

# **Great Falls Shooting SportsComplex**

## **By Laws**

### **ARTICLE I - NAME**

The name of this organization shall be Great Falls Shooting Sports Complex, Inc., a corporation, and shall be termed herein as Complex.

### **ARTICLE II – MISSION STATEMENT**

1. To educate and train citizens in the safe and efficient handling of recreational firearms.
2. To promote social welfare and public safety, law and order and the ownership and use of firearms by citizens of good repute.
3. To protect and defend the Constitution of the United States, the Constitution and laws of the State of Montana, and the rights of citizens.
4. To foster and promote the advancement of amateur shooting sports competitions along with firearms safety and marksmanship training.
5. Provide a gathering place for people to enjoy recreational shooting and a place for the sportsmen and women to sight in their recreational firearms.
6. To serve local law enforcement agencies and national defense groups by providing a venue for firearms training and required qualifications.
7. To lend support to and assist in promoting hunter education.
8. To promote sportsmanship and enhance those characteristics that good citizens possess: honesty, good fellowship, self-discipline, team play, self-reliance, and an understanding and appreciation of sports, recreation, the arts, and culture in a modern society.

### **ARTICLE III - MEMBERSHIP**

Membership of this organization shall be open to anyone, without regard or discrimination, with the following qualifications:

- A. Annual or lifetime members must be 18 years of age.
  - B. A member must never have been convicted of a felony or adjudicated as mentally ill or mentally disabled.
1. The membership of the Complex shall be:
    - A. Individual Annual- a member who pays annual dues as set by the Board He/She is entitled to 1(one) vote.
    - B. Associate Annual- a spouse or a minor child of a member, who pays dues as set by the Board. He/She has no vote.
    - C. Charter/Life- a member who pays a lifetime/charter member fee as set by the Board. He/She is entitled to 1(one) vote.
    - D. Voting of the General Membership is limited to Bylaws or Amendments and Election/Suspension of Directors.

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## ARTICLE IV - DUES

1. Dues shall be established by the Board of Directors at the annual meeting. Dues shall become payable on or before January 1st. No member in arrears in the payment of dues shall be eligible to vote at any annual or special meetings. Dues, once paid, are non-refundable.

## ARTICLE V - MEMBERSHIP MEETINGS

1. Annual Meeting: The annual meeting and election of club officers shall be held the second Tuesday of January. If the annual meeting cannot take place at that time, it shall be held within a reasonable time thereafter. The officers shall hold over until their successors have been elected and qualified.
2. General Membership meetings: General membership meetings shall be held quarterly, on the second Tuesday, in the months of January, April, July and October, and at a location to be designated by the President.
3. Special Meetings: A special meeting of the Complex may be held at any time on the call of the President, or on the call of a majority of the Board of Directors; or on demand in writing, stating the object of the proposed meeting, and signed by not less than one-fifth of the members in good standing. Notice of the time, place and object of any special meeting shall be forwarded, in writing and by the U.S. Mail, by the Secretary to all officers and members not less than ten days prior to the date of the meeting.
4. A quorum of the membership of the Complex shall be **any members in goodstanding, who are in attendance.**

## ARTICLE VI - BOARD OF DIRECTORS

1. The Board of Directors shall consist of the President, Vice-President, Executive Range Officer, Range Officer and 3 members who are Directors at Large. All such directors shall be elected at the annual meeting of the membership. Each Director shall be elected for a two (2) year term, with the exception of the first election in which, three(3) Directors will be elected for one(1) year term, in order to begin the staggering of Director terms of office. The Secretary and the Treasurer shall be appointed by the Board.
2. Except as provided herein, the property and business affairs of the Complex shall be controlled and managed by the Board of Directors. The Directors shall act only as a Board; the individual Directors shall have no authority except as provided herein. It shall be the duty of the Board of Directors to report to the membership, at a regular meeting of the Complex members, of expenditures and actions.
3. The meeting of the Directors shall be held as often as the needs of the Complex requires, and may be called by the President or by any Director, by a notice in writing, mailed postage prepaid, 48 hours before the meeting, addressed to each Director at his usual place of business or residence, or delivered to him in hand. Notice of any meeting may be waived in writing.

