



## **BERTHOUD GUN CLUB, INC. BYLAWS**

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Revised 06-03-2013

#### **ARTICLE I: IDENTIFICATION**

**Section 1. Name:** The name of this corporation shall be ***THE BERTHOUD GUN CLUB, INC.***, (herein after referred to as The Club).

#### **ARTICLE II: OBJECTIVES**

The objects and purposes of The Berthoud Gun Club, Inc., are:

1. to encourage and stimulate interest in the sports of fishing, hunting, to continue the heritage of the gun club which was formed to promote shooting sports activities at 20498 Weld County Rd 1, Berthoud, CO and maintain and defend its use for this purpose into the future, also to foster youth involvement and growth in all activities and all other pursuits and enjoyments directly or indirectly connected therewith;
2. to actively engage in the conservation of fish and game and all other natural resources;
3. to sponsor, promote, and participate in the proposal, passage, and enactment of proper legislation for the attainment and protection of these objectives and;
4. to aid in the national defense and to encourage and engage in any sport, pursuit or activity which may tend to the maintenance of morals and the safeguarding of our country.

#### **ARTICLE III: MEMBERSHIP**

**Section 1.** Any resident of Colorado, 18 years and older, may be admitted to membership of The Club upon majority approval of the Board of Directors upon payment of the initiation/entrance fee and one year's dues. New members shall be on probation for one year and comply with all rules and regulations, not to supersede these bylaws, regarding new member conduct. New members on probation shall enjoy all the privileges of The Club except the right to vote and hold office. At the end of the probationary period, a recommendation by the Board will be made regarding retaining or releasing the member from The Club. (All new members will be required to have a non-probationary member as a sponsor or be sponsored by the board of directors. An individual member may not sponsor more than (1) one member per year. (The board may sponsor sufficient new members to fill the memberships available on a given year, but shall encourage the membership itself to take on this role.)

**Section 2.** A membership cap of 125 shall be in effect at the time these Bylaws are amended, and may be increased or decreased from time to time at the recommendation of the Board and by approval of a majority vote of the Current members present at any regular meeting. A waiting list will be established if the cap is reached and rules and policies, not to supersede these bylaws, will be created for the management of the waiting list.

**Section 3.** The initiation/entrance fee, yearly dues, guest privileges and all other fees regarding membership shall be recommended by the Board of Directors from year to year and approved by the majority vote of the Current members at any regular meeting. Yearly dues, after those paid upon joining The Club, shall be due on January 1st for the next ensuing year. No dues shall be required of members who are on active duty with the armed forces of the United States.

**Section 4.** Upon approval of the Board of Directors and by a majority vote of the Current members present at any regular meeting, any suitable adult 18 years and older may be elected to Honorary membership in The Club for one year. No entrance fees or dues will be required of Honorary members. Honorary members may enjoy all of the privileges of The Club except the right to vote and hold office.

**Section 5.** Upon approval of by the Board of Directors, a membership, other than Honorary, may be transferred to an immediate family member. The membership shall be probationary and subject to all rules and policies of a probationary membership. Membership card(s) of the transferred membership must be surrendered to the Secretary before new membership card(s) will be issued. All other rules and policies, not to supersede these bylaws, regarding membership transfer must also be met.

**Section 6.** Family is defined as spouse (or significant other), children, and grandchildren under the age of 18. (Refer to current Hunting and Fishing regulations as it pertains to guest privileges for relatives.)

**Section 7.** Trap only membership: In addition to our full membership, the club will provide a Trap Membership only which shall be available in two forms. A. Single and B. Family. These two types of membership shall not be limited in number other than what the board of directors may set from time to time. This level of membership will not be entitled to hold office, or vote other than to have representation to submit items for consideration to the membership at large and to the board of directors. These members will be entitled to all privileges of membership services on the property located at 20498 Weld County Road 1, Berthoud Colorado (the 9.6 acres) owned by the Club.

**Section 8.** Sponsors: The Sponsor will have the duty to mentor the new member. The Sponsor will be responsible for their behavior and to inform the member of all of the rules of the Club and duties of each member. The Sponsor may at anytime terminate the membership of the new probationary member for any cause. Failure of the probationary members to conduct themselves properly and follow the rules of the club will put the sponsor's membership in jeopardy. (Know the individuals you sponsor.)

