.
2. Be a member of the WPA for at least six months. *(Six month requirement waved in 2002 as it the first year WPA has formed under these By-Laws)*
3. Such individual must either be present at the time of nomination, or have previously indicated a willingness to accept the nomination to the Nominating Committee or a member of the Board of Directors.
4. In the event there are not enough eligible candidates for office, an ineligible candidate may be nominated.
5. The nominees for election to the Board of Directors, or the chair of any committee shall be selected without regard to gender, race, creed, color, religion, national origin, sexual orientation, age, political affiliation, archery ability or level of archery participation.

Method of Nomination of Directors

The Nomination Committee shall announce the anticipated date of the election 45 days prior to that date and submit a slate of qualified candidates at that time through the WPA newsletter.

Additional Method of Nomination of Directors

Nominations for candidates to office may be made by any member in good standing of the WPA at the election meeting, provided such nomination is accepted by the nominee and is seconded by at least 3 other members in good standing present at the meeting.

Nominations may also be accepted from the floor during elections.

Election Procedure

Directors shall be elected with a majority vote by a closed ballot of members in good standing at the March meeting of the WPA. Directors shall hold office for one year from time of election. This shall include all appointments. Only official ballots approved by the Board of Directors shall be counted at the election of Directors.

1. All candidates shall be made fully aware of and must be prepared to fulfill all the duties and responsibilities of the position.
2. A brief description of the job duties and responsibilities shall be read before the voting of each board position.
3. A brief statement of the qualifications of the candidates may be presented at the meeting; before the vote is taken.
4. The secretary shall appoint one other person to work with him as a scrutineer to receive and tabulate all ballots in complete confidence and secrecy. The secretary shall be Chief scrutineer. A scrutineer can be any member of the WPA not running for office.
5. Each member in good standing, as defined in This Constitution and By-Laws, shall be allowed to cast one vote for each office to be filled at the election.
6. The candidate receiving the most votes for each position shall be declared elected. In the event of a tie for any position, an immediate re-vote will be held. In the event of another tie vote, the successful candidate shall be determined by placing the name of each candidate having a tie on identical pieces of paper, placing them in a container and one name being drawn by the scrutineer.
7. In the event there is no more than one person standing for election for a vacant position, the President shall declare the one nominee elected by acclamation.
8. Current Directors shall hold over until their successors shall have been elected and can take office.

VII. FISCAL YEAR:

The fiscal year of the WPA shall be from January 1st to December 31st.

VIII. MEETINGS.

Order Of Business And Procedure:

1. General order of business:
 - a. Call to order (President, or designated Chair)
 - b. Roll call of members (Secretary)
 - c. Reading of Minutes of previous meeting
(may be waved if there is no bearing on present meeting)
 - d. Introduction of guests
 - e. Officer's reports (President, V.P., Treasurer)
 - f. Communications / Announcements
 - g. Committee reports (Tournaments, Web page, Range Maintenance etc..)
 - h. Agenda Items for current meeting followed.
 - i. Written Proposals for next meeting's Agenda Items turned in.
 - j. Date and Place of next meeting
 - k. Adjournment

2. Meetings of the WPA shall be conducted in accordance with "Robert's Rules of Order." Unless otherwise directed by these by-laws.

3. All motions shall be decided by a majority vote unless otherwise required or specified in these bylaws. Every vote or motion shall be decided by a show of hands, or closed ballot.

4. A proposal to be presented for consideration by the membership shall have a discussion period until each member present, who wishes, shall have made a statement on the subject of not more than four (4) minutes duration and a single rebuttal of not more than two (2) minutes. Each Speaker shall address the President and be recognized before being allowed the floor. When no further discussion is desirable or allowable, the President will accept a Motion and a vote will be taken. Action on a motion shall be determined by a majority vote of the members present.

5. Minutes - The Secretary will keep a record of all motions, including a record of voting. Discussion of motions will not be recorded. The reading of the minutes will be approved by a majority vote of the Board.

6. Adjournment of Meeting:

Once any meeting of the members or of the Board of Directors shall have been closed by a resolution to that effect, no further business may be transacted at such meeting.

Scheduled Board of Director Meetings:

Board of Directors shall meet no less than once a month at a time and place determined by the previous meeting.

