

HELENA TRAP CLUB BYLAWS

Adopted February 21, 2023

Having adopted the Amended and Restated Articles of Incorporation dated January 15, 2010, the Directors of the Helena Trap Club held a special organizational meeting on January 21, 2023. At that special meeting, the Members of the Helena Trap Club adopted the following bylaws for the purpose of regulating and managing the affairs of the Club consistent with law and the Amended and Restated Articles of Incorporation. These Bylaws supersede any previously existing Bylaws of the Helena Trap Club.

1. PURPOSE.

A) The purpose of the Helena Trap Club (or hereafter Club) is set forth in its Amended and Restated Articles of Incorporation. The Club shall not be operated for profit, nor shall any part of its income or property of the Club accrue directly, or indirectly, to the personal benefit of any Club member, Director, or Officer except as provided in Sections 2 (c) and Section 7 of these bylaws. Generally, the purpose of the Helena Trap Club is to:

1. Maintain an association of people with a common interest in shooting sports presently limited to shotguns.
2. Provide a public facility for the enjoyable and safe handling and use of firearms.
3. Foster and promote the shooting sports.
4. Support hunter safety, hunting rights under Article IX, §7 of the Montana Constitution, and the rights of individuals to possess firearms under the Second Amendment of the United States Constitution and Article II, §12 of the Montana Constitution.
5. Encourage youth and new shooter firearm safety, training, and proficiency.

2. MEMBERSHIP.

- A) Any individual may become a member of the Club by the individual's purchase of an annual membership card from the Club and payment of the annual dues. Any individual may become a member if there is no reason which would prevent such an individual from becoming a member of the Amateur Trapshooting Association, and the individual agrees to comply with the rules and Bylaws of the Helena Trap Club.
- B) The Secretary shall maintain a membership roll of all members and the number of members attending each annual meeting. Membership shall run from the date of the annual meeting to the following year's annual meeting.
- C) The Board of Directors may, by unanimous vote, authorize the Secretary to issue a special life-time membership, which is forever exempt from the payment of annual dues to a member in recognition of that member's exceptional personal contributions of volunteer time and effort to the Club.

D) The Helena Trap Club shall have one class of membership, with one vote per membership, subject to the restriction in Article Three of the Amended and Restated Articles of Incorporation that only members holding membership in good standing for five years or more shall be qualified to vote on the question of dissolving the Club or sale or lease of real property. The Board of Directors may, however, establish special non-voting Memberships for the purpose of supporting and promoting Club activities.

E) All members:

1. Shall be issued an appropriate card as evidence of membership.
2. Shall have the right to vote in Club elections and other matters properly brought before the Club.
3. Shall have the duty to observe and comply with Club rules and regulation.
4. Shall have the right to use Club facilities and equipment during prescribed hours.
5. Shooters and their guests are considered honorary members for any registered shoot or special event.

F) Any individual may terminate membership at any time in writing to the Secretary of the Club. Any member who terminates membership automatically forfeits any paid Club dues.

G) Any member may be suspended or expelled from the club permanently or for a term of time where the Board of Directors finds by a majority vote of the members of the Board of Directors present at any regular or special meeting that the member has engaged in poor sportsmanship, unsafe firearm practices, or conduct generally unbecoming to continued membership. Any suspension or expulsion shall be documented by a short, written statement by the Board of Directors setting forth the factual basis or allegation for suspension or expulsion. Any member so suspended or expelled by the Board of Directors is entitled to request review of such suspension or expulsion by the membership of the Club within the next regularly scheduled or special meeting of the Club. At such meeting, the member is entitled to present whatever evidence and statements the member wishes the Club to consider. At such meeting, a two-thirds vote of the members present shall be necessary for the suspension or expulsion to be upheld.

H) The annual dues for membership shall be set by a majority vote of the Club at its annual meeting and shall be effective from the annual meeting in which they are adopted until the next annual meeting.

3. MEETINGS.

A) The annual meeting of the Helena Trap Club shall be held during the month of December or January, when called by the President, upon at least seven days notice to the current membership of the Club as posted upon the Club's website, by email,

or general mailing and as posted on the Club bulletin Board at the Club House at 5505 North Montana Avenue, in Helena, Montana.

- B) Special Meetings may be called at any time by the President, Board of Directors, or by the written request of 25% of the general membership. The Board of Directors shall determine any schedule for regular meetings. All such meetings shall be at the Club House at 5505 North Montana Avenue, in Helena, Montana.
- C) Only paid-up members in good standing shall have voting powers, in accordance with, and as limited by the Amended and Restated Articles of Incorporation. However, any number of guests may attend meetings to observe the proceedings.
- D) A quorum for any vote by the general members shall consist of 12 members, without which no business may be legally conducted at any meeting.
- E) All meetings shall be conducted by parliamentary procedure. The order of business at all annual or regular meetings of the members of the Club, unless suspended by a vote of two-thirds of the members present, shall be:
 - 1. Call to Order.
 - 2. Reading of the Minutes of previous meeting.
 - 3. Financial report by Treasurer.
 - a) This report shall include a report of the yearly review of all club finances prepared by an accounting firm. This annual report shall be made a part of the Club's Annual Form 990 to the Internal Revenue Service. The outgoing Treasurer (if not re-elected) shall be responsible for the preparation and filing of this form for the tax year the Treasurer held that office.
 - 4. Report of officers.
 - 5. Report of committees.
 - 6. Election of Directors and Officers (annual meeting only).
 - 7. Unfinished or old business.
 - 8. New business.
 - 9. Announcements.
 - 10. Adjournment.

