

Buffalo Creek Gun Club, Inc.

Bylaws

As Amended and Restated Effective

As of May 17, 2022

ARTICLE I - NAME

The name of this organization shall be the BUFFALO CREEK GUN CLUB, INC. (the “Corporation”)

ARTICLE II - MISSION AND OBJECTIVES

The mission of the Corporation is to teach, aid, advance, encourage and promote the education of all interested persons in the safe and proper handling of firearms.

To further the mission of the Corporation, the objectives of the Corporation are:

To develop the Buffalo Creek Gun Club, Inc., and its shooting facilities through memberships in the Buffalo Creek Gun Club, Inc., a nonprofit organization which is incorporated under the laws of the State of Colorado.

To encourage organized shooting sports among citizens of the United States utilizing the Buffalo Creek Gun Club facilities, with a view toward a better knowledge on the part of such citizens of the safe shooting, handling and proper care of firearms, as well as improvement in marksmanship.

To encourage the development of those characteristics which are in the foundations of good sportsmanship and true patriotism.

In furtherance of the above objectives, all dues and fees received by the aforesaid corporation shall be set aside for the maintenance, development and operation of the Buffalo Creek Gun Club, Inc. range facilities and the support of the shooting sports.

The Corporation must not take any action that violates its Articles of Incorporation or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

- a) Qualification. Any member of the National Rifle Association (“NRA”) eighteen (“18”) years of age or over who is a legal resident of the United States and who is not prohibited from owning firearms, may become an Annual or Life member by receiving a majority vote of the members present at a General Membership meeting or the directors present at a Board of Directors meeting, and upon subscribing to the following pledge and payment of fees and dues: “I certify that I am a legal resident of the United States of America, a current NRA member and I am not prohibited from owning firearms. I am not a member of any organization or group which has as any part of its program the attempt to overthrow the government of the United States or any of its political subdivisions by force or violence; that I have never been convicted of a crime of violence; and that if admitted to membership, I will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship. I furthermore promise to abide by the rules and Bylaws of the Buffalo Creek Gun Club, Inc.”

- b) Definition: “Member In good Standing” – A member in good standing has both a current NRA membership and has a \$0 balance due prior to the end of February of each calendar year.
- c) Membership classes. Membership in this organization shall consist of:
 - 1. Charter Members (founding members). Charter Members do not pay dues or work bond; are entitled to full club privileges and may vote and hold office, except as outlined in Article VII, paragraph d).
 - 2. Annual Members. Annual Members are required to pay annual dues and fulfill all club obligations and are entitled to full club privileges; may vote and hold office, except as outlined in Article VII, paragraph d).
 - 3. Life Members (members who have paid life dues as set by the Board of Directors). Life Members do not pay annual dues; are entitled to full club privileges; may vote, hold office, except as outlined in Article VII, paragraph d), and are required to fulfill all other club obligations.
 - 4. Endowment Members (Charter Membership endowed by simple majority of the Board). Endowment Membership may be bestowed on a member to give Charter Membership status to Annual or Life Members. The status may also be rescinded by the Board.
 - 5. Associate Members (member’s spouse and/or children under the age of 18 or a member of the Junior Program). Associate Members do not pay dues, may not vote or hold office and generally are not responsible for club obligations except as outlined in club policy.
 - 6. Non-resident Member. Non-resident Memberships may be extended to students, military personnel and other temporary residents of the area, these members may not vote or hold office; their dues and responsibilities will be set by the Board.

For purposes of these Bylaws, Charter, Annual, Life and Endowment members shall be collectively referred to as “voting members.”

- d) Privileges of Voting Members. Each voting member, in good standing, may be elected as a director, hold office, make motions, and participate in meetings of the members. Each voting member, in good standing, who is not currently suspended or expelled is entitled to one (1) vote. Member approval is required for the following actions:
 - 1. Amendment or restatement of the Articles of Incorporation or Bylaws
 - 2. Election of the Board of Directors
 - 3. Merger, conversion, consolidation, reorganization or dissolution of the Corporation; and
 - 4. Any change in the purpose or objectives of the Corporation.
- e) Record date.
 - 1. For the purpose of determining the voting members entitled to notice of a meeting, the Board of Directors may fix a future date as such a record date and if no such record date is fixed, voting members in good standing at the close of business on the business day preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting.

