

BY-LAWS
OF
THE COLORADO STATE
TRAPSHOOTING ASSOCIATION

Reprinted August 2015

ARTICLE I. OFFICES

The principal office of the corporation in the State of Colorado shall be located in the City of Parachute, County of Garfield. 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 corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado may be, but need not be, identical with the principal office in the State of Colorado. The registered office shall be located at 61 Holly Way, Parachute, Colorado 81635, City of Parachute, County of Garfield and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. CLUB MEMBERSHIP

Qualifications for club membership shall be that the club applying shall own or lease the grounds, facilities, and equipment consisting of at least two traps conforming to the Amateur Trapshooting Association (hereinafter referred to as ATA) rules and regulations in regard thereto, and shall hold at least one ATA registered shoot a year. Failure to hold one registered shoot in one calendar year without reasonable cause shall result in automatic expulsion as a member club from this corporation.

Section 2. INDIVIDUAL MEMBERSHIP

Qualifications for individual membership shall be that the individual applying for membership in this corporation shall be a resident of the State of Colorado and shall pay all dues required by this corporation.

A member of this corporation shall have the privilege of shooting at all registered shoots in the State of Colorado.

Any club or individual that becomes a member of this corporation shall be subject to all rules, regulations, and by-laws of this corporation.

The member clubs and individual members shall pay such dues as shall be required from time to time by the by-laws of this corporation.

Life memberships in the CSTA shall be available for purchase to all members.

Section 3. SUSPENSION AND EXPULSION OF MEMBERS

The executive committee shall have the power to suspend any member or member club of this corporation for cause. Charges against the accused must be in writing, and a copy of the charge or charges must be furnished to the member or member club so charged by mailing it to the club or individual at least ten (10) days prior to any action being taken thereon by the committee.

Upon majority vote of the committee, the club or person so charged may be suspended or expelled for a period of time to be determined by the committee.

Section 4. RESIGNATION

Any member or member club may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member or member club so resigning of the obligation of paying any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. REINSTATEMENT

On written request signed by a former member or the President of a former member club and filed with the Secretary-Treasurer, the Board of Directors by the affirmative vote of two-thirds of the members of the Board may reinstate such former member or member club to membership on such terms as the Board of Directors may deem appropriate.

Section 6. TRANSFER OF MEMBERSHIP

Membership in this corporation is not transferrable or assignable.

Section 7. ANNUAL MEETINGS OF MEMBERS

The annual meeting of the members is to be held during the State Shoot each year. Time of the annual meeting will be determined at the program meeting of the directors. The meeting is to be held in the city holding the State Shoot. The annual meeting is to be held on the grounds of the club hosting the State Shoot for the purpose of electing an ATA delegate and an alternate ATA delegate, and the transaction of any other business properly brought before the meeting.

Section 8. ANNUAL STATE SHOOT

The annual State Shoot of this corporation is to be held during the week ending on the third Sunday of June. The date and place of the annual Colorado zone shoot as well as all other matters pertinent thereto shall be determined at the program meeting of the Directors.

Section 9. ZONE QUALIFYING SHOOT

Qualifying Shoots. To hold such a shoot a member club must have a sufficient number of traps. Such member club shall not be entitled to hold another zone qualifying shoot until all qualifying member clubs within that zone have had their turn as host club. The member clubs in each zone shall decide upon the rotation of their zone qualifying shoots.

ARTICLE III. BOARD OF DIRECTORS

Section 1. GENERAL POWERS AND DUTIES

Subject to the limitations contained herein all of the powers of this corporation shall be vested in and exercised by or under the authority of the Board of Directors and the business and affairs of the corporation shall be conducted and controlled by such Board. The foregoing general grant of power to the Board of Directors shall not be deemed to be curtailed or restricted by other provisions of these Articles that declare the power or impose the duty of the Board of Directors in any specific manner.

The Board of Directors shall delegate, to the extent that it considers necessary, any of its authority to manage, control, and conduct the current business of this corporation to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the Board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible to the members for the proper performance of their respective duties.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS

All member clubs in good standing with this corporation shall appoint or elect at the club's option, one member of their club to serve as a Director of this corporation for a period of one (1) year. The member selected or elected to serve as a Director of this corporation for the ensuing year shall be selected or elected 45 days prior to the State Shoot each year and notice of the selection or election of the member to the Board of Directors shall be certified to the Secretary of this corporation no later than 30 days prior to the State Shoot each year. Any Director selected by any club shall not be entitled to a voice or a vote in the affairs of this corporation as hereinafter provided until such time as there is on file with the Secretary of this corporation a written document signed by the President or Vice-President attested by the Secretary or Assistant Secretary of said club certifying the appointment or election of the Director of said club.

