

Northern Colorado Rod & Gun Club

Bylaws

Version July 8, 2023



Summary of Changes – 2023

1. Added additional IRS language regarding 501(c)7 Clubs.
2. Aligned Notice of Meetings requirements to State law.
3. Clarified Annual Meeting requirements.
4. Revised Nomination and Election Requirements to allow for electronic voting and expanded the responsibilities of the Nominating Committee and Election Committee (new).

Summary of Changes – 2022

1. Removed “written notice” in Article III, Section 6-H-1 and changed the notification methods
2. Removed “written notice” in Article V, Section 3 and changed the notification methods
3. Added article XI - Indemnification Section
4. Made various numbering, grammatical, spelling, punctuation, and font standardization changes throughout the document

Summary of Changes – 2021

1. Clarify Board positions and terminology as well as responsibilities to align with The Colorado Revised Nonprofit Corporation Act (CRNCA) and Insurance coverage parameters.
2. Various grammar, punctuation, and font standardization changes throughout the document.

Summary of Changes - 2019

1. Clarify eligibility added a way for the Board to reject an application for membership, for cause.
2. Update the procedures for violation notices and responses to include timeframes.

Summary of Changes - 2018

1. Clarify the maximum number of memberships.
2. Offer only Household memberships going forward.
3. Add the required IRS language regarding 501(c)(7) Clubs.
4. Increase the number of guests per year and require them to sign a waiver, agree to follow the Range Safety Rules and wear a badge.
5. Codify the fiscal year of the Club.
6. Remove outdated “trust and surety bond” language.
7. Clarify when Bylaw amendments can be made (e.g., Annual or Special Meetings).
8. Discontinue mailing Bylaws changes to current members or current Bylaws to new members in favor of using the Club’s newsletter and website.
9. Various grammar, punctuation, and font standardization changes throughout the document.

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Article I --- Name

The official name of this organization will be “**Northern Colorado Rod Gun Club, Ltd.**”, hereafter referred to as the “**Club**” a nonprofit organization incorporated in the State of Colorado.

Article II --- Objectives

The objectives of the Club include, but are not limited to:

1. The encouragement of organized rifle, pistol, shotgun and archery shooting among residents of the County of Larimer and nearby locations, with a view towards a better knowledge on the part of such persons of the safe handling and proper care of firearms, as well as improved marksmanship.
2. The encouragement of hunting and fishing and related activities and to further the development of those characteristics of honesty, fellowship and good sportsmanship among its members and the public in general.
3. The promotion and support of conservation programs and wise management of wildlife.
4. To foster understanding by the general public, and especially its non-hunting members, of the need for game management through regulated hunting, and to build a greater rapport between sportsmen and landowners on whose lands we would like to fish and hunt.
5. The promotion of the highest degree of sportsmanship and good fellowship among the membership of the Club, and the prevention of unsportsmanlike conduct.
6. The Club is organized exclusively for one or more of the purposes as specified in Section 501(c)7 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)7 of the Internal Revenue Code.

Article III --- Membership

Section 1. Definitions

- A. The maximum number of Club memberships is 800 households as determined by the Larimer County non-conforming status that was established and documented in a Code Compliance File from 2006.
- B. Membership vacancies will be filled annually after completion of renewal in a method determined by the Board of Directors.
- C. The membership year of the Club will run from the first day of September of each year through the thirty-first day of August of the following year.
- D. Member in Good Standing – is defined as any member having paid the required dues to the end of the current membership year and meets other requirements for membership as specified in these Bylaws.

Section 2. Eligibility

- A. Any person, 18 years of age or older who can legally possess a firearm, may become a member of the Club upon making application for the appropriate type of membership, and after paying all appropriate dues and fees, if any, as currently in effect at the time

such application for membership is made. The Club reserves the right to reject an application for membership by a majority vote of the Board of Directors, for cause.

- B. Any member in good standing with the Club is entitled to renew his or her membership upon payment of all dues and fees as prescribed by the Board of Directors for each membership year.