2. For the purpose of determining the voting members entitled to vote at a meeting, the Board of Directors may fix a future date as such a record date and if no such record date is fixed, voting members in good standing on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.
3. For the purpose of determining the voting members entitled to exercise any rights with respect to any other lawful action, the Board of Directors may fix a future date as the record date, and if no such record date is fixed, voting members in good standing at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.
4. A record date may not be more than seventy (70) days before the meeting or action requiring a determination of voting members occurs.
5. A determination of members entitled to notice of or to vote at a member meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting.
6. If a court orders a member meeting adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, it may provide that the original record date for notice or voting continues in effect or it may fix a new record date for notice or voting.

ARTICLE IV - DUES AND FEES

Members must pay dues and fees as set by the Board of Directors. No member whose dues are in arrears shall enjoy any of benefits or privileges of this organization including, but not limited to, voting rights. Members whose dues are six months in arrears will be dropped from the membership roster. All dues and fees are due at the beginning of each calendar year and are considered "in arrears" if not paid by the end of February each year. Dues and fees will not be refunded for any reason, including the termination of membership.

ARTICLE V - MEETINGS, NOTICE AND ACTION WITHOUT A MEETING

a) Types of Meetings.

1. **Annual Meeting.** The annual meeting of members of the Corporation shall be held at such time, place or manner as fixed by the Board of Directors. The annual meeting of the members must be for the purpose of electing members of the Board of Directors and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting of the members does not affect the validity of any corporate action. Notice of the annual meeting must be given to members pursuant to the procedures set forth in Article V, paragraph (d).
2. **Board Meeting.** The regular business meeting of the Corporation for the transaction of ordinary business shall be held at such time, place or manner as established by the Board of Directors.
3. **General Membership Meeting.** The regular meeting of members shall be held at such time, place or manner as established by the Board of Directors.

4. Special meetings. A special meeting of the members may be held at any time and upon call of the President or by a quorum of the Board of Directors, or upon written demand signed by not less than one-third (1/3) of the voting members in good standing stating the object of the proposed meeting. Notice of the time and place and object of any special meeting must be given to all officers and all voting members in good standing, not less than ten (10) days prior to the date fixed for the holding of the meeting in accordance with the procedures set forth in Article V, paragraph (d). The place of such meeting shall be fixed by the Board of Directors.
- b) Telephonic Participation. The Board of Directors may permit any member or director to participate in a meeting of the members or a meeting of the Board of Directors through the use of any means of communication by which all members or directors, as applicable, participating in the meeting can hear each other during the meeting. A member or director participating in a meeting in this manner is deemed to be present in person at the meeting.
- c) Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or members, as applicable, or any other action which may be taken at a meeting of the Board of Directors or members, as applicable, may be taken without a meeting if each director or member, as applicable, agrees and consents to such action in writing. The record date for determining voting members entitled to be given notice of the action so taken is the date when the Corporation receives the first writing describing and consenting to the action. The action shall be effective only if the Corporation receives writings signed by each director or voting member that describe the action within sixty (60) days after the date when the Corporation receives the earliest dated writing describing and consenting to the action. Any such writings may be received by electronic mail, facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to affect the action is received by the Corporation unless the writings set forth a different date. Any director or member, as applicable, who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to affect the action is received. All such actions shall have the same effect as action taken at a meeting.
- d) Notice. Notice shall be given to each director or voting member in good standing, as applicable, at least ten (10) days prior to the meeting unless notice is sent by ground mail other than first class or registered mail. If notice is sent by ground mail other than by first class or registered mail, notice must be given at least thirty (30), but no more than sixty (60), days prior to the meeting. Notice must be given in writing by ground mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. Notice must include the date, time, place and purpose of any meeting for which notice is required, as well as a description of any matter that a member intends to raise at the meeting, provided that a member in good standing requests that the President or Secretary include such matter in the notice at least ten (10) days prior to the date when the Corporation gives notice of the meeting. If sent by ground mail, such notice shall be deemed received and to be effective on the earlier of (a) five days after such notice is deposited in the mail, properly addressed, with first class postage prepaid; or (b) the date shown on the return receipt, if sent by registered or certified mail return receipt requested, provided that the return receipt is signed by the member to whom the notice is addressed. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the Corporation. If a member has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by ground mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