4. BOARD OF DIRECTORS AND ITS OFFICERS.

- A) The Board of Directors shall consist of ten (10) members, but the Directors may increase this number or decrease it to no less than ten (10) by resolution at any regular meeting.
- B) The Officers of the Helena Trap Club also serve as members of the Board of Directors and shall consist of a President, Vice-President, Secretary, Treasurer, and Field Captain. The President is a non-voting member of the Board except in the case of a tie vote.
- C) The Board of Directors shall appoint the Registered Agent for the Club.

- D) Any Officer or Director shall be elected by a majority vote of the general membership and shall serve for a term of one year or until their successors are elected and qualified. The President shall have served at least one year on the Board of Directors. No individual shall hold more than one office unless so approved by the Board of Directors. All Officers may serve successive terms if duly elected.
- E) All Officers and Directors are expected to be active in the service of the Club by performing such duties as, but not limited to, overseeing the completion of a work project identified by the Board of Directors, serving on at least one special committee, helping with registered shoots, etc.
- F) All Officers and Directors shall be given current copies of the Club's Bylaws and Articles of Incorporation and must know and abide by these documents.
- G) All Officers and Directors are expected to attend regular meetings of the Board of Directors. Any Officer or Director who has three (3) or more unexcused absences from Board meetings in one (1) year may be removed from the Board by a two-thirds majority vote of the Board.
- H) Six members of the Board of Directors [six of the ten Directors] shall constitute a quorum. If there are fewer than 10 Directors on the Board at any time due to vacancies, then a quorum shall be a majority of the currently serving Directors. A quorum may decide any question that comes before the Board of Directors unless otherwise provided in the Bylaws, Articles of Incorporation, or the laws of the State of Montana. If only six Directors, or a minimum quorum of currently serving Directors, are present for any question presented for vote by the Board of Directors, all six, or all of the minimum quorum, must vote in favor of the question before the Board for it to be approved.
- I) Any Officer or Director may be removed by a two-thirds vote of the Board of Directors. Any vacancy may be temporarily filled by the Board of Directors by a majority vote of the remaining members and ratification of that appointment by the general membership at the next meeting by majority vote.

5. DUTIES AND AUTHORITY OF OFFICERS AND DIRECTORS.

- A) The duties of the officers shall be those usually recognized and considered as incident to the office under the laws of the State of Montana relating to non-profit corporations.
- B) The President shall conduct and preside over each regular and special meeting of the Club and is not a voting member of the Board except in the case of a tie vote. The President shall be the principal executive officer of the Club and subject to the control of the Board of Directors shall, in general, supervise and control all day-to-day business and affairs of the Club. The President shall sign with the Secretary or Treasurer or other proper officer of the Club, all deeds, mortgages, bonds, contracts, or other documents which the Board of Directors has authorized the President to

execute. In general, the President shall perform all duties as directed by the Board of Directors from time to time.

- C) The Vice President shall serve in the absence of and in place of the President with the same duties, authority, and restrictions. The Vice-President shall perform those duties which are assigned to him by the President.
- D) The Secretary shall record, maintain, and report the official minutes of meetings and other official activities and prepare correspondence as requested by the President.
- E) The Treasurer shall collect dues and receivables, keep appropriate books and records, and make disbursements for essential and approved Club expenses. The Treasurer may sign checks and other commercial papers on behalf of the Club when counter-signed by the President or Vice-President. However, the Board of Directors may vote to allow the Treasurer to sign checks by himself/herself. The Treasurer's accounts shall be subject to a review by the Board of Directors upon request. This entails on a monthly basis: reconciling cash drawers, preparing deposits, reconciling bank statement, paying bills, sending invoices. The Treasurer shall prepare final reports for all registered shoots, and mail shoot information to the Amateur Trapshooting Association and the Montana State Trapshooting Association. Pay-out checks shall be completed within two weeks of the shoot. The Treasurer shall process pay-out results and checks to participating shooters, process payroll semi-monthly, pay taxes and liabilities, prepare and mail out W-2 forms, and prepare treasury reports for monthly board meetings and annual meetings to be approved by the Board. The Treasurer shall input investment end of month values monthly and pick up mail weekly. The Treasurer shall prepare and provide a quarterly profit and loss statement to be approved by the Board. If the Treasurer position becomes vacant, or the Treasurer is unable to perform the duties specified in this Section, the Board of Directors may retain and direct the services of an outside bookkeeping or accounting firm to provide the Club with the necessary financial services and reports.
- F) The Field Captain shall have charge of the shooting facility and the care of Club's equipment and general property. The Field Captain shall be responsible for ensuring the necessary supplies are on hand, that trap houses and targets are legal, and when notified as the necessary number of traps to be employed during any club activity, that sufficient help is available to operate the shoot. The Field Captain may, at the discretion of the Board of Directors, hire or seek and oversee the duties and actions of outside resources to aid in performing the Field Captain's duties.
- G) Each Officer's duties shall continue until his or her successor is elected or appointed and installed.
- H) The Board of Directors shall determine the policies of the Club, give direction to the Officers, and shall generally manage the business and affairs of the Club. Directors shall be elected from among the members of the Helena Trap Club in good standing