Section 3. Types of Membership

- A. The Club offers one type of membership -- a **Household membership** is offered to:
 - 1) **Adult** 18 years of age or older who can legally possess a firearm,
 - 2) Their **Spouse** as defined by Colorado law, and
 - 3) Any **children** under 18 years of age and residing in the household.
- B. The adult is designated as the **Regular member** and the spouse is designated as the **Associate member**. Children under the age of 18 must be accompanied by a badged Regular or Associate member at all times while on Club property.
- C. **Badges** are issued to Regular and Associate members who complete a waiver and agree to follow the Range Safety Rules. The Board can set additional requirements for the issuance of badges (e.g., required safety orientations for new members). Badges are non-transferable and must not be shared.
- D. **IRS Designation**. The Club is a 501(c)7 company organized for pleasure, recreation, and other nonprofitable purposes, substantially all the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any member. The Club shall not engage in any activity not permitted to be carried out on by (a) an organization exempt from federal income tax under Section 501(c)7 of the Internal Revenue Code, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- E. **Guest Policy**
 - 1) A Household membership is authorized to bring a total of twelve (12) guests per year with no more than two (2) guests per visit, per badged Regular or Associate member.
 - 2) Regular and Associate members must accompany their guests at all times while on Club property.
 - 3) If only one Regular or Associate member with a badge are present, then only two (2) guests can be brought at one time.
 - 4) If both the Regular and Associate members with badges are present, then four (4) guests can be brought at one time.
 - 5) The Regular or Associate member is responsible for ensuring that guest waivers are completed, range safety rules are followed, and guest badges are worn. Guest badges are non-transferrable and good only for one day. Subsequent visits require a new waiver and badge.
 - 6) Failure to follow the guest policy constitutes a serious safety violation which may result in suspension or expulsion.

Section 4. Rights, Privileges and Responsibilities

- A. Except as otherwise provided in these Bylaws, a **Regular member** will have the right to attend and be heard at all meetings of the Club, compete in any matches or competitions sponsored by the Club for which they otherwise meet eligibility standards, and exercise such other rights and privileges as may accrue to members of this Club.
- B. A **Regular member** will have the right to vote in all matters which are put to a vote of

the membership and will also have the right to hold any office of the Club for which they are otherwise eligible.

- C. An **Associate member** is entitled to all the rights, privileges and responsibilities of the Regular member with the exception of the right to vote on matters concerning the Club or to hold an elected office.
- D. Members must fulfill in good faith the obligations assumed by them in accordance with the current Bylaws of the Club to ensure to all members the rights and benefits of membership.
- E. Members will settle their differences by peaceful means such that peace, security and safety are not jeopardized.
- F. Members will abide by the rules of the Club as set forth in the Bylaws, Standard Operating Procedures, Range Safety Rules, Membership Requirements and actions taken by the Board of Directors on behalf of the Club.
- G. All members of the club are equally responsible for the continued care and maintenance of the range facilities. As such it is expected that one or more members from each Household membership shall participate in at least one scheduled Range Cleanup or Maintenance activity during the year.

Section 5. Voting Membership

The Regular member of a Household membership will be entitled to cast one vote on any matter which may come before any meeting of the Club Membership. All voting will be done in person, electronically, or by mail and not by proxy. Members who are in arrears on any payments to the Club are ineligible to vote. Proxy voting is prohibited.

Section 6. Expiration, Suspension and Expulsion

- A. Membership in the Club will automatically terminate on September 1st, unless renewed.
- B. A member may be suspended or expelled from membership in the Club by a majority vote of the Board of Directors, for cause, which include:
 - 1) Violation of the Bylaws of the Club
 - 2) Violation of Standard Operating Procedures
 - 3) Violation of the Range Safety Rules
 - 4) Intentional damage to Club property
- C. Charges against a member may be brought by any member of the Club in good standing and must be made in writing (email preferred), with supporting documents, if any, attached. Charges should be submitted to the attention of the Vice President.
- D. Upon receipt of the charges, the Vice President will:
 - 1) Schedule a hearing with the Disciplinary Committee within 15 days.
 - 2) Notify the member of the hearing, together with the charges which are thought to merit such action, via email, telephone or certified mail.
 - 3) Chair the hearing and allow the member to confront his/her accusers, examine witnesses, and present evidence bearing on the charges.
- E. At the completion of the hearing, the Disciplinary Committee will either affirm or reject the charges. If the charges are affirmed, the Vice President will add the case to the agenda for the next meeting of the Board of Directors. If the charges are rejected, no further action is required.
- F. At the next meeting of the Board of Directors and after hearing a brief summary from the Vice President on the facts of the case, the Board may suspend or expel the member or

impose some lesser penalty.