An at-large delegate and an alternate will be elected by the shooters (not a club director or owner) from each of the five zones in the state. The shooters representative will have one vote each. The shooters representative will have the same responsibilities and capabilities as a Director. The representative will attend all meetings and participate in the meeting agenda.

Shooters representative and alternate will be nominated and voted on at each zone's Zone Qualifying shoot. The zone vice-president will be responsible for contracting the secretary of the state association with the name and address of the representative and alternate. The term of office for each representative and alternate will be one year. The purpose of the representative will be a line of communication open to CSTA members as to the proceedings and rules of the state association. Also, to bring to the meetings shooters ideas and needs for possible review by the other delegates.

In the event a Director is elected to serve as Vice President of his/her Zone or in the event of the inability of said Director to fulfill his/her duties, a member club shall be entitled to an alternate Director who shall be selected and certified in the same manner as the Director who is being replaced. In the event a shooter representative is elected to serve as Vice President of his/her Zone or in the event of the inability of said shooter representative to fulfill his/her duties, the alternate shooter representative will take his/her place.

Section 3. MEETINGS

The annual Board of Directors meeting is to be held Friday evening during the State Shoot each year. The meeting is to be held in the city hosting the State Shoot. The Secretary-Treasurer shall notify all Directors, in writing, regarding the date, time, and place of said meeting 21 days prior to the meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the corporation or such place determined by the CSTA President.

Section 4. PROGRAM MEETING

The President, Board of Directors, and Executive Committee of the corporation during the State Shoot Meeting shall schedule the Zone Meeting, at the Zone shoot or another time and location in the month of September, at an agreed location or by teleconference. Zone VP's would be in charge of scheduling a meeting for their zone. The purpose of this meeting:

- a. Determining and affixing the registered shoot dates for each member club for the ensuing year.
- b. Awarding the State Shoot and State Zone Shoot for the ensuing year.
- c. Determining and affixing the added money to be furnished by this corporation and allocation thereof; the color of the targets to be thrown; the number, approximate costs and trophies to be awarded; the program for the shoots, including costs, printing, and mailing; the price, within reasonable limits, that the clubs hosting the State Shoot and State Zone Shoot shall charge for the targets thrown; and any and all other matters relevant to the State Shoot and State Zone Shoot.

Section 5. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least 15 days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

Section 6. QUORUM

The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 7. BOARD OF DIRECTORS

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these by-laws.

Section 8. VACANCIES

Any vacancy occurring on the Board of Directors shall be filled by the member club. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 9. COMMITTEES

The Board of Directors, by resolution adopted by the majority of the Directors in office may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board of Directors in the management of the corporation; that the designation of such committees and the delegation thereto of authority shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

ARTICLE IV. OFFICERS

Section 1. NUMBER

The officers of the corporation shall consist of a President, Zone Vice-Presidents and Secretary-Treasurer.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. POWER AND DUTY OF OFFICERS

A. President: The President of the corporation shall be the corporation's principal executive officer and shall exercise general supervision and control over all the business and affairs of the corporation. The President shall have the following specific powers and duties:

- (1) to preside at all meetings of the Directors and members.
- (2) To have general and active management of the business of the corporation.
- (3) To see that all orders and resolutions of the Board of Directors are carried into effect.
- (4) To have general superintendence and direction of all the other officers of the corporation and of the agents and employees thereof and to see that their respective duties are properly performed.
- (5) To conduct the business and affairs of the corporation:
 - (a) according to the orders and resolutions of the Board of Directors, and
 - (b) according to his own discretion wherever and whenever it is not expressly limited by such orders and resolutions.
- (6) To report to the Board of Directors all matters which in his/her knowledge should be brought to their attention in the best interest of the corporation.

B. Vice-Presidents:

- (1) The Vice-Presidents shall exercise the powers and perform the functions that may be assigned to any one of them by the President, the Board of Directors, or the executive committee. Any Vice-President when specifically directed by the Board of Directors, shall have the powers, and shall exercise the duties of, the President whenever the President, by reason of illness, disability, or absence, is unable to act.
- (2) Each Vice-President of the corporation shall serve as chairman at any of his/her zone meetings. Each Zone Vice-President shall represent the shooters of his/her zone and shall maintain a line of communication to the CSTA members as to the proceedings and rules of the State association and in such capacity be entitled to one vote in the affairs of the corporation.

C. Secretary-Treasurer

- (1) The Secretary-Treasurer will be the chief administrative officer of this corporation. He/

she will be charged with the preparation and maintenance of the minutes of all meetings, preparation and maintenance of membership rosters, carrying on correspondence and routine matters and other matters in accordance with the decisions of the President, the Board of Directors, and the executive committee. He/she will collect, receive, and bank all funds of the corporation.

