

RESTATED CONSTITUTION AND BY-LAWS
OF
BUTTE TRAP CLUB

These Restated Constitution and By-Laws shall supersede the existing By-Laws dated November 26, 1937.

I

NAME - OFFICES

This corporation shall be known as the BUTTE TRAP CLUB located at 72 Basin Creek Road, P.O. Box 4402, Butte, Montana, 59701.

II

PURPOSES

1. The purposes for which the corporation is formed are set forth in the Restated Articles of Incorporation.
2. The corporation shall not be operated for profit and no part of any income or property of the corporation shall accrue directly or indirectly to the personal benefit of any incorporator, member, director or officer.

III

MEMBERSHIP

1. Any individual may become a member upon purchase of an annual membership card, providing there is no reason which would prevent such a member from becoming a member of the Amateur Trapshooting Association.

2. Life membership may be issued through the sale of such membership for the purpose of raising funds to finance expansion or improvement of the club facilities, upon approval and recommendation of the Executive Committee and this cost will be Seventy-Five Dollars (\$75.00). This cost is subject to change by the Executive Committee at the club's annual meeting.

3. Honorary annual members and/or life members may be elected by a unanimous vote of the Executive Committee in recognition of distinguished service to the Butte Trap Club.

4. To become a member, a candidate shall apply directly to the Secretary and shall be issued a membership card upon payment of the required fee. All life memberships so issued shall be tentative, subject to the final acceptance by the Executive Committee at its next meeting, on life memberships only.

5. The Butte Trap Club shall have one class of members, with one vote per member, with the restriction, however, set out in Restated Articles of Incorporation, paragraphs V and VI thereof dated JAN. 12, 1986.

6. The Secretary of the Butte Trap Club shall maintain a membership roll of all members and the number of members so reported at the annual meeting.

7. Any member may be expelled for poor sportsmanship, unbecoming conduct, or other related activity found by the Executive Committee to be detrimental to the welfare of the club.

A majority vote of the Executive Committee shall be necessary for that purpose. Any member so expelled may demand a hearing before any regular or special meeting of the club. At such meeting a two-thirds vote of members present shall be necessary for the final expulsion.

8. The annual dues of membership shall be set by majority vote of the club at its annual meeting and shall cover the period of annual meeting to annual meeting of the calendar year.

IV MEETINGS

1. The annual meeting of the Butte Trap Club shall be held the second Sunday in January, when called by the President, upon at least seven days notice to the current membership of the club. The President will appoint an officer nominating committee prior to the annual meeting.

2. Special meetings may be called at any time by the President, the Board of Directors or by written request of twenty-five percent of the general membership. All such meetings shall be at the clubhouse at 72 Basin Creek Road, Butte, Montana.

3. Only paid-up members in good standing shall have voting powers, one vote per member, with the restriction, however, set out in paragraphs V and VI of Restated Articles of Incorporation dated JANUARY 12, 1986.

4. A non-member shall be permitted to attend a meeting of the club as a guest and without any voting power.

5. A quorum shall consist of majority members of the executive committee without which no business may be legally transacted at any meeting.

6. All meetings shall be conducted on a parliamentary basis.

7. The order of business at annual or regular meetings shall be as follows, unless it be suspended or altered by a two-thirds vote of the members present.

A. Call to order by presiding officer.

B. Reading of minutes of previous meeting and Treasurer's report.

C. Unfinished business.

D. Committee reports.

E. Reading of correspondence.

F. Report of the nominating committee.

G. Election of officers (annual meeting only).

H. New Business.

I. Announcements.

J. Adjournment.

8. A. The Treasurer's annual report shall be made at the annual meeting and this report will be made a part of the Internal Revenue Service Tax Form 990 or equivalent.

B. The outgoing Treasurer (if not re-elected) shall

be responsible for the preparation and reporting of the Internal Revenue Tax Form 990 for the tax year the Treasurer held that office.

V

OFFICERS

1. The officers of the Butte Trap Club shall consist of a President, Vice-President, Secretary, Treasurer and a Field Captain.