- G. The Vice President will notify the member of the Board's decision within 7 days via email, telephone or certified mail.
- H. Any member expelled by the Board of Directors may appeal to the full membership of the Club.
 - 1) Such appeal must be made in writing to the attention of the Secretary who will notify the President. The President will call a special meeting of the Club for the purpose of acting on the appeal. The Secretary will give at least 15 days notice of the special meeting to all members of the Club in good standing, stating the date/time, place and reason for the special meeting. Notice will be provided via email to those members who have provided an email address and via writing to those members who have not provided an email address.
 - 2) At that special meeting, the Secretary will read the original charges and supporting affidavits, read or display accompanying exhibits, and read the portion of the minutes applicable to the charges and hearing of the Board of Directors at which the charges were heard and acted upon.
 - 3) A full hearing will be given the expelled member and the Accuser(s).
 - 4) A vote will be taken by written ballot of the voting members present and a two thirds majority vote will be required to reverse the action of the Board of Directors.

Article IV --- Dues and Fees

- A. Annual dues will be established by the Board of Directors no later than the Board of Directors meeting immediately preceding the Annual Meeting. The dues for the following membership year are to be announced at the Annual Meeting and by mail at the time the membership renewal applications are issued.
- B. Annual dues and fees for current members are due between July 1st and 31st of each year and must be received no later than July 31st of the current year. Current members who fail to meet this deadline will forfeit their membership. New members making initial application for membership must pay dues in the amount of the membership year. The Club does not prorate any dues or fees for any reason.

Article V --- Meetings

Section 1. Annual Meeting

The annual meeting of the Club shall take place in July of each year. The Annual Meeting shall consist of information and reports presented by the Officers of the Club, the Range Master, and the Discipline Chairs. Additional information and reports may be provided at the direction of the President. Dues and fees for the following membership year will be announced at the Annual Meeting. The election of directors shall take place at or prior to the Annual Meeting. If the election takes place prior to the Annual Meeting, the Secretary shall announce the results at the Annual Meeting. The Annual Meeting is open to all members of the Club.

Section 2. General Membership Meetings

General membership meetings of the Club may be held quarterly. Programs of entertainment/education may be held during the conduct of each general membership meeting.

Section 3. Special Meetings

Special meetings of the membership of the Club may be held at any time upon the call of the Board of Directors, or upon demand in writing stating the object of the proposed meeting and signed by not less than 20% of the members entitled to vote. The President of the Club will preside over the opening and closing of the special meeting, but will turn the conduct of the meeting over to the individual(s) calling for the Special Meeting. The time and place of the meeting will be fixed by the Board of Directors. Notice of the time, place, and objective of the special meeting will be given to all officers and members in good standing not less than 15 days prior to the date fixed for the holding of the meeting. Notice will be provided via email to those members who have provided an email address and via writing to those members who have not provided an email address.

Section 4. Quorum

Any and all voting members present at any Annual, Special or General Membership meeting will constitute a quorum.

Section 5. Notice of Meetings

The Club shall notify the members of the place, date, and time of each annual, general membership, or special meeting of members no fewer than 10 days, or if notice is mailed by other than first class or registered mail, no fewer than thirty days, nor more than sixty days before the meeting date. The notice for annual or general membership meetings shall include a description of any matter or matters that must be approved by the members. The notice for special meetings shall include a description of the purpose or purposes for which the meeting is called.

Article VI --- Board of Directors

Section 1. Composition

- A. The Board of Directors shall be members in good standing, elected as provided in this Article from among the members entitled to vote.
- B. The Board of Directors will consist of:
 - 1) A President, Vice President, Secretary, Treasurer, Range Master and three at-large Board Members elected by the membership at, or immediately prior to, the Annual meeting.
 - 2) The Chairperson of each Shooting Discipline as confirmed by the Board of Directors

Section 2. Term of Office

The term of office of a Director will be three years, or until his/her successor is elected and qualified, however, that in the first election of Directors conducted pursuant to these Bylaws, one third of the Directors will be elected to terms of one year, one third will be elected to terms of two years, and one third will be elected to terms of three years. The terms thereafter are arranged so that one third of the board must stand for election each year. Terms start on September 1st.