Scheduled General Meetings:

1. General membership meetings of the WPA shall be held on a regular basis, no less than once every (2) two months, at a time and place which shall be determined by the membership.
2. Notice of all meetings, time and place, via email, phone and by placing fliers on the range bulletin boards not later than five (5) days prior thereto, except in a special emergency, or during any WPA function, when the president deems it necessary to have an immediate meeting.
3. No meeting shall be called at any location outside a ten-mile radius, unless all members consent to such a change of venue.

Annual Meeting:

1. There shall be held in each year a general meeting of the members at a time and location chosen by the Board of Directors. The membership shall be notified in writing of the date and location, not less than forty-five (45) days prior to the date of the Annual General Meeting.
2. At the Annual General Meeting, there shall be presented a report by each member of the Board of Directors giving a brief summary of their activities during the preceding year, the financial statement of the last financial year and the report by the Treasurer on the current state of financial affairs of the WPA.
3. The Annual General Meeting shall be chaired by the President, and all members of the Board of Directors shall be present to answer questions put to them with regards to their report or their activities or responsibilities during the preceding year.

Special meetings:

A majority of the Board of Directors or the President and the Vice-President shall have the right to call at anytime, a special Ad Hoc Meeting Of The Members, Committee, or of the Board of Directors, to consider an exceptional item of business.

Special meetings shall be called as follows:

1. By the President on his own motion.
2. Upon the written request or petition of ten (10) members
3. Upon the request of a majority of the Board.
4. Notice shall be sent to the participating members at least seven (7) days before the meeting stating the time, place and reason.
5. No business other than that stated in the notice shall be transacted.

6. Special Meetings may be held in a physical location, via e-mail, telephone conferencing, or other like means.

QUORUM – MEMBERSHIP MEETINGS

1. The presence of at least twenty per cent (20%) of the voting members of the WPA at any meeting called under the provisions of these By-Laws shall constitute a quorum for the purpose of transacting the business of this Association.
2. Unless otherwise stated in these By-Laws, a majority vote of the quorum shall be sufficient to act upon and pass any measures or proposal properly brought before it and such vote shall constitute the official act of the WPA.

QUORUM – BOARD MEETINGS

The Board shall meet at the call of the President. A majority of the authorized and duly elected Board of Directors shall constitute a quorum for the transaction of business. No business may be transacted nor any actions taken by the Board in the event that less than a quorum is present at the start of any meeting.

IX. DUTIES OF DIRECTORS:

President

The President shall serve as the chair of all WPA meetings, or may choose to appoint any regular board member to serve in his place. He shall have the authority, with board approval, to create new committee positions that are deemed to be in the best interest of the WPA. Shall guide the WPA and set the tone and general direction of the WPA. The president shall represent WPA interest in any dealings deal with the Easton Sports Development Foundation, The Army Corp of Engineers, and/or the Department of Parks and Recreation.

He may be an advisor, at all regular and special committees, and shall perform all such duties as usually pertains to his office.

Vice President

The Vice President shall assume the duties of president in his absence, when the president is incapacitated. In the absence of the President and Vice President any member of the Board may be appointed as President Pro tem.

Secretary

The secretary shall keep all records of the Woodley Park Archers and shall keep a true and accurate record of all meetings of the WPA; shall prepare minutes of the Board meetings, and shall act as record keeper and historian regarding all Woodley Park Archers issues.

All minutes and correspondence pertaining to the WPA are to be kept for at least two (□2) years.

Treasurer

The Treasurer shall receive, deposit and have charge of all funds, donations, or other valuables gifted to the WPA. The treasurer shall place WPA funds in accounts approved by the Board. The Treasurer shall keep an accounting of such funds and give a monthly financial report to the board. The Treasurer shall collect moneys, and promptly pay all bills approved for payment by the Board. The Treasurer shall be responsible for the removal of donations from the Range Donation Box and shall keep the only key thereof.

The Treasurer shall sign checks, drafts and/or orders for the payment of money, maintain detailed records of items by receipts and expenditures, present a report at monthly meetings, present a yearly report at the Annual meeting and exhibit the books and accounts upon request of any (5) five members in good standing.

WPA Funds shall only be withdrawn by a check which has been signed by an authorized executive board member, for the payment of bills or the purchase of items, which has been previously approved by the board. The Treasurer shall be accountable for all funds, monetary records and documents.

An audit of the books of the Treasurer may be conducted at the expiration of his term in office and if conducted, shall be certified to as true and correct by the Board of Directors.

