

**BY-LAWS  
OF  
CEDAR HILLS GUN CLUB**

**ARTICLE I  
IDENTIFICATION**

- Section 1. This Corporation, known as CEDAR HILLS GUN CLUB, INC., was incorporated as a non-profit corporation under laws of the State of Idaho.
- Section 2. The purposes of this Corporation are found in the Articles of Incorporation and the Certificate of Amendment to the Articles of Incorporation.
- Section 3. The principle place of business of the Corporation shall be at 702 N. Center Road, Blackfoot, Idaho 83221, or such other address as the Board deems appropriate, and the post office address of the Corporation shall be P.O. Box 1115, Blackfoot, Idaho 83221 and the physical address is 702 N. Center Road, Blackfoot, Idaho 83221
- Section 4. There shall be no capital stock, and, in lieu of stock certificates, a membership certificate shall be issued by the Corporation and the membership list maintained by the Corporation.
- Section 5. The rights and interests of all members of this Corporation shall be equal, and no member shall have, nor acquire a greater interest therein than any other member, except as specified in Article II, Section 7.
- Section 6. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January of each year and end on the 31<sup>st</sup> day of December of the same year.

**ARTICLE II  
THE MEMBERSHIP OF THE CORPORATION**

- Section 1. Membership of the Corporation shall be open to any person who is willing to comply with the By-Laws of this Corporation. Memberships shall be granted in the following manner:
- A. Individuals 19 years of age and older, a membership includes spouse and children 18 years and younger;
  - B. Life memberships as defined by the Board of Directors; and
  - C. Law Enforcement as defined by the Board of Directors.
- Section 2. Corporate membership dues shall be assessed by the Board of Directors for the term of January 1 through December 31 of each year in the last quarter of the previous year. Notice of dues assessment shall be sent to the membership or announced at any Corporation function.

Past members whose memberships have lapsed past the March meeting must reapply as a new member.

Section 3. Application for Membership:

- A. Members shall apply for membership by application on a form prepared by the corporation and approved by the Board of Directors. All applications shall be presented to the general membership. Any member who objects to the applicant will do so to the Board of Directors in writing. The final decision for membership will rest with the Board of Directors.
- B. All members shall pay an initiation fee as determined by the Board of Directors and the membership fee above referred to and shall take the CHGC pledge to-wit:

I believe in the aims and purpose of the CHGC and desire to invest my time and efforts toward those goals. I certify I am a citizen in good repute of the United States of America (see Section 7 of By-Laws), never having been convicted of a crime of violence and that if admitted to membership, I will fulfill the obligations of good sportsmanship and membership. I, the undersigned, hereby request my relatives, my employers or any other person or agency having knowledge of me or my circumstances to divulge such information to the authorized representative of the CHGS in order that my application for membership may be considered insofar as information is pertinent to my application for membership in the CHGC.

Section 4. Any applicant denied membership by the Board of Directors may appeal such denial to the membership as a whole at a meeting set for that purpose by the Board of Directors. At such meeting, the membership can either approve or deny the applicant and a majority vote shall control.

Section 5. Membership shall be continuous upon the payment of the annual dues, provided that there is no suspension or expulsion under Article VIII.

Section 6. Membership shall be evidenced by a membership certificate issued in the name of the member, executed by the Secretary or Treasurer of the Corporation. This membership includes all family members, but only one vote exists per membership.

Section 7. Applicants for membership who reside in Idaho but are citizens of a country other than the United States may obtain an Associate Membership without voting privileges. The membership will be granted on a one year basis, with a vote of a simple majority of the Board of Directors. This membership will be renewable on a yearly basis with a one time initiation fee and standard annual dues.

Section 8. Meetings:

- A. Monthly Meetings: A regular membership meeting shall be at a time and place set by the Board of Directors for transaction of ordinary business and shall normally be held on the first Wednesday of each month.

- B. Annual Meetings: An annual meeting of the Corporation members shall be held the first Wednesday in March of each year or such other time as determined by the majority of the Board of Directors of the Corporation.
- C. Special Meetings: Special meetings of the members of the Corporation may be called at the discretion of the President of the Corporation or upon a majority vote of the Board of Directors upon at least 10 days notice prior to the date of the meeting. All Special Meetings shall include an agenda of items to be discussed, but additional items can be discussed and approved by a majority vote of the members in attendance.

Section 9. Measures up for vote may be passed by a simple majority vote of those members present at any properly called meeting, provided that five percent (5%) of the membership or ten members are present, whichever is less

Section 10. No proxy votes will be allowed at any membership meetings.

