

**BYLAWS**  
**OF**  
**GREAT FALLS TRAP AND SKEET CLUB, INC.**

**ARTICLE I**

**OFFICE**

The Board of Directors shall designate and the Corporation shall maintain a principal office. The location of the principal office may be changed by the Board of Directors. The Corporation may also have offices in such other places as the Board may from time to time designate.

**ARTICLE II**

**MEMBERSHIP MEETING**

**Section 1. Annual Meeting.** The annual meeting of the members of the Corporation shall be held as designated in Section 4 of this article. The meeting shall be held on the first Wednesday of March of each year. If such day is a legal holiday the meeting shall be on the next business day. This meeting shall be for the election of Directors and for the transaction of such other business as may properly come before it.

**Section 2. Special Meetings.** The President, the Board of Directors, or a petition signed by one-fourth (1/4) of the current members in good standing can request a Special Meeting of the Corporation. The President must call a Special Meeting upon receipt of any completed petition. The petition must have purpose of request as well as the name of the person(s) bringing the purpose forward. The Corporation shall send a notice of the Special Meeting to all members in good standing as designated in Section 3 of this Article. This notice will provide the time, place, date and purpose(s) of the Special Meeting. The notice shall also provide the name(s) of the person calling the special meeting. During any Special Meeting no business other than what was specified in the notice will be addressed.

**Section 3. Notice of Members Meeting.** The Secretary shall give written notice stating the place, day and hour of the meeting, and in the case of a Special Meeting, the purpose(s) for which the meeting is called, which shall be delivered not less than

ten nor more than fifty days before the date of the meeting, either personally, electronically or by mail to each member entitled to vote. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the members at the members address as it appears on the books of the Corporation.

**Section 4. Place of Meeting.** The Board of Directors may designate any place, as the place of meeting for any Annual Meeting or for any Special Meeting called by the Board of Directors. A waiver of notice signed by all directors entitled to vote at a meeting may designate any place, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Corporation.

**Section 5. Quorum.** The members represented in person or by proxy, shall constitute a quorum at a meeting of the members.

**Section 6. Nominations and Voting.**

6 A. Nominations Any nomination for open Directors position will begin 30 days prior to and close 10 days prior to the annual meeting. All nominees names will appear on printed ballot.

6 B. Voting A member of the club in good standing is entitled to vote at a meeting and may vote at such meeting in person or by proxy. Every member shall be entitled to one ballot. Any and all election results to be posted for all members to view. Posting shall include total number of ballots, and number of votes received on each ballot.

**Section 7. Proxies.** At all meetings of members, a member may vote by proxy executed in writing by the member or by the members duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Any proxy is only valid for the specified meeting.

## ARTICLE III

### BOARD OF DIRECTORS

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper.

**Section 2. Number, Tenure, and Qualifications.**

2 A. Number The number of Directors of the Corporation shall be nine (9).

2 B. Tenure Each Director shall hold office for the term of three (3) consecutive years. Three (3) Directors of the Corporation whose term has expired, shall be elected during the annual meeting of the membership and until the Directors successor has been elected and qualified.

2 C. Qualification A Director must be a member of the Corporation and elected by a vote of the membership, by majority of the votes cast during the annual meeting.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held the first Monday of every month at 7:00 PM, unless it falls on Federal/State holiday, meeting will be held the following Monday. The place of the meeting shall be at the principal office of the Corporation or as otherwise designated. Meetings will be held if quorum is present.

**Section 4. Executive Meetings/Sessions.** Executive meetings of the Board of Directors shall be called by Chairman of the Board/President, or by one-third of the Directors. The Secretary shall give notice of time, place and purposes of each executive meeting either personally, electronically or by mail, if possible at least three (3) days prior to meeting to each Director. These sessions may be closed to the general membership.

**Section 5. Quorum.** A simple majority (5) of the members of the Board of Directors shall constitute a quorum for the transaction of business, if less than a quorum, no meeting will be held.

**Section 6. Manner of Acting.** At all meetings of the Board of Directors, each Director shall have one vote. The act of a majority present at a meeting shall be the act of the Board of Directors.

**Section 7. Vacancies.** A vacancy in the Board of Directors shall be deemed to exist in case of death, resignation, or removal of any Director, or if the authorized number of Directors be increased. Any vacancy shall be filled by the Directors in office, though less than a quorum, the replacement to hold office for the remainder of the vacated Directors term. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Directors term of office.

**Section 8. Removals.** A Director may be removed at any time for any reason by membership action taken at a regular or special meeting of the membership.

**Section 9. Resignation.** A Director may resign at any time by delivering written notification thereof to the President or Secretary of the Corporation. Resignation shall become effective upon its acceptance by the Board of Directors, provided, however, that if the Board of Directors has not acted thereon within ten days from the date of its delivery, the resignation shall upon the tenth day be deemed accepted.