- e) Waiver of Notice. A director or member may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director or member, as applicable. Such waiver must be delivered to the corporate Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director or member's attendance at or participation in a meeting waives any required notice to the director or member, of the meeting unless at the beginning of the meeting, or promptly upon the director or member's later arrival, the director or member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

- a) Governance. The governing body of the Corporation shall be composed of:
 - 1. A Board of Directors elected from the members. There will be nine(9) Directors elected for a term of three (3) years. Directors may be elected for successive terms. No more than three (3) directors may be voted on each year, except as necessitated by resignations or unforeseen vacancies.
 - 2. An extended management board consisting of members appointed by the Board of Directors to perform those duties and represent those interests deemed necessary for the operation of the Corporation ranges.
 - 3. One or more committees, advisory boards, auxiliaries, or other bodies of any kind established by the Board of Directors with such rules of procedure as the board may provide. Such committees may provide such advice, service and assistance as requested, but may not exercise any power or authority reserved to the Board of Directors.
- b) Qualifications. Election to the Board of Directors will be restricted to those members meeting the following criteria: (the Board of Directors may waive the below criteria in special circumstances)
 - 1. must have been a member of BCGC for a minimum of three (3) years
 - 2. must be a member in good standing of BCGC
- c) Election of the Board of Directors. Directors will be elected by the Members at each annual meeting of the Members. Nominees for the Board of Directors shall be nominated by a committee appointed by the President, with additional nominations from the members present at the annual meeting. The nominating committee shall nominate at least one member to fill each vacancy.

A director continues to serve until the director's successor is elected. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term.

Any vacancy in the Board of Directors that occurs between annual meetings will be filled by the remaining directors then serving. A director elected to fill a vacancy will be elected to fill in until the next annual meeting, where the members can then elect an additional Board member to complete the vacated term.
- d) Officers. The directors shall annually elect from among themselves a President, Vice President, Secretary, Treasurer, Executive Officer, Range Officer, Membership Officer, Training Officer, and

Board Member at Large.

The officers will be elected at the annual meeting. All officers of the Corporation shall be elected by the Board of Directors and shall hold office until the first of the following occurs: a successor shall have been duly appointed and qualified; death; resignation; or removal from office.

- e) Resignation. A director or officer, as applicable, may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A director or officer, as applicable, who resigns may deliver a statement to that effect to the Colorado Secretary of State.

ARTICLE VII - DUTIES OF THE DIRECTORS AND OFFICERS

- a) Standard of Conduct for Directors and Officers. Each director must perform his or her duties as a director and officer, including without limitation his or her duties as a member of any committee of the Board, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer will not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer will not be liable to the Corporation or its members for any action the director takes or omits to take as a director or officer if, in connection with such action or omission, the director performs such duties in compliance with this Section.
- b) The designated persons on whom a director or officer is entitled to rely are: (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board of Directors on which the director or officer does not serve if the director or officer reasonably believes the committee merits confidence.
- c) Conflicts of Interest. In the event of a conflict of interest or a potential conflict of interest, the Board of Directors must comply with Conflict-of-Interest Policy adopted by the Board of Directors.
- d) No BCGC member may hold a position on the Board of Directors or a committee position where the member's immediate family member serves.
- e) Officer Powers and Duties. The officers of the Corporation must exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.
 1. The President or his or her designee(s) will preside at all meetings of the organization and all meetings of the Board of Directors. The President or his or her designee(s) will be a member of all regular and special committees and will have such powers and duties as usually pertain to the office.
 2. The Vice President will perform the duties of the President in his/her absence or at his or her request.