(2) The Secretary-Treasurer will be bonded to this corporation in an amount determined by the executive committee.

(3) The Secretary-Treasurer shall serve as a member of the Executive Committee.

Section 3. ELECTION OF OFFICERS.

(1) At the zone qualifying shoot in each of the zones in the state, the shooters will elect the Zone Vice President and Alternate.

(2) The Zone Vice-Presidents will then assemble and elect as President one of the Zone Vice-Presidents or re-elect the currently seated President, who will take office immediately prior to the ensuing annual membership meeting. Election as President will disqualify the person elected President from serving as his or her Zone Vice-President.

(3) The Zone Vice-Presidents, Secretary-Treasurer and President will constitute the executive committee of this corporation. Their term of office will be for one year or until their successors are elected. Any vacancy occurring in the executive committee will be filled by the vote of the members of the Board of Directors in the zone in which the vacancy has occurred. Any vacancy occurring in the office of President of this corporation will be filled by a special meeting of the executive committee electing one of their members as a President to fill the unexpired term. The election to fill a vacancy in the office of the President shall be held immediately after the provisions of paragraph (3) of this section have been carried out. Any vacancy in the office of President must be filled within 60 days after the vacancy occurs. Nothing in this section shall be construed as to prohibiting the President or a Zone Vice-President from seeking subsequent terms in their respective office.

Section 4. REMOVAL OF OFFICERS.

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of any officer or agent shall not of itself create contract rights.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. POWERS AND DUTIES.

The executive committee shall have such powers and perform such duties as the Board of Directors may delegate to it from time to time, including the immediate oversight and management of the business affairs of the corporation, except that the executive committee shall have no power to adopt, amend or repeal the constitution, articles of incorporation or by-laws of this corporation.

The executive committee shall be organized and shall perform its functions as directed by the Board of Directors and shall report periodically to the Board. The committee shall act by a majority of the members thereof and any action duly taken by the executive committee within the course and scope of its authority shall be binding upon the corporation.

Section 2. MEETINGS.

It will be the duty of the President of this corporation to call meetings of the executive committee when in his/her judgment the occasion demands such meeting.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS.

Section 1. CONTRACTS.

The Board of Directors may authorize any officer or officers of the corporation, in addition

to the officers so authorized by these by-laws, to enter into any contract or execute and deliver in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. CHECKS, DRAFTS, OR ORDERS.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such office or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the corporation.

Section 3. DEPOSITS.

All funds of the corporation 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.

Section 4. GIFTS.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

Section 5. BUILDING LOAN FUND LOAN REQUEST

The purpose of a loan request is to provide money to a CSTA member club - two years in good standing with the CSTA - in order for the club to be able to host the state or zone shoot, after improvements are made. The club must maintain membership in CSTA and hold registered shoots. All loan requests shall be presented to the CSTA Board of Directors at any regularly scheduled meeting or special meeting. The executive board shall vote on and act on all requests within thirty (30) days. All requests shall include at least the following information, as well as any additional information the executive board may request. The application shall include a list of existing facilities, a description and cost estimate of facilities to be added, projected increase in revenue due to expansion and the resulting ability to repay the loan, and a three year compiled financial statement. Loans will not exceed \$50,000 (fifty-thousand) to any one club at one time and will be repaid within 7 (seven) years, or less, interest free. In addition to these items, the loan agreement shall include collateral approved by the executive board. At no time shall the Building Fund have a reserve of less than \$30,000 (thirty-thousand).

ARTICLE VII. AMATEUR TRAPSHOOTING DELEGATE

A. The Amateur Trapshooting delegate shall represent the Colorado State Trapshooting Association at the annual meeting of the Amateur Trapshooting Association. He/she shall abide by the decisions and instructions of the Board of Directors where so instructed. The alternate to the delegate shall perform the duties of the delegate in the event of the inability or disability of the delegate of the delegate to attend the annual meeting of the Amateur Trapshooting Association. If the office of delegate has been vacated for any reason before the current term of office as expired, the alternate delegate shall become the delegate and serve out the remaining term of office, and shall assume all duties of the position of delegate and shall represent this corporation. The ATA delegate shall be reimbursed for this reasonable per diem expense including travel for the purposes of attending the annual meeting of the Amateur Trapshooting Association or other meetings that he/she shall be authorized to attend by the Board of Directors of this corporation.

B. The ATA delegate and alternate to the delegate shall be elected at the CSTA State Shoot according to established ATA guidelines.