Section 3. Powers and Duties

- A. The governing body of this Club will be the Board of Directors. The Board of Directors

will have supervision, control, and direction of the affairs of the Club, its committees and publication; will determine its policies or changes therein; will actively prosecute its objectives; and supervise disbursement of its funds.

- B. The Board may adopt such rules and regulations for the conduct of its business as will be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to the Executive Committee.
- C. Board authorization is required for anyone besides the Treasurer to withdraw funds by check and/or electronic draft for the payment of such bills as approved by the Board of Directors.

Section 4. Regular Meetings

The Board of Directors will meet to transact the business of the Club not less than monthly, proper notice being given.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President, or by signed petition of not less than one-third of the Directors, which petition will state the matters to be considered at said meeting. The President will determine the time and place of such special meetings. Special meetings shall be preceded by at least 2 days' notice of the date, time and place of the meeting.

Section 6. Quorum

At all meetings of the Board of Directors, at least 50% of the executive board and at least one board member from the remaining board members will constitute a quorum, for the conducting of business.

Section 7. Proxy Voting

All votes at meetings of the Board of Directors will be cast in person and not in proxy. This does not prohibit the taking of mail, telephone, or email ballots as hereinafter described.

Section 8. Nomination and Election Procedures

- A. The President will appoint with Board confirmation a Nominating Committee of at least three members of the Board of Directors, who are not up for election.
- B. It will be the responsibility of the Nominating Committee to:
 - 1) Contact incumbents and inquire if they want to run again.
 - 2) Publish a newsletter article identifying the open Board positions and encouraging members to run.
 - 3) Receive Board Member interest forms and information from all candidates, including incumbents, and forward them to the Election Committee.
- C. The President will appoint with Board confirmation an Election Committee of at least three members of the Board of Directors, who are not up for election.
- D. It will be the responsibility of the Election Committee to:
 - 1) Develop an Elections Policy for Board approval that provides free and fair elections.
 - 2) Prepare the official ballot utilizing the voting management software approved by the Board.
 - 3) Send paper ballots to members whose email address is not on file.
 - 4) Notify the successful and unsuccessful candidates, the Board of Directors, and the

membership of the election results.

E. Electronic voting shall take place during the first two weeks in June.

F. Directors will be elected by a majority vote of those members entitled to vote.

Section 9. Suspension or Removal of Directors

The Board of Directors may, at its discretion and by affirmative vote of two-thirds of its members, suspend or remove any Director for cause. The vote shall occur at a meeting called for the purpose of removing that Director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of a Director.

Section 10. Vacancies

Vacancies, which occur on the Board of Directors, will be filled by appointment of the President, with the concurrence of the Board, until the next regular election of Directors, at which time an individual may be elected to complete the unexpired term of office.

Section 11. Voting by Mail / Telephone / Email

When authorized by the President, action taken by a mail / telephone / email ballot of the members of the Board of Directors, in which a majority of the Directors, in writing, are in agreement, will constitute a valid action of the Board if reported at the next regular meeting of such Board.

Section 12. Compensation of Directors

No Director will receive any salary. All such persons will be entitled to reimbursement for expenses incurred on behalf of the Club, to the extent the expense is authorized or approved by the Board of Directors.

Article VII --- Executive Committee

Section 1. Composition

The Executive Committee will consist of the President, Vice President, Secretary, Treasurer, and the Range Master.

Section 2. Powers and Duties

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specially reserved to the Board by law or these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. All actions of the Executive Committee will be reported to the Board for ratification at the next regular meeting of the Board.

Section 3. Call of Meetings

There will be no regularly scheduled meetings of the Executive Committee. The executive Committee will meet upon the call of the President, proper notice being given.

Section 4. Quorum

Four members of the Executive Committee will constitute a quorum for the conducting of business.

Article VIII --- Officers

Section 1. Number and Election

The Officers of the Club will consist of a President, Vice President, Secretary and Treasurer elected from and by all the members eligible to vote. The Board of Directors may establish other appointed offices, as it deems necessary to expedite the conduct of the affairs of the Club. The Board of Directors, by majority vote at any regular or special meeting of the Board, will have the power to appoint a member of the Club, in good standing, to fill any of the appointed positions created by the Board, which may include but not be limited to Sergeant-At-Arms, Chief Instructor, Chief Range Safety Officer and Program Chairman.