Section 11. The order of business at the annual meeting, as so far as is practicable at all other meetings of the members, shall be established by the President and/or the Board of Directors in accordance with the following guidelines:

- A. Silent roll call, if appropriate;
- B. Election of officers;
- C. Annual report of officers and committees;
- D. Unfinished business;
- E. New business; and
- F. Adjournment.

### ARTICLE III THE BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than eleven (11) members unless a fewer number is determined to be in the best interest of the Corporation by the Board of Directors.

Section 2. The Board of directors shall consist of the following:

- 5 members elected by the general membership
- Immediate Past President
- President
- Vice-President
- Secretary
- Treasurer
- Range Warden

- Section 3. All persons elected to the Board of Directors must be 19 years of age and member of the Corporation for at least two (2) years.
- Section 4. Each director elected by the general membership shall hold office for a three year term and until his successor shall be appointed and qualified.
- Section 5. The current President shall be Chairman of the Board of Directors. Should vacancies occur on the Board of Directors, a replacement shall be nominated by the President from the membership of the Corporation and approved by a majority vote of the Board of Directors at a special meeting called for this purpose to serve for the remainder of the term.
- Section 6. Members of the Board of Directors shall receive no compensation for their services, but may be reimbursed for expense incurred upon a majority vote of the Board of Directors.
- Section 7. Should a Director miss two or more consecutive meetings of the Board of Directors without cause, he may be relieved of his duties on the Board by a two-thirds (2/3) majority vote of the board and lose all rights associated with serving on the Board.
- Section 8. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with federal, state and local law, the Articles of Incorporation and these By-Laws, as it may deem advisable for the management and administration and regulation of the business affairs of the Corporation.
- Section 9. The Board of Directors are responsible for all shoots, functions or activities in which corporation facilities are used. The Board of Directors are responsible to collect all monies and proceeds from the shoots, functions or activities. All proceeds and expenses for shoots, functions or activities shall be deposited in the corporation account and paid out of that account by the vote of the majority of the Board of Directors.
- Section 10.
- A. Members of the Board of Directors shall receive at least ten (10) days notice prior to the date of the annual meeting.
  - B. Special meetings: Special meetings of the Board of Directors may be called at the discretion of the president or majority of the Board of Directors. Members of the Board of Directors shall be given at least three (3) days notice prior to the special meeting. All special Board of Directors meetings shall include an agenda of items to be discussed, but additional items can be discussed and approved by a majority vote of a quorum of the Board of Directors.
  - D. Meetings of the Board of Directors shall be held at the clubhouse or place as determined by the president.

- Section 11. At least one-half (1/2) plus one of the members of the Board of Directors must be present to constitute a quorum.
- Section 12. Measures up for a vote may be passed by a simple majority vote of those Directors present, provided a quorum is present.
- Section 13. Proxy and/or absentee votes: any member of the Board of Directors can present his/her vote, input or discussion on all pending issues by written proxy.

#### ARTICLE IV THE OFFICERS OF THE CORPORATION

- Section 1. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Range Warden, all to be elected by the Board of Directors prior to the annual meeting.
- Section 2. The present officers of the Corporation shall serve until the next annual meeting of the membership or until their successors are elected and qualified.
- Section 3. All officers shall hold office for a period of one year or until their successors are elected and qualified.
- Section 4. Duties of the President: The President shall be Chairman of the Board of Directors and shall preside at all meetings of the members and directors of the Corporation, call special meetings and perform all such other duties as a usually incident to the office of a President and as may from time to time be provided by the By-Laws or prescribed by the Board of Directors.
- Section 5. Duties of the Vice President: To perform the duties of the President in the President's absence or disability, and to perform such other duties as may be required by the By-Laws, assigned by the Board of Directors, or as the President may direct. The Vice President shall be responsible for proper maintenance of the entire corporation facilities (ranges).
- Section 6. Duties of the Secretary: The Secretary shall attend and keep in a book provided for that purpose, a written record of meetings of the membership and a complete list of the membership and shall keep and safeguard all the records of the Corporation, and in general perform all the duties incident to the office of a Secretary and such other duties as from time to time may be required by the By-Laws, assigned by the Board of Directors, or as the President may direct.
- Section 7. Duties of the Treasurer: The Treasurer shall keep correct and complete records of account showing accurately at all times, the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies and other valuables which may from time to time come into possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of the Corporation, and shall perform such other duties as required by the By-Laws, assigned by the

Board of Directors, or as the President may direct. All books and records of the Treasurer shall be open at all reasonable times for inspection by membership.

