BYLAWS OF

COEUR D'ALENE SKEET AND TRAP CLUB, INC.

AN IDAHO NONPROFIT CORPORATION

AMENDED December 12, 2024

ARTICLE I

OFFICES

1. Principal Office. The principal office of the Coeur d'Alene Skeet and Trap Club, Inc., (hereinafter, Club) in the State of Idaho shall be located at 1869 W. Miles Avenue in the City of Hayden County of Kootenai.
2. Offices. The Club may have such other offices, either within or outside the County of Kootenai, State of Idaho, as the board of directors may determine or as the affairs of the Club may require from time to time.

ARTICLE II

Membership

1. Classes of Membership. The Club shall have two membership classes. The designation of these classes and the qualifications and rights of the members of each class shall be as follows.
2. Annual member: Annual memberships are valid for one calendar year. Annual members are assessed annual dues, which must be paid in accordance with the schedule set forth by the Board of Directors, in order to maintain membership.
   1. Individual Membership is defined as a single shooter.
   2. Family Membership is defined as two or more shooters in a family household including dependent children under the age of 23.

Employee members who qualify for form W-2 will be annual members for the duration of their employment; they will be entitled to all privileges of other members including the right to vote but will not be eligible to serve on the Board of Directors.

1. Life member: A Life membership is valid for the life of a single member and is not transferable. Life members are not required to pay annual dues and shall have all membership rights assigned to dues paying members. Life memberships will be awarded by the Board of Directors for exemplary service or a large financial contribution to the Club as designated by the Board of Directors from time to time.
2. Voting Rights: Annual and Life members of legal age shall be entitled to one vote on each matter submitted to a vote of the members including the election of board members.
3. Suspension or Expulsion of Members at the Request of Other Members. A complaint against any member signed by three other members and filed with the secretary, shall come before the board of directors. The board shall then request an explanation from the accused member, written and/or oral. If the accused member fails to explain or, after fair hearing, is unable to justify his or her conduct, the board of directors may at its sole discretion, with no right of appeal, on a majority vote suspend or expel the accused member from the Club.
4. Suspension or Expulsion of Members at the Request of Management. If the Club Manager becomes aware of infractions of Club bylaws, house rules, or conduct described in this paragraph and is unable to affect a resolution with that member, the Club Manager may file a management complaint with the secretary and directed to the board of directors filed with the secretary for resolution in the same manner as prescribed in Paragraph E. The management complaint will be in written form listing the date, time, specific details of the member's actions or behavior and the names of all parties involved. It shall be the duty of the Manager to suspend on a temporary basis, pending board review, any member whose conduct is not, in the opinion of the Manager in compliance with the rules and spirit of the Club including verbal abuse of a Club employee, board member, member, or guest.
5. The denial of application for membership or suspension or expulsion of an existing member can be at the sole discretion of the Board, with or without cause.
6. Resignation. A member may resign his or her membership by filing written notice with the secretary, but such resignation shall not remove the obligation to pay previously accrued and unpaid dues, assessments or other charges to his or her account.
7. Reinstatement. On written request filed with the secretary a former member may, by the affirmative vote of two-thirds of the board, be reinstated on such terms as the board of directors may deem appropriate.
8. Transfer of Membership: Memberships in the Club, including Life Memberships, are not transferable or assignable.
9. Termination of Membership. Membership will terminate on the death or resignation of a member, on the member's expulsion by the board of directors, or upon non-payment of annual dues. Upon such termination, all membership rights shall cease. .

ARTICLE III

MEETINGS OF MEMBERS

1. Annual Meeting. An annual meeting of the members shall be held in March of each calendar year, subsequent to the year in which these amended bylaws are adopted by the board, at a time and date designated by the board of directors for the purpose of transacting any business as may come before the meeting. The place of meeting, unless otherwise designated by the board of directors, shall be the registered office of the Club in the State of Idaho.
2. Special Meetings. Special meetings of the members may be called by the president a majority of the board of directors, or no less than five percent (5%) of the members having voting rights. The place of meeting, unless otherwise designated by the board of directors, shall be the registered office of the Club in the State of Idaho. The agenda for special meetings of the members will include no more than one item.
3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members, annual or special, shall be delivered, to each member entitled to vote at such meeting, not less than 30 or more than 60 days before the date of such meeting. Notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Club or when said notice is sent electronically to an e-mail address furnished to the Club by the member or when such notice appears in the Club newsletter which is available free of charge to members on the premises of the Club. The board may also choose to post notice of meetings on the premises of the Club or advertise it by other means such as ads in a local newspaper.
4. Quorum. Five percent (5%) of the current membership in person or by proxy shall constitute a quorum.
5. Voting by Mail and Other Means. When directors are to be elected by members, such election may be conducted by mail or 1n any such manner as the board of directors shall determine. Specifically, the board is authorized to create a reasonably secure sign in sheet and ballot box on the premises of the Club facility for voting purposes.

ARTICLE IV

BOARD OF DIRECTORS

1. General Powers. The affairs of the Club shall be managed by a board of directors, all of whom are current members of the Club. The number of directors shall range from five to nine, with three (3) year staggered terms.