2. Board of Directors shall consist of at least five (5) members, but may be increased at any time as the Directors of the corporation shall from time to time provide by resolution adopted at either a regular or special meeting, but at no time shall the number of Directors be less than five.

3. Total number of officers and directors shall total ten unless changed in accordance with paragraph 2 above, and this shall constitute the Executive Committee who shall have full governing power to carry out necessary interim business of the club.

4. Any officer or director may be removed from office by a vote of two-thirds of the Executive Committee.

5. Vacancies shall be filled by appointment by the remaining members of the Executive Committee.

6. The Chairman of the Board of Directors shall be the Director receiving the largest number of votes at the annual election of directors.

VI

DUTIES OF OFFICERS

1. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He shall sign, with the Secretary-Treasurer or other proper officer of the corporation, any deeds, mortgages, bonds, contracts, which the Board of Directors has authorized to be executed. In general he shall perform all duties which may be prescribed by the Board of Directors from time to time.

2. Vice-President. In the absence or upon the disability of the President shall perform the duties and exercise the powers of the President with the same restrictions. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President.

3. Secretary. Shall keep the minutes of the proceedings of the Board and Executive Committee and see that all notices are duly given. He shall be custodian of the corporate records and in general perform all duties incident to the office of Secretary.

4. Treasurer. Shall have custody of all funds and property of the corporation and shall keep full and accurate accounts of receipts and disbursements of all monies received and paid by

him on behalf of the corporation. He shall exhibit such books of accounts and records to the Executive Committee upon request. He may sign and endorse checks and other commercial papers on behalf of the corporation. He shall perform all duties which are incident to the office of treasurer of a corporation not for profit under the laws of Montana.

Field Captain. Shall have charge of the shooting grounds and the care of the corporation equipment and general property and see to it that supplies are on hand, and trap houses and targets are legal and when notified as to number of traps to be used that sufficient help is at hand to run the shoot.

Directors. The business and affairs of the corporation shall be managed by this Board. The Board shall be elected from among members of the corporation in good standing at the time of their election.

The Board of Directors may authorize any officer or officers to enter into any contract or loans or execute and deliver any instrument in the behalf of corporation. The Board of Directors and the elected officers shall constitute the Executive Committee.

VII

COMPENSATION

No officer, director or member of the corporation shall be

entitled to compensation for services rendered to the corporation. However, an officer, director or member may be entitled to reimbursement for expenses actually incurred in the performance of their duties, in accordance with Article IV hereof.

VIII

AMENDMENTS

The Constitution and By-Laws may be amended by the following procedure:

A. Notice of all proposals to so amend shall be mailed by the Secretary to all Executive Committee members, notice being given as to the date of the presentation to the Executive Committee for consideration.

B. Said amendment may be adopted at said meeting after conformance to purpose of this Constitution, a quorum present, by a two-thirds vote of the Executive Committee present.

C. A two-thirds vote of regular membership, quorum present at next regular or special meeting, shall ratify said amendment.

D. Whenever the Constitution or By-Laws of this corporation conflict with those of the Amateur Trapshooting Association rules and regulations adopted and amended, the rules of the A.T.A. shall govern.

CERTIFICATE OF ADOPTION OF BY-LAWS

We, the undersigned, a majority of the Officers and Directors of the aforesaid Montana non-profit corporation do hereby certify that the above and foregoing Restated By-Laws were duly adopted as the By-Laws of this corporation and the same do now constitute the By-Laws of the corporation, this 4th day of December, 1986,

<u>Don F. Martin</u>	President
<u>Ken G. Clark</u>	Vice-President
<u>Charles Hong</u>	Secretary
<u>Charles E. Reed</u>	Treasurer
<u>Robert M. Howard</u>	Field Captain
<u>Terry Bartell</u>	Director
<u>John S. Mac Donald</u>	Director
<u>Raymond R. Brandt</u>	Director
<u>Joe Petron</u>	Director
<u>Jim Reed</u>	Director