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4. A majority of the Directors shall constitute a quorum. No meeting shall be held without a quorum present.
5. Any member of the Board of Directors missing three consecutive meetings in the year may be removed according to **ARTICLE X, SECTION 1**
6. Any vacancy of a Directorship may be filled by a majority vote of the remaining members of the Board of Directors. If more than one vacancy exists, a special meeting of the Complex shall be called, and new Directors shall be elected to fill the vacancy until the date of the next annual meeting.
7. The Board of Directors shall establish and publish standing rules, as it deems necessary, in the interests of the complex.
8. Spouses shall not hold an Officer or Director position, concurrently.

### **ARTICLE VII - OFFICERS AND DIRECTORS**

1. The officers of the Complex shall be as defined in **ARTICLE VI, SECTION 1**, herein, all of whom shall be regular members of the Complex. No one person shall hold the offices of Secretary and Treasurer, at the same time, nor shall they be spouses. The officers shall be appointed for a one-year term by the Board of Directors.
2. **PRESIDENT--** The President shall preside at all meetings of the Complex and as Chairman of the Board of Directors. He/she shall be a member ex-officio of all regular and special committees, and shall perform all such duties as usually pertain to his/her office.
3. **VICE-PRESIDENT--** The vice-president shall perform the duties of the President in his/her absence or at his/her request
4. **SECRETARY--** The secretary shall keep accurate records and proceedings of all meetings of the Complex and of the Board of Directors. He/she shall maintain a record of Complex membership, shall conduct the official correspondence of the Complex and have custody of all membership and all correspondence records. He/she will give notice of special meeting of the Complex and shall send such other notices to Complex members as the board of Directors may require. He/she shall perform all duties required of him/her by the State.
5. **TREASURER--** The treasurer shall have custody of all funds and of all contracts and other valuable documents and papers of the Complex. He/she shall receive all money for the Complex and deposit it in such bank as may be specified by the Board of Directors. He/she will make such disbursements as approved by the Board of Directors. The treasurer shall keep accurate records of all money received and disbursed by the Complex. He/she shall attend each regular meeting and make a report of all receipts and disbursements since the last meeting. At the annual meeting of the Complex, the treasurer shall make a full and complete report of the financial transactions of the Complex during the year and the Complex's financial status. At the conclusion of his/ her term of office, he/she shall turn over to his/her successor all money, books, documents, papers and other property of the Complex in his/her possession. The Treasurer shall give such bond as may

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be required by the Board of Directors. The Treasurer, shall also submit the books for independent audit, annually, or upon request of the Board of Directors.

6. RANGE OFFICER-- The Range Officer will act as Safety Officer. He/she will coordinate the Complex's range programs with the Executive Range Officer.
7. EXECUTIVE RANGE OFFICER-- The Executive Range Officer will schedule all matches and range use with the various shooting discipline directors. He/she will keep a calendar of all shooting events so matches will not conflict.
8. CHIEF RANGE INSTRUCTOR--
9. CHIEF EDUCATIONAL COORDINATOR--
10. COMPENSATION - No Officer/Director of the Complex may receive compensation for his/her services to the Complex as such Officer-Director.
11. No director of the complex shall be personally liable to the Corporation for monetary damages for breach of a director's duties to the Complex as a director, provided, however, that this provision shall not eliminate or limit the liability of a director to the extent provided by applicable law (a) for the breach of the director's duty of loyalty to the complex. (b) for any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law or for a transaction from which a director derived an improper personal economic benefit or under MCA 35-2-418 for a director conflict of interest or under MCA 35-2-436 for an unlawful distribution. The Complex shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he is or was a director of the Complex, against reasonable expenses actually incurred by the director in connection with the proceeding. The Complex may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition under the provisions of MCA 35-2-449 and may make application to the Court under MCA 35-2-450 for court-ordered indemnification as necessary under the circumstances.

