

**BYLAWS  
OF  
CODY ARCHERY CLUB, INC.**

---

**ARTICLE 1. OFFICES**

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (Board) may designate. The Corporation may have such other offices, either within or without the State of Wyoming, as the Board may designate or as the business of the Corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

The Corporation shall initially have two classes of members: Individual, and Family. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**2.2 Qualifications for Membership**

Membership shall include any and all persons desiring membership, subject to the following qualifications. Persons having received flagrant hunting violations will not be eligible for membership. Individual members must be fourteen (14) years of age. Persons under fourteen (14) years of age, may be included in a Family Membership.

A member may be elected or appointed to membership by the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

**2.3 Membership Dues**

Every member shall pay dues as follows:

- \$15.00 for yearly Individual Membership
- \$25.00 for yearly Family Membership (includes up to 3 family members)
- \$250.00 for lifetime Individual Memberships

Annual Membership dues shall be paid by the fifteenth (15<sup>th</sup>) of January, for that operating year. Membership dues shall not be pro rated for members joining throughout the year. No refunds shall be given upon termination of membership.

**2.4 Voting Rights**

2.4.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.4.2 Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

## 2.5 Membership Meetings

Membership meetings shall be held the second Monday of each month at 7:00 p.m. for the purpose of transacting such business as may properly come before the meeting. If the day fixed for the monthly meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the monthly meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

The December monthly meeting shall be for the purpose of electing new Directors to serve a one (1) year term beginning the following January.

## 2.6 Place of Meetings

All the December meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Wyoming designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

## 2.7 Special Meetings

The President, the Board, or not less than 51% of the members entitled to vote at such meeting, may call a special meeting of the members for any purpose.

## 2.8 Notice of Special Meetings

The President, the Secretary, or the Board shall cause to be delivered to each member entitled to vote at a special meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 51% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty- five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

## 2.9 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Wyoming law, 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.

## 2.10 Quorum

Seven of the members of the Corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the

members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

#### 2.11 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for all decisions involving expenditures of \$500.00 or more of Corporate funds.

#### 2.12 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

#### 2.13 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

#### 2.14 Meetings by Telephone

Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE 3. BOARD OF DIRECTORS**

#### 3.1 General Powers

The affairs of the Corporation shall be managed by a Board of Directors.

#### 3.2 Number

The Board shall consist of the following: President, Vice President, Secretary, Treasurer, and up to three (3) Range Captains may be appointed by the Board. The Range Captains shall not be officers currently serving the Corporation. The duties of the Range Captains shall be defined by the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that the number of Directors is never less than three (3) and no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### 3.3 Duties

##### 3.3.1 President

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside at all meetings of the members and the Board and to have a prepared agenda for the meeting. A notice of 48 hours shall be given to members before any and all board meetings. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The President shall keep the Corporation abreast of archery related changes and events occurring around the state. To supervise all activities to be organized and to be certain all officers are fulfilling their responsibilities.

### 3.3.2 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. It shall be the duty of the Vice President to fill in for any other officer if for some reason they cannot fulfill their duties. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall be responsible for ensuring that the Corporation is properly insured at its shoots and has protection as a club as a whole. The Vice President shall also be in charge of organizing registration at Corporate shoots, and the Chair Person in charge of the year end awards banquet. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

### 3.3.3 Secretary

The Secretary shall: (a) keep the minutes of meetings of members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class or title of each member and Director; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; (f) prepare all flyers and club mailings for all shoots and special meetings; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

### 3.3.4 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and

securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. The Treasurer shall have registration sheets and cash available at all shoots, and shall balance and keep records of all shoots. The Treasurer shall present the Corporation with a balance sheet of each shoot at the regular general membership meeting that directly follows the shoot date; keep an accurate membership list and member total; send all new members a Membership Packet, which includes a copy of these Bylaws, a membership card for that year, an officer call list and a welcome letter; and shall file any necessary tax forms. The Treasurer shall keep regular Corporate shoot score cards until the balance sheet has been presented and accepted at the regular general membership meeting that directly follows that shoot, after which time they can be destroyed.

### 3.4 Qualifications

Directors shall be members of the Corporation. Only one person from a family shall serve on the board during the same year. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### 3.5 Election of Directors

Directors shall be elected each year in December at the monthly general membership meeting. The election of Directors may be conducted by mail in such manner as the Board of Directors shall determine. A special meeting shall be held prior to the January monthly general membership meeting by the outgoing officers for the benefit of the incoming officer, to prepare them for their first meeting as officers.

### 3.6 Term of Office

With the exception of the prior year President, unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

### 3.7 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the December general membership meeting for the purposes of electing officers and transacting such business as may properly come before the meeting.

### 3.8 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

### 3.9 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board

may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Wyoming as the place for holding any special Board or committee meeting called by them.

### 3.10 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### 3.11 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Wyoming designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### 3.12 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### 3.13 Waiver of Notice

#### 3.13.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Wyoming law, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### 3.13.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 3.14 Quorum

Two Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may

adjourn the meeting from time to time without further notice.

### 3.15 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Wyoming law.

### 3.16 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### 3.17 Action by Board Without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### 3.18 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### 3.19 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

### 3.20 Vacancies

A vacancy in any Director position may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. Until a vacancy is filled, the Vice President shall serve in the vacant position.

### 3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive

reimbursement for expenditures incurred on behalf of the Corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number, Qualifications & Election**

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer each of whom shall be elected in the same manner and at the same time as the election of the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board. Such officers and assistant officers may hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **4.2 Term of Office**

Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next December membership meeting or until his or her successor is elected. Only one person from a family can serve on the board during the same year.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, Vice President, Secretary, Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board. Until a vacancy is filled, the Vice President shall serve in the vacant position.

## **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

### **5.1 Books and Records**

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Members and Board, and any minutes that may be maintained by committees of the Board; records of the name, post office address and class or title of each Member and Director; and such other records as may be necessary or advisable. All books

and records of the Corporation shall be open at any reasonable time to inspection by any Member of three months standing.

#### 5.2 Corporate Finances

All Corporate money collected will be deposited in a single checking account to facilitate easier handling. All checks shall be signed by the President and Treasurer.

#### 5.2 Accounting Year

The accounting year of the Corporation shall be the calendar year, ending December 31st.

#### 5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

### **ARTICLE 6. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office, or a majority of the attending Members at a regular club meeting.

The foregoing Bylaws were adopted by the Board of Directors on the \_\_\_\_\_ day of November 2006.

\_\_\_\_\_  
Secretary

H:\SUNLIGHT ARCHERY\CODY ARCHERY CLUB, INC(Non-Profit)\Cody Archery Club - Bylaws.Draft.wpd