3. The Secretary or his or her designee will notify the Board of Directors of all directors' meetings and must notify all members of meetings as required by Article V. The Secretary or his or her designee will keep a true record of all meetings of the Board of Directors and of the membership and shall have custody of the books and papers of the organization, except for the Treasurers books of account. The Secretary shall have all records and documents pertaining to the organization placed on the organization's website. (The Board of Directors may vote to restrict some records from the website.)
4. The Treasurer. will have charge of all funds of the organization and must place the same in such bank, banks or financial institutions as approved by the Board of Directors. Such money shall be withdrawn via the appropriate method by the Treasurer and for payment of such bills as have been approved by the Finance Committee or the Board of Directors, except that the Treasurer shall immediately and without action of the Finance Committee or Board of Directors draw checks for membership fees in the NRA and the Colorado State Shooting Association. The Treasurer must keep an accurate record of transactions and must render a detailed report at any meeting of the Board of Directors when requested, and an annual report to the organization membership at the annual meeting.
5. The Executive Officer, with his Board approved assistants, shall have charge of the arranging and conducting of competitions and events. The Executive Officer will also be responsible for the annual compilation of an events calendar and the oversight of any changes or additions to it. He shall be responsible for all money received from said competitions and assure the timely transfer to the club Treasurer along with expense receipts.
6. The Training Officer, with his Board approved assistants, shall have charge of all clinics and training programs. He shall be the point of contact for the Civilian Marksmanship Program (CMP). He shall coordinate the clinics in accordance with rules set forth by the CMP. He shall be responsible for all money received from said clinics and assure the timely transfer to the club Treasurer along with expense receipts.
7. The Membership Officer shall have charge of the collection of membership dues and fees, the tracking of work bond status of members, the processing of new memberships, and the maintenance of a membership list complete with addresses, phone numbers, and member status. The Membership Officer will issue yearly Membership and Range Access Pass cards to members in good standing.
8. The Range Officer, with his Board approved assistants, shall monitor the physical assets of the range and assist in the planning and organization for all maintenance and/or improvement projects to the range.
9. The Board Member at Large shall be responsible for ensuring that the Corporation's insurance policies remain current and sufficient to cover the Corporation's interest as approved by the board. He shall be responsible for those duties assigned this position by the Board of Directors.

ARTICLE VIII – SUSPENSION OR EXPULSION

- a) Director. Any member of the Board of Directors may be removed by a two thirds (2/3) vote of the members present at any special meeting for this purpose. No vote of suspension or expulsion may be taken unless

at least fifteen (15) days' notice in writing has been given to the director that includes the reasons for his or her removal and of the time and place of the special meeting at which such ballot is to be taken. At such special meeting, the director must be given a full hearing, and members of the Board of Directors constituting a quorum of the Board of Directors are required to be present. A suspended or expelled director will not have appeal rights.