- Section 8. Duties of the Range Warden: The Range Warden shall be responsible to the Board of Directors for the operation and safe use of the entire range, including the indoor range and outdoor facilities. The Range Warden shall be responsible for such other duties as are assigned by the Board of Directors or as the President may direct as required by the By-Laws.
- Section 9. Should vacancies occur among officers of the Corporation, replacement should be appointed by the President from among the membership of the Corporation and approved by the Board of Directors.
- Section 10. No officer of the Corporation shall receive any consideration for services as an officer, but may be reimbursed for expenses incurred.

## **Article V**

### **Notice**

- Section 1. A written notice of all meetings of the members, both regular and special, shall be sent to each member of record at least ten (10) days before each such meeting. Such notice, although required to be sent prior to all meetings, shall not be a prerequisite to the legality of any annual meeting, and the provisions in these By-Laws for the holding of such annual meetings on the day and place herein specified, shall be construed as sufficient call and notice of each such meeting; the written notice of annual meetings herein provided shall be construed as an advisory only, and as a reminder to the member.
- Section 2. Each notice shall set forth the place, including the complete street address and exact location, the date, the hour of the meeting. Each notice of a special meeting shall further set forth each matter to be considered and voted on at the meeting, and shall set forth the name and office of each person making or joining in the call of the meeting and, in the case of a special meeting called as the request of members, a statement that such a meeting has been called at the request of the specified percentage of the members.
- Section 3. It shall be the responsibility of the Secretary or the Assistant Secretary as the case may be to see the proper notice of all meeting are given to the members as provided in these By-Laws. In the case of the inability of such officer to give such notice, then the notice shall be given by or under the direction of any other officer or any director of member appointed for the purpose by the Boards of Directors.
- Section 4. Notice of any meeting shall be mailed by first class mail to each member of record at his or her last postal address as shown by the records of the corporation or by electronic mail at his or her last email address as shown by the records of the corporation, and the giving of the notice shall be deemed complete as each member when the same is deposited in the United States mail or at the time of sending through email. Notices can be incorporated with any calendar of events that the corporation desires to send to members. When any notice is not received by a member because of his or her failure to notify the corporation of a change in postal mailing or email address, or for any other reason beyond the control of the

corporation, such failure shall not affect the sufficiency of a notice to such person.

- Section 5. Waiver of Notice: A waiver in writing signed by a member of the Corporation of notice of a meeting of the members or by a member of the Board of Directors of notice of a meeting of the Board of Directors, whether before or after the time of such meeting, shall be the equivalent to the giving of such notice. Attendance by a member at a meeting of the Corporation or of the Board of Directors shall constitute a waiver of notice of such meeting at any Board meeting.
- Section 6. Notice of any meeting or other Corporation activity, unless otherwise specifically required herein, may be given by oral announcement at any regular membership meeting and/or written notice.

## **ARTICLE VI SPECIAL CORPORATE ACTS**

- Section 1. All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the Corporation for approved expenses shall be paid by the Treasurer and President, as necessary. Both President and Treasurer will be required to sign all checks, etc.
- Section 2. All expenditures for more than \$250.00 must be approved by the Board of Directors at least quarterly, if not sooner, the Board should review and approve all Corporation expenditures. All expenditures for less than \$250.00 must be approved by a Board Member who shall notify the entire Board of Directors of such expenditures at the next Board of Directors meeting.
- Section 3. All deeds, mortgages and other written contracts and agreements to which the Corporation may be a party, shall, unless otherwise required by law, be signed by any two of the following officers and approved by the Board: President, Vice President, Range Warden, Secretary or Treasurer.

## **ARTICLE VII PROPERTY OF THE CORPORATION**

- Section 1. All property purchased, leased or received by the Corporation for corporate purposes shall be owned and held in the name of the Corporation.
- Section 2. All shooting competitions held by the Corporation shall be governed by the rules and regulations of the National Rifle Association of America and/or the rules and regulations of the Corporation and other national recognized shooting organizations approved by the Board of Directors.
- Section 3. All ranges shall be used only in accordance with the rules and regulations as promulgated by the Board of Directors.
- Section 4. The Corporation shall maintain its range sufficient for the needs of the membership and open to public under the direction and control of the Board of Directors. Any member may be assigned to assist in the maintenance and upkeep

of the range. All persons using any range facility shall comply with such rules and direction as the Board of Directors shall enact.