Section 2. Powers and Duties

A. The President:

- 1) Will serve as Chairperson of the Board of Directors and the Executive Committee and will preside at all meetings thereof and at all meetings of the members.
- 2) Will serve as an ex-officio member of all committees except the Nominating Committee.
- 3) Make all appointments of standing and special committees and the chairpersons thereof, except for Shooting Discipline Committees, subject to confirmation by the Board of Directors.
- 4) At the Annual Meeting of the Club and at such other times as is deemed proper, the President will communicate to the members such matters and make such recommendations to promote the welfare and increase the usefulness of the Club.
- 5) Will perform all such other duties as usually pertain to his office, or which will be assigned by the Board of Directors.

B. The Vice-President:

- 1) Perform the duties of the President in the President's absence, or at the President's request, or in the event of the President's inability or refusal to act.
- 2) In case a vacancy will occur in the office of the President the Vice President will become President and will serve the balance of the term.
- 3) Chair the Disciplinary Committee.
- 4) Will perform all such other duties as will be assigned by the President or the Board of Directors.

C. The Secretary:

- 1) Will attend and keep minutes of all meetings of the Club, the Board of Directors, and the Executive Committee.
- 2) Will see that all notices are given in accordance with the provisions of State law and these Bylaws.
- 3) Notify all members in good standing of special and annual meetings.
- 4) Conduct all official correspondence of the Club and preparation and forwarding of all reports required of the Club.
- 5) Be the custodian of all books, minutes, and records of the Club, except the Treasurer's books of accounts, and the Corporate Seal, and will attest to all official documents and resolutions of the Club.
- 6) The Secretary or their agent will receive all applications for membership in the Club.
- 7) Will be responsible for the collection of all dues, fees, and assessments and will remit the same promptly to the Treasurer, obtaining a receipt therefore.
- 8) Will be responsible for issuing all membership credentials as may be required by

these Bylaws and as directed by the Board of Directors.

- 9) Will be responsible for maintaining an accurate roster of all current members in good standing, including their mailing addresses and such other information as may be required by the Board.
- 10) Will be responsible for renewing Club affiliation annually with National, State and private associations that the Board of Directors or General Membership votes to maintain.

D. The Treasurer:

- 1) Receive, have in charge, and be responsible for all money, bills, notes, bonds, and like property belonging to the Club.
- 2) Will establish and maintain proper accounting standards for the handling of the Club's funds and will be responsible for the keeping of the funds in such banks, other financial institutions, and/or investment media as will be determined by the Board of Directors.
- 3) Will report on the financial condition of the Club at all meetings of the Board of Directors, at the Annual Meeting, and at such other occasions as called upon to do so by the President.
- 4) Be responsible for assisting a firm of Certified Public Accountants selected by the Board of Directors in the conduct of an annual audit/review of the Club's books of account.
- 5) The Treasurer will prepare a statement of financial condition as of the close of each fiscal year, as may be established by the Board of Directors, and will furnish a copy of such statement, together with the certificate of audits, to each member of the Board of Directors.
- 6) At the expiration of his/her term of office, the Treasurer will promptly deliver over to his/her successor all books, money and other property of the Club in his/her charge, or, in the absence of a successor, they will deliver such properties over to the President.
- 7) Will serve as the Chairperson of the Budget and Finance Committee and will perform such other duties as may be assigned by the President or the Board of Directors.
- 8) Withdraw funds by check or electronic draft for the payment of such bills as approved by the Board of Directors.

Section 4. Vacancies

In the event of a vacancy in any office other than President, the vacancy will be filled by majority vote of the Board of Directors.

Section 5. Suspension and Removal

An officer may be suspended or removed from office, for cause, by a two-thirds majority vote of the Board of Directors; provided, however, that no vote on such suspension or removal will be taken until the Secretary will have caused notice to be served upon the accused officer, stating the nature of the charges thought to merit suspension or removal, and giving the accused an opportunity to request a hearing on the charges before the Board. If such a hearing is requested, it will be conducted in the same manner as specified in Article III Section 6 of these Bylaws. Any such suspension or removal from office will have no effect upon the officer's status as a

member of the Club.