- b) Member. Any member may be suspended or expelled from this organization for any cause deemed sufficient by the Board of Directors by a two thirds (2/3) affirmative vote of the Board of Directors. No vote of suspension or expulsion shall be taken unless at least fifteen days' notice in writing has been given to the member that includes the charges and the time and place of the meeting at which such charges will be considered. If a member is suspended or expelled, he or she will also become ineligible to serve as a director or officer, effective as of the date of such suspension or expulsion.
- c) Charges. Charges against any director or member may be referred by any voting member. They must be in writing, clearly stating the facts upon and accompanied by all affidavits or exhibits which are used in their support. Such charges must be filed with the Secretary who will immediately inform the President. The President will call a meeting of the Board of Directors to hear the charge. The Secretary will give at least fifteen (15) days' notice of the meeting to each member or director, as applicable, other than the director or member who is the subject of the charges, and to the accuser and the accused, which notice must be in writing and will include a true copy of the supporting affidavits and exhibits, or a description of exhibits.
- d) Member Appeal Rights. Any member suspended or expelled by the Board of Directors may appeal in writing to the full voting membership of the Corporation. The President will call a special meeting of the Corporation for the purpose of acting on the appeal. The Secretary will give at least fifteen (15) days' notice in writing to all voting members stating the date, time, place and reason for such special meeting. At the special meeting, the Secretary will read the original charges, the supporting affidavits, will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard, and action taken. A full hearing will be given to the accuser and the accused. A vote will be taken by secret ballot of the voting members present. There must be at least one fourth (1/4) of the voting members and the number of members of the Board of Directors that would constitute a quorum at the special meeting. If not, no action will be taken at the special meeting and a statement made by the Board of Directors and a statement made by the appellee will be sent to the entire membership with a ballot to be returned by mail to the Secretary. The unopened ballots will be tabulated at the next regular Board of Directors meeting which the appellee has agreed to attend. A two thirds (2/3) vote is required to reverse the action of the Board of Directors.
- e) Any member of the organization who has been suspended or expelled by the NRA will automatically stand suspended or expelled from the Corporation upon receipt of official notice from the Secretary of the NRA by such member. Member appeal rights will not apply to such suspension or expulsion.
- f) The NRA shall be given a complete report whenever a member of this organization is suspended or expelled, showing charges and action taken.

ARTICLE IX – NONDISCRIMINATION

The BCGC is committed to a policy of fair representation on the board of directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age.

ARTICLE X - QUORUM

- a) Board of Directors. A quorum at all meetings of the Board of Directors shall consist of five board members.
- b) Members. A quorum at all meetings of the members shall consist of one-quarter (1/4) of the Members of the Corporation.
- c) Member Proxies. For purposes of determining a quorum and for purposes of casting a vote, a voting member in good standing may be deemed to be present and to vote if the member grants a signed, written proxy to another voting member in good standing who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.
- d) Board or Member Action. A member who attends a meeting of the members is deemed to have agreed to all actions taken at the meeting, unless the member does one of the following: (i) announces his or her objection to holding the meeting or transacting business at the meeting prior to or at the beginning of the meeting; (ii) votes against or abstains from a vote regarding any specific action at the meeting when it is presented (the dissent or abstention must be included in the minutes). The right of dissent or abstention is not available to a member who votes in favor of the action taken.
- e) The presence of a quorum shall be required for any action of the Board of Directors or members, as applicable, except as otherwise provided in these Bylaws. If, however, such a quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The act of a majority of the members of the directors or members, as applicable, present at a meeting at which a quorum is present will be the act of the directors or members, as applicable.
- f) Compensation and Expenses. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board and/or for special services rendered by any director or member. By resolution of the board, reasonable compensation (based on fair market value) may be allowed for board directors or members providing services or labor beyond the scope of regular service as a member or director.

ARTICLE XI - INDEMNIFICATION

The Corporation must indemnify to the maximum extent permitted by law any person who is or was a director or officer of the Corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was serving another entity as a director or officer, partner, trustee, employee, fiduciary or agent at the Corporation's request. The Corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose,

in some way associated with or connected with the corporation to which the property previously belonged. If this Corporation is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) the assets of the Corporation shall be distributed for one or more exempt purposes under Section 501(c)(3) or to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court for the County in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations as the District Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS

Any proposed amendment to these Bylaws may be introduced by any voting member of the organization at any regular or special meeting called for that purpose. The proposed amendment must be acted upon by the voting membership at a regular or special meeting called for that purpose, or by proxy ballot, providing that a copy of the proposed amendment has been sent to each voting member via electronic means or US Mail, at least fifteen (15) days prior to the meeting. A two thirds (2/3) affirmative vote of the votes cast will be necessary for the adoptions.

ARTICLE XIV - SEAL

The Board of Directors must provide a corporate seal, which will be in the following form:



As Amended 4/75, 1/87, 4/89, 6/05, 12/13, 12/15, and 5/22