

BY-LAWS
Cedaredge Rod and Gun Club, Inc.

ARTICLE 1
Name

The name of the organization shall be Cedaredge Rod and Gun Club, Inc.

ARTICLE 2
Offices

The principle offices of the Cedaredge Rod and Gun Club, a non-profit, 501(c)(3), corporation in the state of Colorado, shall be located in the County of Delta. The Corporation may have such other offices, either within or without the State of Colorado, as the board of directors may designate or as the business of the corporation may require from time to time.

The address of the registered office of the Cedaredge Rod and Gun Club shall be P.O. Box 225, Cedaredge, Colorado, 81413. The physical address shall be 18052 Green Valley Road, Cedaredge, Colorado, 81413. The address of the registered office may be changed from time to time by the board of directors.

The Cedaredge Rod and Gun Club's fiscal year is January 1st thru December 31st.

ARTICLE 3
Object

- A. To promote and encourage wildlife (including fish) conservation programs and to assist in wildlife management programs.
- B. To promote and encourage the protection of our natural resources: wetlands, forests, water quality, wildlife habitat, air quality and land stewardship.
- C. To forward the development of the characteristics of honesty, good fellowship, self discipline, team play and self-reliance which are the essentials of good sportsmanship.

- D. To pass along to younger sports persons the attitudes and skills essential to a true outdoor sports person.
- E. To encourage rifle, shotgun, pistol, muzzleloader and bow and arrow shooting among citizens of the United States residing in our community, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. To promote fishing ethics and youth fishing programs.
- F. To promote hunter safety.
- G. To encourage the practice of good sportsmanship and compliance with local, state and federal game laws.
- H. To cooperate with other organizations that share the objectives stated in paragraphs A through G.

Article 4 Membership

Section 1. The Cedaredge Rod and Gun Club will be founded on unlimited membership.

Section 2. Memberships are on an annual basis and run from January 1st to December 31st.

Section 3. All members shall be entitled to the same rights and privileges, and shall be subject to the same liabilities for dues and assessments. Each individual member shall be entitled to one vote and each family membership will be entitled to 2 (two) votes, with the exception of proxy voting. A copy of the bylaws shall be available to any member upon request.

Section 4. Membership dues shall be determined by the board of directors and posted prior to the annual January membership meeting of each calendar year. Dues will be due and payable on January 1st of any given year, and no member shall be in good standing if his/her dues remain unpaid. Only members in good standing are entitled to vote.

Section 5. Each new applicant for membership will apply for membership on an approved form which shall provide that the applicant will abide by the Articles of Incorporation and the By Laws of this non-profit Corporation. They will also abide by any rules posted by the board of directors from time to time. This application shall include name, street address, email address and phone numbers of the applicant, and must be accompanied by the proper dues payment for the current year. All dues are non-refundable.

Section 6. Termination of membership:

- (a) A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the Annual Meeting.
- (b) The officers and board of directors shall have the authority to drop any member on the written petition of 10 (ten) members, or 6 (six) board members, followed by a hearing before the board. At that time, the member may present his side of the case, and if it is in the best interest of the Cedaredge Rod and Gun Club, the board of directors, by majority vote, will determine what action to take.
- (c) If a member denounces or withdraws his membership for whatever reason, no monies will be refunded.
- (d) A member may be removed for cause if, in the opinion and consent of the majority of the board of directors, the actions of that member is detrimental and derogatory to the well-being of the Cedaredge Rod and Gun Club.

This would remove said member from membership until that person shows cause as to why he/she should be reinstated.

Article 5 Members

Section 1. Annual Meeting. The annual meeting will be held at such time and place as the board of directors shall determine. The purpose of this meeting shall be for the election of the directors and for the transaction of such other business as may come before the meeting. The membership shall be notified 2 (two) weeks prior to such annual meeting.

Section 2. Members meeting. Meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the board of directors, and shall be called by the President within 2 (two) weeks at the request of not less than 10 (ten) of the Cedaredge Rod and Gun Club entitled to vote at such meetings.

Article 6

Board of Directors

Section 1. General Powers. The business and day to day operations of the Cedaredge Rod and Gun Club shall be managed by the board of directors.

Section 2. Number, Tenure, and Qualifications. The number of directors of the Cedaredge Rod and Gun Club shall be 11 (eleven). Directors will be elected for a term of 3 (three) years at the Annual Meeting by the general membership and their term begins at the time of election. Directors must be 21 (twenty-one) years of age or older. They also must be members in good standing at the time of election. Term limits are for 2 (two) consecutive 3 (three) year terms. Then may be re-elected after a 1 (one) year absence.

Section 3. Regular Director Meetings.

- (a) Regular director meetings of the board of directors shall be at least 4 (four) times a year at a time and place to be determined by the President or his designated spokesman. Members are welcome to attend and speak at board meetings, but have no vote on decisions made by the board. A joint meeting can be held at the discretion of the board of directors.
- (b) Regular director meetings will cover all standard business items necessary for the function of the organization. Roberts Rules of Order will govern any meeting conducted by the Cedaredge Rod and Gun Club.