No amendment to repeal this provision shall apply to or have any effect on the liability or alleged liability of any director of the Complex for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

### **ARTICLE VIII - ELECTIONS**

1. ELECTION PROCEDURE - The President with the approval of the Board of Directors, shall appoint a nominating committee of three members of the Complex at the October meeting who shall submit nominations for directors at the January meeting. Further nominations may be made from the floor during the annual meeting. The election of Directors shall be by individual written secret ballot.
2. In the event said life member or annual member has not been nominated by the nominating committee, he or she may, nonetheless, be eligible for the Board of Directors and any office of this corporation when nominated by the members from the floor at the regular annual meeting or special meeting, provided such member is present at such regular annual meeting or special meeting and agrees to serve if elected, or if not present,

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has agreed in writing to serve if elected. Any annual member nominated from the floor at the regular annual meeting or special meeting for the Board or an officer position must have been an annual member for the three consecutive years prior to being nominated and elected.

### **ARTICLE IX - COMMITTEES**

1. The President, with the approval of the Board of Directors, may appoint standing committees.
2. STANDING COMMITTEES--Shooting Disciplines-- Standing Committees shall include: High Power, Pistol, Shotgun, CMP-Junior Programs, Small-bore, Black Powder, Silhouette, Law Enforcement and any other disciplines the BOD agrees to recognize.
3. STANDING COMMITTEES--Business&Management
  - a. BUILDINGS AND GROUNDS COMMITTEE -- The Buildings and Grounds Committee shall be responsible for preparing and maintaining the master plan for the development and maintenance of the real property of the Complex.
  - b. PUBLICITY COMMITTEE -- The Publicity Committee will be responsible for a program of news releases concerning the Complex activities and for the preparation of a limited advertising program in support of the Membership Committee in periodic membership drives.
  - c. GRANT COMMITTEE -- The Grant Committee will be responsible for coordinating grant proposals between all of the separate shooting venues and developing grants for the complex.
4. The President may appoint or dissolve, such additional committees as necessary, in the best interests of the Complex, with approval of the Board of Directors.
5. It will be the duty of the chairman of all committees to conduct the business assigned to his/her committee in accordance with the instructions from the Board of Directors and the best interest of the Complex. Where the committee is responsible for the direct receipts or expenditure of Complex funds, the committee shall provide a report of its financial status at least quarterly, to the Complex Board of Directors, and additionally, as required by the Board of Directors. All committees with project requests, shall submit a written proposal to the Board of Directors.

### **ARTICLE X - SUSPENSION OR EXPULSION**

1. Any officer may be removed by a two-thirds affirmative vote of members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least fifteen days notice in writing shall have been given to the officer of the reasons for his/her removal and of the time and place of the special meeting at which such ballot on the removal is to be taken. Prior to such special meeting the Officer shall respond in writing to the Board and shall be given a full hearing.

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2. Any member may be suspended or expelled from the Complex for any cause deemed sufficient by the Board of Directors, by a two-thirds affirmative vote of members of the Board of Directors present at any regular or special meeting. No vote on suspension or expulsion shall be taken unless at least fifteen-day notice, in writing shall have been given to the meeting of the Board of Directors of which such charges will be considered. At such meeting, the member under charges will be accorded a full hearing.
3. Charges against any officer or member may be offered by any member in good standing. They shall be in writing, clearly stating the facts relied upon and accompanied by all affidavits or exhibits, which are used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen days notice of the meeting to each member of the Board of Directors and to the accuser and to the accused. Such notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.
4. RESIGNATION - Any member or officer may resign at any time by submitting a written resignation to the Complex's Secretary. The resignation shall become effective upon receipt.

### **ARTICLE XI - DISSOLUTION**

In the event of dissolution of the Complex, no individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of money and other property or its proceeds, and the balance of money and other property received by the Complex from any source, after payment of all debts and obligations, shall be distributed to the State of Montana, Department of Fish Wildlife and Parks Youth Hunter Safety Program, Region 4, Great Falls, Montana.

### **ARTICLE XII - AMENDMENTS**

1. Amendment to these by-laws must be proposed in writing by any member at a membership or special meeting of the Complex. The amendment shall be voted upon at the next regular meeting of the Complex or at a special meeting called for that purpose. A two-thirds vote of the members present shall be required to adopt the amendment. Notice of the adoption, or rejection, of the amendment shall be printed in the next newsletter.

### **ARTICLE XIII - RULES OF ORDER**

1. Except as otherwise provided in these by-laws, Robert's Rules of Order shall regulate the conduct and procedure at all Complex meetings.

Adopted 1/15/2003 \*\*