at the time of their election. The Board of Directors may authorize any Officer or Officers to enter into any contract, loans, or execute and deliver any instrument on behalf of the Club.

- I) Should a vacancy occur in any elective office, the Board of Directors of the Club shall appoint a member to fill that office for the un-expired term by a majority vote of the remaining members and ratification of that appointment by the general membership at the next meeting by majority vote or, if the Board so chooses, the office will be filled by an election of the members. Any Officer or Director of the Club may resign his or her office and surrender his or her responsibility as an Officer or Director at any time by providing the President and Secretary with written notice of such resignation thirty days prior to the effective date or resignation.
- J) Any vacancy in the Board of Directors may be filled by an election conducted amongst the members of the Helena Trap Club.

6. CLUB EXPENDITURES.

Expenditures of Club funds shall be governed by the following procedures:

All checks must have the signature of the President or Vice-President, and the Treasurer or Secretary. However, the Board of Directors may vote to allow the Treasurer to sign checks by himself/herself. The Treasurer shall make expenditures specifically approved by the Board of Directors at a regular or special meeting. The Treasurer may make necessary recurring payments for such things to include, but not limited to, payroll, heat, electricity, insurance, etc. All other spending of more than \$300 for such things to include, but not limited to, capital improvements, equipment, contracted services, ammunition, targets, etc., must come before the Board of Directors for approval. The Treasurer shall make emergency expenditures as are approved by the Board of Directors. Emergency expenditures are immediate expenditures due to unforeseen circumstances that require immediate attention and action for continued operation of the Club between special or regular meetings. Any Club member may present a request for expenditure to a member of the Board of Directors for consideration by the Board of Directors. Members of the Board of Directors may purchase postage stamps, stationery, and other supplies for any amount less than \$300.00 total between regular meetings including reasonable payments to the Field Captain of the Club for the specific purpose of maintaining equipment in good working order. The Treasurer shall keep a true and accurate record of income and expenditures of the Club. The Treasurer shall present a detail of the previous month at the monthly meeting. The Treasurer's statement shall be available for examination by all Club members at regular and special meetings. Within 30 days of the end of each quarter, the Treasurer will submit a financial statement on the activities of that quarter to the Club. Each fiscal year, during the month of January, the Treasurer shall compile a financial statement on the activities of the previous year. The Board of Directors shall verify the financial statement. The financial statement shall be available for examination by all Club members at regular meetings.

7. COMPENSATION.

No Officer, Director, or member of the Club may be entitled to compensation for services rendered to the Club except where: 1) the Board of Directors approves that compensation, and, 2) the Board of Directors gives written notice to the members by email and by posting a written notice of its approval and compensation for three weeks on the bulletin board of the club house immediately following that approval. However, an Officer, Director, or member may be entitled to reimbursement for expenses actually incurred in the performance of their duties, as approved by the Board of Directors, without the posting of any notice of such reimbursement.

8. AMENDMENTS.

The Articles of Incorporation and Bylaws may be amended by the following procedure:


Notice of all proposals to so amend shall be posted on the Club bulletin board at the Club House at 5505 North Montana Avenue, in Helena, Montana, and shall be mailed or e-mailed by the Secretary to all Board members. The notice shall specify the date upon which the amendment will be presented for consideration by the Board of Directors. Any amendment to the Articles of Incorporation or the Bylaws that is approved by a two-thirds majority vote of the Board of Directors shall be presented to the general members at a duly noticed regularly scheduled or special meeting. At said meeting of the general membership, the Amendment will be voted on by the general members of the Helena Trap Club and may be approved by a two-thirds majority vote. Whenever the Articles of Incorporation or Bylaws of the Helena Trap Club conflict with the then-current rules and regulations of the Amateur Trapshooting Association, the rules and regulations of the Amateur Trapshooting Association shall prevail.


CERTIFICATE OF ADOPTION OF BYLAWS

We, a two-thirds majority of the officers and directors of the Helena Trap Club, hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of this Club and now constitute the Bylaws of the Helena Trap Club.

Dated this 21st day of February 2023.

President: 
Jim Holodnick

Vice-President: 
Cory Olson

Secretary: 
John Vore

Treasurer: 
Sarah Jordt

Field Captain: _____

Vacant

Director: _____

Nord Johnson

Director: _____

Sam Osborn

Director: _____

Holly Manning

Director: _____

John McDunn

Director: _____

Annette Rinehart

Director: _____

Grace Williams