Section 4. Special Meetings. Special meetings of the board of directors may be called at the request of the President or any 3 (three) directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding such meetings.

Section 5. Notice. Notice of any special meeting shall be given at least 2 (two) days previous. Notice shall be delivered personally to each director or by phone or email or any other electronic device. Any director may waive notice of any meeting. If the quorum of the directors is met, the decision will be binding.

Section 6. Quorum. A simple majority of 7 (seven) of the number of directors shall constitute a quorum for the transaction of any business at any meeting of the board of directors. If less than a quorum is present at any meeting, no business can be transacted and the directors present shall adjourn such meeting without further notice.

Section 7. Manner of acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9. Presumption of Assent. A director of the Cedaredge Rod and Gun Club who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she shall file his written dissent such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward dissent by registered mail to the Secretary of the Cedaredge Rod and Gun Club immediately after adjournment of the meeting. Such right to dissent shall not apply to any director who voted in favor of such action.

Section 10. Removal of Directors.

- (a) At a meeting called expressly for that purpose, directors may be removed in the manner provided in this section. The entire board of directors or any lesser number may be removed with cause, or by a vote of 51% of the membership present and entitled to vote at an election for directors.
- (b) A director missing 3 (three) consecutive meeting in any 12 (twelve) month period shall be considered to have tendered an automatic

resignation from the board of directors. (Absences caused by extenuating circumstances shall not be counted).

Section 11. Volunteer functions. All members of the board of directors will be considered to be available for duty when present at any club function.

Article 7 Officers and Duties

Section 1. Designation. The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall serve in their respective capacities for a term of 1 (one) year, not to exceed 3 (three) years. Then a 1 (one) year absence is required before re-election as an officer. (One person may serve as both Secretary and Treasurer if approved by a majority vote of the directors and agreed to by the proposed Secretary/Treasurer). The duties shall be as follows:

(a) The President shall preside at the Annual Meeting, director meetings, and supervise or appoint supervisor for club functions, official business, and appoint and direct all committee functions with the advice of the board of directors.

(b) The Vice President shall act as program chairman, assist the President in his duties, and preside in the absence of the President.

(c) The Secretary shall take the minutes at all regular meetings, have charge of official correspondence and maintain the roll of the members.

(d) The Treasurer shall collect all monies due the club, maintain a checking account in the name of the club at a bank or banks approved by the board of directors, and write checks and file receipts for the club debts. The books shall be open at all times for inspection, and at each regular meeting the Treasurer shall report all transactions not previously reported. At the annual meeting the Treasurer will report the financial condition of the club.

Section 2. Officers. Officers of the club shall be elected by the board of directors among the 11 (eleven) chosen directors at the Annual Meeting.

Article 8
Loans, Checks, and Deposits

Section 1. Loans. No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 2. Checks, drafts, etc. All checks, drafts or other order for the payment of money notes or other evidences of indebtedness issued in the name of the club shall be signed by such officers, agent or agents of the club in such a manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the club not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies, or other depositories as the board of directors may elect.

Article 9
Committees

Section 1. The President with the advice of the board shall appoint such committees each year to advance the work of the club.

Article 10
Waiver of Notice

Section 1. Whenever any notice is required to be given to any member or director of the club under the provisions of these by-laws or under provisions of the laws of the State of Colorado or under the provisions of the Articles of Incorporation, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 11

Action by Directors or Members Without a Meeting

Section 1. Any action required to be taken at a meeting of the directors or members or any action which may be taken at a meeting of the directors or members, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors and members entitled to vote with respect to this subject matter thereof.

Article 12

Indemnification of Officers and Directors

Section 1. The club shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having been heretofore or hereafter a director or officer of the club or by any reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with each claim or liability; except that no such person shall be indemnified against any such claim or liability or be reimbursed for any expense incurred in connection therewith arising out of his/her own negligence or misconduct. The rights occurring to any person under this article shall exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the club to indemnify or reimburse such person in any proper case even though not specifically herein provided for. Any appointee operating in an official capacity appointed by the board of directors shall be included in this article.

Article 13

Dissolution

The Cedaredge Rod and Gun Club will use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds will inure, or be distributed to the members of the Cedaredge Rod and Gun Club. Upon dissolution of the Cedaredge Rod and Gun Club, after payment of all indebtedness of the Cedaredge Rod and Gun Club, including unpaid loan capital

however evidenced, any funds and/or assets remaining shall be held in an escrow account in the event the Cedaredge Rod and Gun Club is re-established. After a term of 24 (twenty-four) months has passed without such re-establishment of the Cedaredge Rod and Gun Club, the remaining funds and/or assets will be distributed based on the vote of the directors.

**Article 14
Amendments**

Section 1. These by-laws may be altered or amended and new by-laws adopted by the membership at any regular or special meeting of the membership, providing a 30 (thirty) day notice has been sent to all qualified members indicating the nature and content of the proposed changes. A simple majority of attending voting members at a regular or special meeting is necessary for any changes or amendments to become adopted and effective.

The above by-laws were adopted at a membership meeting, duly called and held
on 6/10/2017 and signed by 2 (two) officers

R. D. Scarlett

Charles E. Church