Article IX --- Elected and Appointed Positions

Section 1. Elected Positions

A. Range Master:

- 1) Maintains the range facility
- 2) Schedules cleanup days and times
- 3) Schedules subcontractors for Club maintenance and installation projects
- 5) Maintains key and lock access to all Club facilities and equipment to ensure that only legal items are safely stored on site
- 6) Makes sure all materials are inventoried for insurance purposes

B. At-Large:

Unlike other executive board leadership such as a president or treasurer, a member At-Large doesn't have a specific role. A member At-Large serves as a liaison to the general membership. Duties change as defined in organization bylaws or as needed to fulfill board requirements and address overall organizational goals.

Section 2. Appointed Positions

A. The Sergeant-at-Arms:

- 1) Maintain good order and proper decorum at all meetings of the General Membership and Board of Directors.
- 2) Perform other duties as assigned by the President or Board of Directors.

B. The Chief Range Safety Officer:

- 1) Be responsible for the Range Safety Officer program to include education and certification of Range Safety Officers.
- 2) Be responsible for the oversight, coordination, and applicant process for NCRGC Instructor Program and provide monthly reports to the Board of Directors.
- 3) Be responsible for the overall safety of all range facilities, activities, and events.

C. Discipline Chair:

The Discipline Chair is responsible for the administration, organization and safety of their specific discipline events.

Requirements:

- 1) RSO Certified
- 2) Maintain discipline finances providing regular reports to the Treasurer and Board of Directors
- 3) Develop discipline specific SOP's
- 4) Maintain and inventory discipline assets
- 5) Regularly attend monthly Board meetings.

Section 3. Vacancies

In the event of a vacancy in any office other than President, the vacancy will be filled by majority vote of the Board of Directors.

Section 4. Suspension and Removal

An officer may be suspended or removed from office, for cause, by a two-thirds majority vote of the Board of Directors; provided, however, that no vote on such suspension or removal will be taken until the Secretary will have caused notice to be served upon the accused officer, stating the nature of the charges thought to merit suspension or removal, and giving the accused an opportunity to request a hearing on the charges before the Board. If such a hearing is requested, it will be conducted in the same manner as specified in Article III Section 6 of these Bylaws. Any such suspension or removal from office will have no effect upon the officer's status as a member of the Club.

Article X --- Committees

Section 1. Standing Committees

- A. Nominating
- B. Executive
- C. Membership
- D. Disciplinary

Section 2. Special Committees

The President will establish such special committees as is deemed necessary for the conduct of the affairs of the Club and will appoint the members thereof, with the confirmation of the Board of Directors.

Section 3. Reporting Committees

At least once each year, every standing committee will submit a written report through the Secretary of the Club to the Board and will report at such other times as may be requested by the President. Each special committee will report at such time and place as may be specified by the President or the Board of Directors. Committees may also make written reports and recommendations to the Board of Directors of Executive Committee at any regular or special meeting.

Article XI --- Indemnification

Section 1. Obligation to Indemnify

- A. The Club 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; by reason of the fact that the person is or was a director, officer or committee member of the Club; provided the person is or was serving at the request of the Club in such capacity; and provided that the person:
 - 1) acted in good faith, and;
 - 2) in a manner that the person reasonably believed to be in the best interests of the Club, and;
 - 3) with respect to any claimed criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

The determination of any action, suit or proceeding by judgment, order, settlement or 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 reasonably believed to be in the best interests of the Club and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The President will appoint with Board confirmation a Nominating Committee of three members of the Board of Directors. It will be the responsibility of the Nomination Committee to present nominees for all vacancies on the Board of Directors to the voting membership at the Annual Meeting.

- B. Notwithstanding anything in subsection (a) above, unless a court of competent jurisdiction determines that, in view of all circumstances of the case, the person is fairly and reasonably entitled to expenses, no indemnification shall be made:
 - 1) In connection with a proceeding by or in the right of the Club, where the person has been adjudged to be liable to the Club; or
 - 2) In connection with any other proceeding charging that the person received an improper personal benefit, whether or not involving action in an official capacity, the person has been adjudged liable on the basis the person received an improper personal benefit.
- C. To the extent that the person has been wholly successful on the merits in defense of any action, suit or proceeding as described above, the person shall be indemnified against actual and reasonable expenses (including expert witness fees, attorney fees and costs) incurred in connection with the action, suit or proceeding.