To stagger these positions, each director shall occupy a Board “Seat” for the purpose of determining their respective seat and term. The Board will determine which member will occupy a specific seat based on the following:

Year One—Seats 1, 2 & 3

Year Two—Seats 4, 5 & 6

Year Three—Seats 7, 8 & 9

1. Election of Directors. Shall take place prior to the date of the Annual Meeting so that new board members may be announced and take office immediately following that meeting. In order to be listed on the ballot, any member of legal age in good standing for 3-years may run for election to the Board of Directors by delivering to the Club Manager at least ten days prior to the first day of voting a notice stating their intentions and a short biography.  Where a board seat vacancy has occurred during a term, interim board members may be appointed by the Board if a member is of legal age and in is in good standing for 2-years.
2. Regular Meetings. The board of directors shall hold regular meetings monthly at least nine times each calendar year on such dates and at such hours as may, from time to time, be agreed upon. The board of directors may meet without notice at its discretion. The board may go into executive session at any time without notice to discuss matters concerning personnel and contractual or negotiating concerns such as land acquisition, rental agreements and other topics that may be sensitive.
3. Robert's Rules of Order. In general, all meetings of the board and membership shall be conducted according to Robert's Rules of Order enforced at the discretion of the President whose decisions shall be final and binding.

ARTICLE V

OFFICERS

A. Officers. The officers of the Club shall be president, vice-president, secretary, and treasurer all of whom are members of the board of directors. Two or more offices may be held by the same person, except that no one person may simultaneously hold the offices of both president and secretary. and provided that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged, or verified by two or more officers.

B. Election and Term of Office. The officers of the Club shall be elected annually by the board of directors as the first order of business at the first meeting of the board of directors following the annual election. Each officer shall hold office until his or her successor has been elected and qualified.

C. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors by two-thirds vote whenever in its judgment the best interest of the Club would be served thereby.

D. Vacancies. A vacancy in any office, due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors from among its numbers for the unexpired portion of the term at any regular or special meeting of the board by majority vote.

E. President. The president shall be the principal executive officer of the Club and shall, in general, supervise and control all of the business and affairs of the Club. The president shall preside at all meeting of the members and of the board of directors unless he or she designates another director or officer to preside. The president may sign, with the secretary or any other proper officer of the Club authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed except in cases where the signing and execution of such instrument shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Club. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

F. Vice-President. ln the absence of the president or in event of an inability to act, the vice­ president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions placed on the president. The vice-president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

G. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for money due and payable to the Club from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the board of directors, and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. The treasurer shall report income and expenses of the corporation at least on an annual basis and shall ensure that financial reports are filed with appropriate regulatory agencies such as Form 990 to the Internal Revenue Service. All Financial records of the Corporation shall be kept in books belonging to the Corporation.

H. Secretary. The secretary shall keep or cause to be kept the minutes of all meetings of the membership and board of directors in one or more books provided for that purpose and owned by the Corporation; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and keep or cause to be kept a register of the mailing address of each member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

ARTICLE VI

COMMITTEES

A. Committees of Directors. The board of directors may designate committees, each of which shall consist of two or more directors, which committees to the extent provided in the resolution creating them, shall have and shall exercise the authority of the board of directors. The designation of such committees and the delegation of authority to them shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

B. Other Committees. Other committees not having and exercising the authority of the board of directors may be designated by resolution adopted by a majority of the directors in attendance at a meeting. Members of such committees shall be members of the Club appointed by the board.

C. Term of Office. Each member of a committee shall continue to serve in that capacity at the discretion of the board of directors.

D. Chair. One member of each committee shall be appointed by the board of directors to chair the committee.

E. Vacancies. Vacancies in any committee may be filled in the same manner as the original appointments.

F. Quorum. Unless otherwise provided by the board of directors a majority of the whole committee shall constitute a quorum,

G. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VII

CONTRACTS. CHECKS, DEPOSITS, AND FUNDS

A. Contracts. The board of directors may authorize any officer or officers or agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

B. Checks. Drafts, or Order for Payment. All checks, drafts, or orders for the payment of money notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers or agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or vice­ president of the Club.

C. Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the board of directors may select.

D. Gifts. The board of directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Club.

ARTICLE VII

DUES

A. Initiation Fee and Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Club by members.

B. Payment of Dues. Annual dues shall be payable in full of the first day of January through May of each year. Dues for a new member shall be prorated as of June 1 in which such new member applies for membership for the remainder of the calendar year. Full annual dues paid in November or December shall include the following year’s dues.

C. Default and Termination of Membership. When any member shall be in default in the payment of dues, bis or her membership is terminated.

ARTICLE IX

USE OF FACILITIES

A. Any facilities owned or leased by the Club shall be, first and foremost, for the use and enjoyment of members of the Club. Specific authorization by resolution of the board of directors limited as to date, time, and event or function, is required for use of any facility owned or leased by the Club by non-members. Non-members may, at the discretion of management, take part in shooting activities during regular hours of operation.

ARTICLE X

MISCELLANEOUS

A. Books and Records. The Club shall keep correct and complete books and records of account and shall also keep minute of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his or her agent or attorney may inspect all books and records of the Club, for any purpose at any reasonable time.

B. Fiscal Year. The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

C. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Idaho Non -profit Corporation Act, or under the provisions of the articles of incorporation or the bylaws of the Club, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice. A person's presence will also be considered a waiver unless that person's presence is solely for the purpose of objecting to the meeting being held without appropriate notice.

D. It is the stated policy of the Club that employee members may NOT campaign for or against board candidates while on paid Club time (modeled after election poll worker restrictions). If any employee is on days off or NOT on paid Club time, they would be able to give their opinion as any member may. No information from Club records shall be available for polling or campaigning by board members, Club members, employees, or outside parties.

ARTICLE XI

AMENDMENTS

A. Power of Trustees to Amend Bylaws. The bylaws of the Club may be amended, repealed or added to, or new bylaws may be adopted, by a majority resolution of the board of directors or a simple majority of the membership.

As amended this 14th day of October, 2021

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Secretary