- Section 5. The Board of Directors shall provide such written direction for the operation and maintenance of all corporation facilities taking into consideration all relevant matters which may include, but are not limited to:
- A. Protection of all persons using the facility;
  - B. Protection of the indoor facility;
  - C. Making sure that the operation and use of the facility is in accordance with Corporation liability insurance policy;
  - D. Setting such hours as a usual, normal, and reasonable;
  - E. Charging such fees as are necessary to cover all operating costs. All fees and expenses to use the corporation facility (i.e. shoots, functions, activities, shall be paid to the Corporation and expenditures paid out of the Corporation account pursuant to the Board of Directors approval;
  - F. Making sure that the facility is open only when an authorized adult and Corporation member is present to safeguard the facility and those using the facility;
  - G. Approving and posting such operating rules and guidelines as are necessary to comply with the above;
  - H. Providing sanctions of penalties to persons, Corporation members or other users who violate the rules and guidelines;
  - I. Providing such year-around use so as to maximize the use and operation of the facility taking into consideration these By-Laws and the rules and guidelines adopted by the Board of Directors.
  - J. Assigning such members or arranging for such help so as to properly clean and maintain the facilities.

## **ARTICLE VIII EXPULSION AND IMPEACHMENT**

- Section 1. Any member, officer or Board of Director of the Corporation may be impeached or expelled for cause by a two-third (2/3) vote of all members of the Board of Directors of the Corporation. In order to expel or impeach any officer, Board of Director, or member, the following steps must be followed:
- A. A written notice of intent to expel and/or impeach must be presented to the offending person stating the cause and giving the person the date, time and location of the meeting.



- B. The notice shall be signed by at least one-third (1/3) of the Board of Directors.
- C. Written notice of the meeting to impeach or expel any member, officer, or Board of director shall be given to the general emembrship at least thirty (30) days prior to the date of the meeting by posting on a bulletin board or other conspicuous place at the indoor and/or outdoor ranges.

Section 2. Cause for impeachment and expulsion from the Club may include, but not be limited to the following offenses:

- A. Dishonesty in office, i.e. embezzlement, vandalism, etc.;
- B. Violation of fish and game laws or criminal laws;
- C. Activities against the best interests of the Corporation; and
- D. Violation of range safety rules;

Section 3. The Board of Directors, upon a majority vote, shall have the right to expel any member after an appropriate meeting. All such meetings to expel or impeach a member are open to the general public.

Section 4. Members that are expelled from the Corporation will lose their rights and privileges to the corporation. All membership fees, membership status and privileges will be forfeited, any trophies or awards given by the Corporation will be voided and returned to the Corporation. All corporate property shall be returned to the corporation immediately and forthwith (i.e. targets, keys, etc.)

Section 5. Members who have been expelled may reapply to become a new member of the Corporation using the following steps:

- A. A one (1) year absence from the Corporation shall have elapsed since the person was impeached or expelled;
- B. The applicant shall submit a written request to the Board of Directors;
- C. The Board of Directors shall set a meeting to consider the written request and give notice of the request and meeting date, time and place to the general membership of the Corporation by posting such notice on a bulletin board or other conspicuous place at the range.
- D. At the meeting to consider a written request to reapply as a member, all members shall have the right to present their views.
- E. A two-thirds (2/3) vote of the Board of Directors is needed to approve any written request to reapply for membership.

- F. The granting of a written request to apply for membership following impeachment or expulsion shall not reinstate previous awards given or previous membership status.

## **ARTICLE IX AMENDMENTS**

The By-Laws may be altered, amended or new By-Laws adopted at any regular or special meeting of the Board of Directors of the Corporation, but opened to the general membership call for that purpose, by the affirmative vote of a majority of the Board of Directors. Ten (10) days advance notice in writing of any meeting to alter and/or adopt new By-Laws must be given to the general members of the Corporation who can be present and present their input to the Board of Directors. All notices to the general membership must be given as set forth in these By-Laws.

WHEREFORE, we, the undersigned, being the officers and Board of Directors of the CEDAR HILLS GUN CLUB, INC. do hereby certify that the foregoing are the true, full and correct By-Laws of said Corporation, duly and regularly adopted by the Corporation at a meeting held.

**(This document is a transcription of the signed copy of current by laws; originals of latest approved By-Laws were signed by club officers late 1997 and are on-file with the club treasurer)**