Section 2. Determination Required

- A. The Board of Directors shall determine whether the person requesting indemnification has met the applicable standard of conduct set forth above. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of those members of the Board of Directors who were not parties to the action suit or proceeding.
- B. If a quorum cannot be obtained as contemplated above or if a quorum has been obtained and the Board so directs, a determination may be made, at the discretion of the Board, by:
 - 1) independent legal counsel selected by a majority of the full Board; or
 - 2) by the voting members, but voting members who are also at the same time seeking indemnification may not vote on the determination.

Section 3. Payment in Advance of Final Disposition

The Club shall pay for or reimburse the reasonable expenses as described above in advance of final disposition of the action, suit or proceeding if the person requesting indemnification provides the Board of Directors with:

- A. A written affirmation of that person's good faith belief that he or she has met the standard of conduct described above and;
- B. A written statement that the person shall repay the advance if it is ultimately determined that he or she did not meet the standard of conduct described above.

Section 4. No Limitation of Rights

The indemnification provided in this Article shall not be deemed exclusive of nor a limitation upon any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the Members or disinterested members of the Board of Directors, or otherwise, nor by any rights which are granted pursuant to C.R.S. §38-33.3-101, *et seq.*, and the Colorado Revised Nonprofit Corporation Act, as those statutes may be amended from time to time.

Section 5. Directors and Officers Insurance

The Club shall purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, the manager, committee members, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against the person by virtue of the person's actions on behalf of the Club or at the direction of the Board, whether or not the Club would have the power to indemnify the person against liability under provisions of this Article.

Article XII --- Finance

Section 1. Fiscal Year

The fiscal year of the Club shall be determined by the Board.

Section 2. Budget

With recommendations from the Treasurer and/or Budget and Finance committee, the Board will adopt in advance of the next fiscal period an annual operating budget covering all activities of the Club.

Section 3. Insurance

The Club shall carry General Liability and Directors & Officers insurance at a minimum and any other insurance required by the Board of Directors. The amounts of insurance are to be determined by the Board, and the expense of obtaining said insurance will be borne by the Club.

Section 4. Audit

The accounts of the Club will be audited/reviewed not less often than annually by a Certified Public Accountant selected by the Board of Directors, who will provide a report to the Board.

Article XIII --- Voting

Voting on motions or other business before the General Membership not specifically covered elsewhere in these Bylaws will be governed as follows:

- A. Decisions of the General Membership will be decided by a show of hands or other means as required by the President or other officer presiding over the meeting.
- B. A simple majority of the votes cast is required to pass on the motion or approve the business presently before the membership.

Article XIV --- Parliamentary Rules

Roberts Rules of Order, Newly Revised, or any subsequent revision thereof, will govern the

deliberations at all meetings of members, the Board of Directors, and the Executive Committee, unless specific exceptions are made herein.

Article XV --- Seal

The Club will have a seal bearing the words “Northern Colorado Rod & Gun Club.” The Seal, which is printed upon the title page of these Bylaws, is the corporate seal of this Club.

Article XVI --- Dissolution

- A. The Club will use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds will inure, or be distributed, to the members of the Club.
- B. Upon dissolution of the Club, after the payment of all indebtedness of the Club, including unpaid loan capital however evidenced any funds remaining will be distributed as provided in the Articles of Incorporation of the Northern Colorado Rod and Gun Club, Ltd. as filed with the Secretary of State for Colorado.

Article XVII --- Bylaw Amendments

- A. These Bylaws may be amended or replaced by a majority vote of the members entitled to vote and present at any Annual or Special Meeting of the Club duly called and regularly held, notice of such proposed changes having been sent in writing to the members entitled to vote thereon.
- B. An amendment can be proposed by the Board of Directors on its own initiative or by petition by any member entitled to vote addressed to the Board and received not less than sixty days prior to any Annual or Special Meeting. The Board will present all such proposed amendments to the membership with or without recommendation. The Secretary will post the amended Bylaws on the Club’s website.

Certification

I hereby certify that these Bylaws were properly ratified and adopted by the Club this 8th day of July in the year 2023.

//Signed//
Brian Holder
NCRGC President

//Signed//
Gary Caldwell
NCRGC Secretary