

**BY-LAWS  
of the  
Delta Trap Club, Inc.  
(A Non-profit Corporation)**

**ARTICLE 1**

**Offices**

The principal offices of the Delta Trap Club, a Non-profit 501(c)(3) Corporation, (hereafter "DTC") 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 registered office of the DTC shall be maintained at: 8017 Trap Club Road, Delta, Colorado 81416.

The address of the registered office may be changed from time to time by the board of directors.

**ARTICLE 2**

**Membership**

**Section 1. The Delta Trap Club will be founded with unlimited membership.**

**Section 2. The DTC's fiscal year is October 1<sup>st</sup> thru September 30<sup>th</sup>.**

**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 member shall be entitled to one vote.**

**Section 4. Membership dues shall be determined by the board of directors and posted prior to October 1<sup>st</sup> of each calendar year. Dues will be due and payable on October 1<sup>st</sup> 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. All dues are non-refundable.**

**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. This application shall include name, street address, e-mail address and phone numbers of the applicant, and must be accompanied by proper dues payment for the current year.**

**Section 6. Termination of membership:**

**(a) A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 (thirty) days after the due date.**

**(b) The officers and board of directors shall have the authority to drop any member on the written petition of 10 (ten) 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 DTC, the board of directors, by a 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 the consent of the majority of the board of directors, the actions of that member is detrimental and derogatory to the well being and character of the DTC.**

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

## ARTICLE 3

### Members

**Section 1. Annual meeting.** The annual meeting of members 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 directors and officers 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 members of the DTC entitled to vote at such meetings.

## ARTICLE 4

### Board of Directors

**Section 1. General Powers.** The business and day to day operations of the DTC shall be managed by the board of directors.

**Section 2. Number, Tenure, and Qualifications.** The number of directors of the DTC shall be 9 (nine). 3 (three) directors will be elected each year for a term of 3 (three) years each to commence on October 1<sup>st</sup> of each year. Each director will hold office until his successor has been elected and qualified; directors shall be members in good standing at the time of their election.

**Section 3. Regular meetings.**

(a) A regular meeting of the board of directors shall be held each month at a time and place to be determined by the President. Members are welcomed 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) At regular monthly meetings, the order of business shall be as follows:

(1) Call to Order

Reading of Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Report on New Members

Unfinished Business

New Business

Program

Adjournment

(2) Robert Rules of Order will prevail at all meetings.

**Section 4. Special meetings.** Special meetings of the board of directors may be called by or at the request of the President or by 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 any special meeting of the board of directors called by them.

**Section 5. Notice.** Notice of any special meeting shall be given at least 2 (two) days previous notice and delivered personally to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board of directors need to be specified in the Notice or Waiver of Notice of such meeting.

**Section 6. Quorum.** A simple majority (5) 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 such a quorum is present, 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 a 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. Any directorship to be filled by reason of an increase in the number of directors shall be approved by the affirmative vote of a majority of the directors then in office or by an election at an annual meeting or at a special meeting of members called for the purpose. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of members and until his/her successor shall have been elected and qualified.

**Section 9. Presumption of assent.** A director of the DTC who is present at a meeting of a 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 in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the DTC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a 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 the majority of the members present then entitled to vote at an election for directors.

(b) A director missing 3 (three) consecutive meetings 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.** Directors will manage the operation of the DTC when the club is open to members and/or the general public. All members of the board of directors will be considered to be available for duty when present on the DTC grounds.

## ARTICLE 5

### 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. (One person may serve as both Secretary and Treasurer if approved by a majority vote of the membership and agreed to by the proposed Secretary/Treasurer). Their duties shall be as follows:

(a) The President shall preside at all meetings, including directors meetings, supervise all DTC functions and official business, and appoint and direct all committee functions.

(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 and special meetings, have charge of official correspondence, and maintain the roll of the members.

(d) The Treasurer shall collect all monies due the DTC, maintain a checking account in the name of the DTC at a bank or banks approved by the board of directors, and write checks and file receipts for the DTC 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 DTC.

**Section 2. Officers.** Officers of the DTC shall be elected by the members from among the 9 (nine) directors at the annual membership meeting, after the election of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient.

**Section 3. Removal.** Any officer or delegate or agent, elected or appointed by the membership, may be removed by the membership wherever in their judgment the best interest of the DTC would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

## ARTICLE 6

### Loans, Checks and Deposits

**Section 1. Loans.** No loans shall be contracted on behalf of the DTC and no evidences 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 orders for the payment of money notes or other evidences of indebtedness issued in the name of the DTC shall be signed by such officers, agent or agents of the DTC and 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 DTC not otherwise employed shall be deposited from time to time to the credit of the DTC in such banks, trust companies, or other depositories as the board of directors may select.

## ARTICLE 7

### Committees

**Section 1.** The President will each year appoint standing committees to advance the work of the DTC. These committees shall consist of but not be limited to: House, Office, Handicapping, Grounds, Traps, Publicity and Shoots. Special committees may also be appointed by the President to aid him/her in particular projects.

## ARTICLE 8

### Waiver of Notice

**Section 1.** Whenever any notice is required to be given to any member or director of the DTC under provisions of these by-laws or under provisions of the laws 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 9

### 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 so taken, shall be signed by all of the directors and members entitled to vote with respect to this subject matter thereof.

## ARTICLE 10

### Indemnification of Officers and Directors

Section 1. The DTC 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 or hereafter a Director or Officer of the DTC 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 any such 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 not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the DTC 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 11

### Dissolution

The Delta Trap 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 Delta Trap Club. Upon dissolution of the Delta Trap Club, after the payment of all indebtedness of the Delta Trap Club, including unpaid loan capital however evidenced, any funds and/or assets remaining shall be held in an escrow account in the event the Delta Trap Club is re-established. After a term of 24 (twenty four) months has passed without such re-establishment of the Delta Trap Club, the remaining funds and/or assets will be distributed to the Colorado State Trapshooting Association.

## ARTICLE 12

### 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 15 (fifteen) day notice has been sent to all qualified members indicating the nature and content of proposed changes. A 2/3 (two thirds) 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 \_\_\_\_\_.

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Signed by Raymond Church  
Secretary  
Delta Trap Club