C. The ATA Delegate's ATA card must have a Colorado address and he/she must be a member in good standing with the Colorado State Trapshooting Association and the Amateur Trapshooting Association (Life Member) for his/her term. If the delegate moves permanently out of the State of Colorado and/or changes his/her residency to another state or is not a member in good standing

with the CSTA and/or ATA, the Board of Directors of the Corporation shall remove the delegate and the alternate to the delegate shall become the delegate and serve out the remaining term in office. If for some reason the alternate to the delegate is unable to assume the responsibilities of delegate, the Executive Committee of the Board of Directors of the Corporation shall elect a qualified person to become the delegate and serve out that term in office.

ARTICLE VIII. COMPENSATION OF OFFICERS

Secretary-Treasurer shall be the only officer who may receive compensation for his/her services. The salary shall be fixed from time to time by the Executive Committee. Normal expenses of the Secretary-Treasurer on behalf of this corporation shall be approved by the Board of Directors. Expenses incurred by any other officer or committee on behalf of the corporation, must have the approval of the Board of Directors. Expenses incurred by the Secretary and authorized by the Board of Directors shall not be considered salary.

ARTICLE IX. REGISTERED SHOOTS

A. The trapshooting rules adopted by the Amateur Trapshooting Association shall govern all trapshooting contests held by this corporation. All club members shall be required to abide by the rules adopted by the Amateur Trapshooting Association. All policies decreed by the Board of Directors of this corporation shall be followed by each club member.

B. The ground fee to be collected by each member club holding a registered shoot shall be as determined by the Board of Directors.

C. The club holding any tournament will forward a financial report of fees collected to the Secretary-Treasurer of the Colorado State Trapshooting Association.

D. A copy of the official's count of a registered shoot will be forwarded to this corporation along with fee monies and any other allied papers at the termination of a registered shoot by the sponsoring club within 15 days following the termination of the shoot.

E. No club in the state will be awarded register dates on the Colorado state shoot and Colorado's zone shoot dates except that club or clubs awarded the annual shoot.

F. (1) If a member club violates the rules governing the holding of registered shoots or failed to remit the fees collected at a registered shoot within 15 days to the Secretary-Treasurer of this corporation, the club in violation shall be automatically suspended from membership in this corporation for a period of one month, and during the period of suspension the Director representing the club in violation shall not be entitled to a vote on the Board of Directors.

(2) If a member club incurs a second violation of the rules governing the holding of registered shoots and submitting the financial report and payment of the moneys due this corporation, the member club in violation will be suspended for six months and will forfeit all privileges of holding registered shoots, and its vote on the Board of Directors. The Board of Directors shall not have the power to reinstate a club in violation before the conclusion of the penalty period.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep correct and complete minutes and books and records of account. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall be September 1 to August 31.

ARTICLE XII. DUES

Section 1. ANNUAL DUES

The Board of Directors shall determine from time to time the amount of the initiation fee, if any, and annual dues paid to the corporation by members and member clubs.

Section 2. PAYMENT OF DUES

Individual membership dues shall be payable in advance on the first day of our fiscal year, each year. Member club dues shall be payable in advance of the program meeting held during the State Zone Shoot of each year.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member or member club is in default in the payment of dues from the beginning of the period for which such dues became payable, his, hers, or their membership may be terminated by the Board of Directors.

ARTICLE XIII. SEAL

The Board of Directors shall provide a corporate seal, in such form as shall be approved by resolution of the Board of Directors. The impression of the seal may be made and attested by the Secretary-Treasurer for the authentication of contracts or other papers requiring the seal.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a 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 XV. AMENDMENT OF BY-LAWS

The by-laws of this corporation may be amended as follows: the proposed change or amendment shall be submitted to the Secretary-Treasurer of the corporation at least 30 days prior to the annual meeting. The Secretary-Treasurer of the corporation shall then notify in writing each member of the Board of Directors at least 21 days prior to the annual meeting or special meeting, stating what change in the by-laws is contemplated. A quorum of the Board of Directors for this purpose shall be 2/3 thereof and 50% plus one of the Directors shall be required to pass such an amendment or alteration.

ARTICLE XVI. PARLIAMENTARY PROCEDURE

The rules of Roberts Rules of Order insofar as they may not be consistent with these by-laws shall be followed at all meetings of this corporation.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being the majority of members of the Board of Directors of the above corporation do hereby assent to the foregoing by-laws and adopt them as the by-laws of this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of September, 2015.

RECORD OF PROCEEDINGS

CERTIFICATION OF BY-LAWS
OF
COLORADO STATE TRAPSHOOTING ASSOCIATION

I hereby certify that the foregoing By-Laws of the Colorado State Trapshooting Association, upon resolution, were adopted and duly signed by the Board of Directors of the Colorado State Trapshooting Association.

Kenneth Seidel, Secretary-Treasurer