**Section 10. Presumption of Assent.** A Director of the Corporation 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 the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file the Directors written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of any action.

**Section 11. Chairman.** The President of the Corporation shall be Chairman of the Board, and the Director shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE IV

### OFFICERS

**Section 1. Number.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be appointed by the majority of the Board of Directors of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary. Each officer shall also be a member of the Board of Directors.

**Section 2. Appointment and Term of Office.** The officers of the Corporation shall be appointed by the Board of Directors and shall be appointed annually. This meeting shall be held after each annual meeting of the membership. If the appointment of the officers is not held at such meeting, such appointment shall be held as soon thereafter as convenient. Each officer shall hold office until the officer's successor has been duly qualified and appointed or until the officer's death, resignation or removal in the manner hereafter provided.

**Section 3. Resignations.** Any officer may resign at any time by delivering a written resignation either to the President or to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

**Section 4. Removal.** Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Any such removal shall require a majority vote of the Board of Directors, exclusive of the officer in question if the member is also a Director.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or if a new office shall be created, such vacancy may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6. President.** The President shall be the chief executive and administrative officer of the Corporation. The President shall preside at all meetings of the members and all meeting of the Directors. The President shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision over the property, business, and affairs of the Corporation and over its officers. The President may appoint officers, agents, or employees other than those appointed by the Board of Directors. The President may sign, execute and deliver in the name of the Corporation powers

of attorney, contracts, bonds and other obligations, and shall perform such other duties as may be prescribed time to time by the Board of Directors or by the Bylaws.

**Section 7. Vice-President.** The Vice-President shall have such powers and perform such duties as may be assigned by the Board of Directors or the President. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. A Vice-President may sign and execute contracts or other obligations pertaining to the regular course of their duties.

**Section 8. Secretary.** The Secretary shall, subject to the direction of the President, keep and post in a timely manner the minutes of all meetings of the membership and of the Board of Directors and, to the extent ordered by the Board of Directors or the President, the minutes of meetings of all committees. The Secretary shall cause notice to be given of meetings of members, of the Board of Directors, and of any committee appointed by the Board. The Secretary shall have custody of the corporate seal and general charge of the records, documents and papers of the Corporation not pertaining to the performance of the duties vested in other officers, which at all reasonable times shall be open to the examination of any Director. The Secretary may sign and execute contracts with the President or the Vice-President in the name of the Corporation and affix the seal of the Corporation thereto. The Secretary shall perform such other duties assigned by the Board of Directors or by the Bylaws. All documents pertaining to the Corporation in the possession of the departing Secretary will be returned immediately to the Corporation.

**Section 9. Treasurer.** The Treasurer shall, subject to the direction of the President, have general custody of the collection and disbursement of funds of the Corporation. The Treasurer shall be responsible for endorsing on behalf of the Corporation for collections of checks, notes, and other obligations and depositing the same to the credit of the Corporation in such bank or banks or depositories as the Board of Directors may designate. The Treasurer is required to complete yearly financial statements and provide a report at the annual meeting. The Treasurer shall perform such other duties as may be assigned by the Board of Directors or by the Bylaws. From the acceptance of these Bylaws by the membership, a

financial audit will be performed prior to the new Treasurer accepting duties of the office.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, 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.

**Section 2. Loans.** No loan or advance shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated, or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances.

**Section 3. Deposits.** All funds of the Corporation not otherwise employed 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, or as may be selected by any officer or agent authorized to do so by the Board of Directors.

**Section 4. Checks and Drafts.** All notes, drafts, acceptances, checks, endorsements and evidence of the indebtedness of the Corporation shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine

## ARTICLE VI

### AMENDMENTS

These Bylaws may be altered, amended, repealed, or new bylaws adopted by a majority of the membership at any regular or special meeting.

**ARTICLE VII**

**FISCAL YEAR**

The fiscal year of the Corporation shall be fixed as the calendar year.

These Bylaws shall be deemed a replacement for the original Bylaws adopted by the Corporation which have been misplaced.

The foregoing Bylaws were adopted by the action of the first meeting of the Board of Directors held by them at Great Falls, Montana, on the \_\_\_\_\_ day of \_\_\_\_\_, 2023 at \_\_\_\_\_ o'clock p.m.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
**Director**

\_\_\_\_\_  
**Secretary- Treasurer**



**Addendum- to Article III**

**Section 2. Number, Tenure, and Qualifications**

Section 2 B. Tenure

This addendum is to quantify the current rotation of the Directors. Term ending:

2023: Bill Sowa, Mike Blackhall, Jim Burman

2024: Danny Engel, Willy Strong, Mary Jacobsen

2025: Mike Houseman, Terry Jacobsen, Gail Cook

This addendum shall expire after the annual meeting in 2025.