Additional Board Members

The additional Board Members along with the other Board members shall act as liaison to the various WPA committees and shall further the goals of the WPA.

Resignation of Directors

Any Officer may resign at any time upon written notice to the Board of the WPA. Such resignation shall become effective upon receipt of such notice. The Board of Directors shall fill the vacancy created by the resignation of any Officer.

X. SUSPENSION OR EXPULSION OF MEMBERS

The Board of Directors may expel any member of the board upon finding that such director is not attending to the duties of the position, has consistently maintained an attendance record, exhibits conflict of interest, or is bringing the WPA into disrepute.

Any member, committee chair, or Board of Directors member may be suspended, or removed from office by a majority vote of the Board at any special meeting called for that purpose. The officer being considered for removal may not vote. No vote on suspension or removal may be taken unless fifteen-days notice in writing shall have been given to the member stating the reasons for his removal and the time and place of the special meeting at which such ballot on his removal is to be taken. At such special meeting, the member shall be given a full hearing.

A complaint may be initiated against a member by presenting to the Board of Directors, a Formal Written Complaint signed by three (3) members in good standing. The charges shall be in writing clearly stating the facts relied upon and accompanied by affidavits or exhibits, which are to be used in their support. The president will call a meeting of the Board to hear the charges. The secretary will give at least fifteen-days notice of the meeting to each member of the Board and to the accuser and to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

Any member suspended or expelled by the executive committee may appeal to the full membership of the WPA. The member may be reinstated upon appeal, if approved by two-thirds of the membership voting. Voting shall be by secret written ballot.

A Board member who is absent from three (3) consecutive Board Meetings, without explanation or good cause, shall be considered as having resigned, removal shall also occur if the Director does not participate in the activities of the WPA, so that serious doubts are raised as to his interest in the affairs of the WPA.

The Board of Directors may suspend membership for a specified time and may impose conditions precedent to the lifting of the suspension;

Prior to bringing a motion before the Board of Directors to terminate or suspend membership the President shall be informed and must notify the individual involved that such action will be considered at the next meeting of the Board of Directors. The individual will be advised that he has the right to attend the meeting and present his version of the facts, which lead to the motion;

Any decision by the Board of Directors to terminate or suspend membership requires a majority vote of the Board of Directors. Such a vote shall be taken by secret ballot.

XI. VACANCIES ON THE BOARD OF DIRECTORS

In the event that a Board vacancy occurs, the Board of Directors shall fill the office vacated from the membership at large. Said appointment shall be in force for the remainder of the term of the vacant office. In the event that this vacancy is that of the President the Vice-President shall assume this office, and subject to the Board of Directors approval, appoint a new Vice-President;

A vacancy in the Board may be filled by a majority vote of the remaining members of the Board. If more than one vacancy exists, however, a special meeting of the WPA shall be called and new Directors shall be elected to fill the vacancies, these Directors shall hold office until the next annual election.

Any Officer or Committee Chairperson of the WPA who has vacated their position or has been removed for whatever reason shall return all records, property, and/or funds of the WPAs to any member of the Board of Directors within three (3) days of such a vacancy or removal. If said Officer is unable to return the records, property, or funds, he shall direct an agent to do so.

XII. REVENUES AND EXPENDITURES

All checks, bills of exchange, orders for payment of money, notes and any evidence of indebtedness, under \$100 issued in the name of the WPA shall be signed by the treasurer, or other duly authorized board member. Those over \$100 shall be signed by the treasurer and one additional member of the Board, who has been approved by prior resolution of the Board. Members of the Board of Directors authorized to sign on WPA accounts shall from time to time be changed by resolution of the Board of Directors.

The members of the Board of Directors shall not receive any remuneration for acting as such but may receive compensation for expenses incurred to fulfill their duties.

All expenditures of the WPA, or commitment of WPA resources or property, pre-approved by the Board of Directors and reviewed before funds are committed. Payment will be made at the discretion of the Board of Directors.

A Board member shall not be a co-signatory on any check made out to a family member. In addition, no two Board members from the same family shall be co-signatories on WPA checks.

No member of the WPA shall receive monetary gain from any WPA function, except for a legally licensed business owned by a member furnishing a product or service to the WPA. Such product or service shall be at the lowest of not less than two open bids and must be approved by the Board.