#### **ARTICLE IV: MEETINGS**

**Section 1. Rules of Order:** Generally, meetings can be held in any manner that assures an orderly and focused discussion, and facilitates the input of all members. When necessary, in order to effectively conduct business, Robert's Rules of Order shall be in effect.

**Section 2. Meeting Notices:** The Secretary shall notify all club members of every

meeting of The Club, whether regular or special, in a timely manner. In all cases, the purpose of the meeting must be specified.

**Section 3. Regular Membership Meetings** Regular membership meetings of The Club shall be held at a time and location recommended by the Board of Directors on the second week in January, April, and September (or prior to water foul season), providing they are not legal holidays, in which case, they shall be held the next available date that can be arranged by the Secretary.

**Section 4. Special Membership Meetings** Special membership meetings of The Club may be called by: four Board of Directors; upon written request of the President, or whenever twenty five active members of The Club submits a written request to the President or any four other Board of Directors.

**Section 5: Regular Board Meetings** The Board of Directors may meet, if needed, during the first week in January, April, and September.

**Section 6: Special Board Meetings** Special meetings may be called by the President or any two other members of the Board, provided that written notice shall be given to each member of the Board in a timely manner before the time appointed for such special meeting. In all cases, the purpose of the meeting must be specified.

## **ARTICLE V: QUORUM**

**Section 1: Membership Quorum** At membership meetings 20% of the current membership consisting of Current non-probationary regular members shall constitute a quorum, PROVIDED, that no property of The Club shall be conveyed or encumbered except by authority of a majority of the Current members of The Club, and PROVIDED FURTHER, that these Bylaws and the Certificate of Incorporation shall be amended only as provided in ARTICLE XI of these Bylaws.

**Section 2: Board Quorum** At Board meetings the quorum for the conduct of business shall be the majority of all members of the Board. No action shall be taken in the absence of a quorum, except to adjourn the meeting to a subsequent date. In matters coming before the Board, the affirmative vote of a majority of the Board members present and voting shall be the action of the Board.

## **ARTICLE VI: MANAGEMENT**

The management of The Club shall be vested in a total of seven Directors. Four members of the Board of Directors will serve as Officers. Officers shall be President, Vice-President, Secretary, and Treasurer. The three remaining Directors will serve as At-large members.

## **ARTICLE VII: OFFICERS/OTHER CLUB POSITIONS - HOW ELECTED OR REMOVED**

**Section 1:** The Board of Directors of The Club shall consist of seven members. Election shall be by written ballot of the membership.

**Section 2:** The President, Vice-President, Secretary, and Treasurer shall be members of the Board and shall be elected by written ballot of the membership. These officers shall be elected at the January meeting and hold office for one year or until their successors are elected.

**Section 3:** In event of a vacancy in the Board of Directors, the Board shall select a Club

member to fill the un-expired term until the next January meeting, at which time a member of The Club shall be elected to fill the remainder, if any, of the un-expired term.

**Section 4:** The term on the board is three years. Each board member may serve two full terms. Two full terms is defined as two full consecutive terms or, (b) 50% or more of a full term and a consecutive full term. Any person who has served two full terms will not be eligible for re-election to the board for three years. Any person who has served less than 50% of a full term will be eligible for re-election two more times, not to exceed 7 \_ years.

**Section 5:** A Board Member may be removed for violation of rules, consistent lack of attendance at either Board or Membership meetings, or inappropriate conduct. Removal may be brought up by any member and voted on by the majority of the Current members present at any regular meeting.

## **ARTICLE VIII: DUTIES OF THE OFFICERS AND OTHER CLUB POSITIONS**

### **(A) Board of Directors**

**Section 1:** Except as provided in ARTICLE V, Section 1, and ARTICLE XI of these Bylaws, the Board of Directors shall have the power to manage all of the affairs of The Club on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of The Club and its finances, and all appropriations shall be made by them.

**Section 2:** It shall be the duty of said Board of Directors to prescribe and publish rules regulating the activities of The Club and the care and protection of its property.

**Section 3:** At the January meeting of The Club, the Board of Directors shall make a full report of the preceding year and recommend such measures, as they may deem advisable.

**Section 4:** In the event any member shall have a personal interest of any kind in a matter then before the Board, the member shall disclose their interest to the Board, must not vote on the matter and must refrain from attempting to influence the other Board members in voting on the matter.

**Section 5:** The Board of Directors shall review member conduct only after the committee whose rules have been allegedly violated brings the explanation of inappropriate conduct to the Board for their review. At least four Board of Directors must submit in writing to the President a complaint against another Board member before the Board shall review the complaint. Any action taken against a member must be reviewed at a subsequent meeting. Notice must be sent by the Secretary to every member of The Club before the next membership meeting informing the membership that such previous action will be brought up for review or consideration. The President shall, as a matter of agenda, call on each committee for a narrative/written report.

**Section 6:** The Board of Directors shall have the following specific powers:

(a) To appoint delegates to the different associations of which The Club may become or be a member of, or for the purpose of conferring with any association or club regarding any matter in which The Club may be concerned.

(b) To suspend or expel a member for any conduct in violation of rules, or behavior improper or prejudicial to the interest of The Club.

(c) To make rules for the conduct of the members of The Club and for their use of The Club's property.

- (d) To fix and enforce penalties for the violation of rules.
- (e) To remit penalties for offenses against rules.
- (f) To prescribe rules for the admission of guests to the privileges of The Club.
- (g) To call special meetings of The Club as deemed necessary.
- (h) To annually audit all club records and financial transactions.
- (i) To prescribe additional duties for any of the officers, in addition to those herein set forth.

### **(B) Duties of the President**

**Section 1:** The President shall preside at all meetings of The Club and Board of Directors and enforce all laws and regulations of The Club. The President shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors or by the membership. The President shall, with the Secretary, sign all written contracts, written obligations and conveyances of the Club.

**Section 2:** The President shall have the power to appoint members to such committees as may be authorized by the Board of Directors.

**Section 3:** It shall be the responsibility of the President, along with the Vice President, to write and issue a club newsletter no less than three times per year to all members. Reports from standing and ad-hoc committees shall be included as part of the newsletter.

### **(C) Duties of the Vice-President**

**Section 1:** The Vice-President shall perform the duties of the President in the absence of the President. In the event of the death or disability of the President, the Vice-President shall act until the Board of Directors fills the office. In the absence of President or Vice-President, a temporary President shall be selected by the Board of Directors to perform the duties of the President.

**Section 2:** It shall be the responsibility of the Vice-President to assist the President or, if directed by the President, to prepare and/or write a club newsletter no less than three times per year to all members. Reports from standing and ad-hoc committees shall be included as part of the newsletter.

### **(D) Duties of the Secretary**

The Secretary shall keep the minutes and other official reports of The Club. The Secretary shall keep all records; books, documents and papers relating to The Club in such place as shall be designated by the Board of Directors. The Secretary shall conduct the official correspondence of The Club and shall perform such other duties as may be assigned by the Board of Directors.

### **(E) Duties of the Treasurer**

The Treasurer shall keep account of all moneys received by him and deposit it in the name of The Club in such bank as shall be designated by the Board of Directors. He shall not pay out any of the money of The Club except in such manner and for such purposes as shall be approved by the Board of Directors. At each meeting of the Board of Directors, he shall make a statement of the financial condition of The Club, and at the January meeting of The Club he shall submit a detailed report of the financial condition

of The Club for the preceding year. The Treasurer shall provide interim financial information at each meeting of the membership and shall be responsible for providing all financial information required by the tax return preparer each year to prepare the federal and state income tax return. He shall also sign the tax return on behalf of the Club for the year served as treasurer, so long as this person remains a member of the club. In the event he is no longer a member of the club or unable to sign it, then any other officer may sign the tax return.

#### **(F) Trap House Manager**

**Section 1:** A Trap House Manager position is created as part of the Bylaw changes. The Trap House Manager is appointed by the board of directors and has no defined term of office. (A change can be made at any time.)

**Section 2:** The Trap House Manager and Trap Committee shall propose fees with approval by the Board. Policies or rules regarding use of the facility at the time the Bylaws are amended shall be in effect until such time as the Trap Committee proposes new policies and rules that must be approved by the majority of the current members present at any membership meeting.

**Section 3:** The Trap House Manager shall make a financial report at each club meeting. The Trap House shall have its own checking account and normal operating expenses shall be paid from this checking account, such as utilities, clay targets, ammunition, concessions & shooting sport accessories. Revenues will be generated from shooting games, concessions, resale of ammunition, and the sale of accessories, to outside usage by club members, other items may be available for sale in conjunction with trap shooting, and other revenue generating sources.