XIII. COMMITTEES:

Each Committee shall make their own regulations, subject to approval by the board of directors. Review and approval of committee plans shall continue on an ongoing basis.

Any significant plan, such as a work party, must be approved and coordinated with the Board.

Any committee function requiring any funding or the use of WPA resources must be pre-approved by the board before commencing.

Examples of Committees:

- 1) Social
- 2) Communication Coordinator
- 3) Tournament
- 4) Fundraising
 - a. Grant writing
- 5) Range Maintenance / Beautification
- 6) Range Equipment
- 7) Newsletter
- 8) Community Outreach
 - a. Web Site
 - b. Bulletin Board
- 9) Membership
- 10) Coach Development

The President may direct committees to consider and take action on any subject referred to them, provided any such committee may not exceed the powers given in their mandate.

Every Board member is encouraged to participate at least one committee. The president of the Woodley Park Archers, with board approval, shall appoint people to fill the vacancies of any standing committee. The chair of each committee shall be elected from within the voting body of the members of that committee.

Committees with specific assignments may be appointed from the Woodley Park Archers president upon approval of the board. Such committees shall report to the chairman who shall submit their findings to the board for action.

XIV. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS:

The Constitution, or the By-Laws of the Woodley Park Archers may be amended as follows; All changes shall be by an affirmative two-thirds vote of the members present and voting, including mail in ballots. But shall not be less than one half of the total membership.

Any proposed amendments to the constitution, or by-laws may be proposed by a majority vote of the Board, or introduced by any member of the WPA in good standing at any regular meeting. The amendment must be presented in writing and made available for review by the membership for a period of one month or until the date of the next regular meeting. The proposed amendment will be read at the next regular meeting and voted upon at the following regular meeting.

The Board may suggest approval or disapproval to the General Membership, however, other by than their individual vote, the Board shall have no power to adopt, amend, or repeal the By-laws or Constitution of this Association.

XV. DISSOLUTION:

The members of the WPA may dissolve and close the affairs of this association subject to the following procedures and conditions; A Special Meeting MUST be called by a 3/4 majority of the Board or by fifty percent of the regular members in writing stating the reasons for such dissolution. Such notice shall be presented to the Secretary at least thirty (30) days prior to such a meeting. The Secretary shall send copies of said notices to all members at least twenty-one (21) days prior to such a meeting. In order to dissolve this Association a Three-fourths vote of all members in good standing shall be required by mail.

In the event that dissolution is so voted, no assets of the WPA, financial or otherwise, shall inure to the benefit of any member of the WPA. Upon dissolution of the WPA, All archery equipment including but not limited to: bows, arrows, targets, and target butts owned by the WPA, shall revert to an archery association of like purpose, which shall be determined by a majority vote of the board. The money from savings and/or checking accounts remaining after payment of all costs, charges and expenses previously owed, and those which are properly incurred in preparation for dissolution shall be distributed to an organization or association with a similar purpose chosen by the Board. This provision shall be unalterable.

XVI. TOURNAMENT AND RANGE RULES.

All archery tournaments and range activities held, sponsored, or approved by the WPA shall be governed by the rules and regulations of the Woodley Park Archers and the applicable national governing body. (ie: NAA, IBO, FAA, etc.)

The WPA shall maintain membership in the National Archery Association.

All members and Directors shall limit their activities on the range to comply with the rules and regulations of the WPA and the National Archery Association.

XVII. LOGO:

The WPA logo, which was created in 1999 by Russell Wolvek, has been licensed to the WPA as the official WPA Logo. Because the logo is a copyrighted piece of artwork; no material alteration (other than size and media considerations) of this logo, or its colors, is allowable under the scope of these by-laws. While the membership may not materially alter the current logo, or its colors; the membership can, vote to change the WPA logo as a whole. Alterations, in part, must be approved by the artist.

There shall be no use of the WPA logo without prior approval by the Board of Directors.

XVIII. INTERPRETATION.

In this Constitution and Bylaws, unless the context otherwise requires, words importing the singular or the masculine shall include the plural or the feminine, as the case may be, and vice versa. The Board of Directors shall interpret the By-Laws.

XIX. FOUNDING BOARD MEMBERS:

TRACY LOCKER
ROCKY ROSEN
RUSSELL WOLVEK
SUSAN ODOM

ALAN STRAUSS
LINDA COLLIER
KARIN WOLVEK
MARLAN CLARKE