**Section 4:** A yearly audit of the Trap House books may be made at the request of the Board of Directors.

**Section 5:** The Trap House Manager, in agreement with the Trap Committee and the board of directors, shall be allowed to hire one or more individuals during each trap shoot to assist with shooting operations payable from the Trap House revenues. The Board of Directors and the membership shall establish the annual salary for Trap House Manager. The stipulated amount will be paid from The Club's treasury or until such time as the Trap House can support these expenses.

**Section 6:** Capital improvements must be approved by the Board of Directors and the majority of the Current members at any meeting of The Club.

**Section 7:** The Trap House Manager shall be appointed by the Board of Directors and be governed ultimately by the board of directors, but will also work under the direction of the trap club committee. The Trap House Manager will be excluded from term limits.

**Section 8:** Examples for cause for removal would be due to: misappropriation of funds, inappropriate conduct, violation of club rules, or not holding trap shoots, not enforcing safety rules and failure to carry out the will of the club, the board of directors and/ or trap club committee. Removal may be brought up by any member and voted on by the Board of Directors at any time. The Trap House Manager, need not be a member and will not be able to serve as on the board of directors of the Club.

## **ARTICLE IX: COMMITTEES**

The Club shall have three standing committees with members selected at the January meeting. The committees shall be: Fishing and Camping Committee; Hunting and Waterfowl Committee; and Trap House Committee. All members of committees must have both good written and verbal communication skills and be able to give of their time and energy. Other committees, standing or otherwise, may be established from time to time as necessary for the conduct of club business. (An application setting out an individuals interest in serving , goals, skills, availability of time is highly encouraged for each position as to allow the selection of the most productive and qualified people on these committees. All committee memberships will be reviewed and approved by the Board not less than annually.

Committee members may be regular members, new- first year probationary members, community leaders "non members" or other interested parties which may or may not be members of the club. (Civic leaders, neighbors, and near by landowners, other trap club managers/ directors, shooting sports leaders, wild life or fish biologists, may have valuables input in keeping a good relationship working). The size of these committees shall be reviewed periodically and the Board of Directors shall approve the chairman.

Club members are discouraged from being on more than one committee as to share responsibilities and get as many members involved with Club activities as possible. Members on probationary status for any other purpose (other than being a new member) will not be allowed to serve on a committee.

The Board of Directors will define the duties of these committees. These Committees will provide a report and input to the Board of Director meetings and for "each membership meeting". They shall prepare a budget for the board to review not less than annually.

## **ARTICLE X: DUES**

Annual membership fees are due January 1 of each year with a grace period just prior to the beginning of the January annual meeting. Any member who shall fail to pay the annual dues by the start of this January meeting shall be dropped from membership and must reapply as a new member and be subject to all appropriate fees and the probation period. Honorary members and those on active duty with the armed forces are the only exemptions. (This payment of dues deadline will keep those who have not paid their dues from voting at the annual meeting and allow those members of the waiting list to be reviewed at the annual meeting for potential membership.)

## **ARTICLE XI: AMENDMENTS**

These Bylaws or Certificate of Incorporation may be amended at any regular meeting, provided that written notice of the proposed amendment(s) have been given to all members by the Secretary or other club officer. Amendments to the Bylaws or Certificate of Incorporation shall require the affirmative vote of two-thirds of the active members present AND by the majority affirmative vote of the quorum of said Board.

**Articles of Amendment to Articles of  
Incorporation of  
The Berthoud Gun Club, Inc.**

**Amendment**

**INDEMNIFICATION (APPROVED 2-27-1996)**

1. Article SIXTH is hereby added to the Articles to read as follows:

SIXTH. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expense (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees\_ actually and reasonably incurred by him in connection with the defense of settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnifications shall be made in respect of any claim, issue or matter as to which misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that , despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding



referred to in the subsections (a) or (b) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made:

- (1) By the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceedings, or
- (2) If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent, legal counsel in a written opinion or
- (3) By the Stockholders.

(e) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in the subsection (d) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall be ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnification may be entitled under any By-Law, agreement, vote of Stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Directors, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any persona who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability arising out of his status as such, whether or not he corporation would have the power to indemnify him against such liability under the provisions of this section.

In all other respects, the Articles of the incorporation shall remain as they were prior to this Amendment being adopted.

This amendment was signed by Jon E. Deines President and Martin Dreith on February 27, 1996.