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Article 1 – Name

1.1 - The name of this organization shall be the Cody Shooting Complex, Inc., a volunteer, membership, non-profit Wyoming Corporation and shall be termed herein as Complex.

Article 2 – Purpose

2.1 - To encourage the lawful ownership and use of small arms; to promote social welfare and public safety; to promote law and order; to educate and train citizens in the safe and efficient handling of small arms; and to promote efficiency in the use of small arms by members of law enforcement agencies, national defense groups, and citizens dedicated to the shooting sports.

2.2 - To provide a common gathering place for persons who enjoy guns and shooting; to sponsor local, state, regional, and national shooting tournaments, and to cooperate with the National Rifle Association of America and other shooting associations in carrying out their activities.

Article 3 - Rules of Order

3.1 - *Robert's Rules of Order* shall regulate the conduct and procedure at all Complex meetings unless stated otherwise herein.

Article 4 - Membership

4.1 - Membership in the Complex is open to all persons not prohibited by any federal, state, or local laws from ownership of or contact with firearms.

4.2 - Members in good standing of the Complex shall be life members and those individuals who have paid the required dues for the current calendar year. Members may vote on the election of officers and directors, the filling of more than one vacancy on the Board of Directors, bylaw amendments, annual dues, actions of the Board, and expenditures other than regular operating expenses.

4.3 - Membership categories in the Complex shall be Annual/Family or Life/Family. Memberships run from July 1 to June 30. A member may resign at any time by submitting a letter to the Secretary; however no dues will be refunded.

4.4 - Voting Privileges and Access to Complex:

Membership Category	Votes	Access to Complex	Comments
Annual / Family	1	Member, spouse, & children under 22 who are full-time students	Full membership price
Life / Family	1	Member, spouse, & children under 22 who are full-time students	Closed

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Article 5 - Dues

5.1 - Dues shall be established by the Board of Directors, with approval of the membership, at the September meeting. Annual memberships shall be from July 1 to June 30 and are due and payable by June 30. No member in arrears in the payment of dues will be eligible to vote at any monthly, election, or special meeting.

5.2 - Any member failing to pay his/her annual dues or life member payment shall forfeit his/her membership, unless waived by a simple majority of the Board due to extenuating circumstances.

Article 6 - Meetings

6.1 - MEMBERSHIP MEETINGS - Membership meetings shall be held on the second Tuesday of each month at a location designated by the President. A quorum for a membership meeting of the Complex shall be 20 members present. No proxies will be allowed.

6.2 - BOARD OF DIRECTORS MEETINGS - The Officers and Directors shall meet on the second Tuesday of March, June, September, and December before the membership meeting or a meeting may be called by the President or by any Director by notifying each Director 48 hours before the meeting by electronic, written, or printed media. A majority of the Directors shall constitute a quorum, and a Director shall be present to be counted for the quorum. No meeting shall be held without a quorum present. A Director may appoint a voting proxy by following the Wyoming Non-Profit Corporation Act. The proxy shall be submitted in writing to the Secretary before the meeting.

6.3 - SPECIAL MEETINGS - A special meeting of the Complex may be called at any time by the President or by a majority of the Board of Directors; or on demand in writing by a member in good standing, stating the object of the proposed meeting, and signed by not less than one-fifth of the members in good standing. Notice of the time, place and object of any special meeting shall be forwarded by electronic, written, or printed media by the Secretary to all officers and members not less than ten days before the date of the meeting.

6.4 - No motion involving policy, procedures, construction, excavation, or the expenditure of funds may be voted on until a minimum of ten days has elapsed between notification of the Directors and the call for a vote. Notification may be by any medium, including, but not limited to, a presentation or motion at a Board of Directors meeting or membership meeting, with the choice of medium being at the discretion of the requestor. This ten-day requirement is waived if a majority of the quorum present agrees that the situation is an emergency or that there is a contractual obligation, i.e. a contract approved by the Board and the membership. Amendments to approved contracts must be approved by the Board and the membership.

Article 7 - Board of Directors

7.1 - The voting Board of Directors shall consist of four officers; the President, Vice-President, Secretary, Treasurer, and ten Directors from the various shooting disciplines: four from pistol/rifle, including training; four from shotgun; one from Youth Activities; and the Chief Range Safety Officer. All officers and directors shall be elected at the election meeting of the membership. No individual may serve as an officer and director at the same time.

7.2 - Except as provided herein, the property and business affairs of the Complex shall be controlled and managed by the Board of Directors. The Directors shall act only as a Board, not as individuals, and shall have

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no authority except as provided herein. The Board of Directors shall seek approval of the members at a regular membership meeting for all actions and expenditures other than regular operating expenses.

7.3 - An exception to the requirement for approval by the membership is granted if all of the following requirements for a project are met:

- The project complies with these Bylaws and any existing contracts, laws, and Range Operating Guidelines.
- The completed project will not create a conflict in range usage between venues.
- The cost of the completed project will not exceed \$1,000 per month approved by the President for special circumstances, or \$5,000 per project approved by the Board of Directors acting as the Board in an emergency situation

7.4 - Any member of the Board of Directors missing three, unexcused consecutive Board of Directors meetings in the year may be removed by a two-thirds vote of the remaining directors.

7.5 - A vacancy of an Officer or Director shall be filled by a two-thirds vote of the remaining members of the Board of Directors present at the next Board meeting. If more than one vacancy exists, a special meeting of the Complex shall be called to fill the vacancies until the next election meeting. Any vacant director position shall be filled by a candidate from the same group of shooting disciplines (i.e., pistol/rifle from pistol/rifle, etc).

7.6 - The Board of Directors shall establish and publish rules as it deems necessary in the interest of the Complex with the approval of two-thirds of the directors and a majority of the members present at a membership meeting. The venue managers will establish rules for their specific venue. Any changes to such rules shall follow the same procedure and no rule will modify or supersede these bylaws.

Upon a written complaint of a member regarding venue management procedure, the Board of Directors shall have the right to intervene on behalf of the member. The Directors will review the complaint and take appropriate action in the best interest of the Complex and the members. Written complaints must be given to a Board member before any action can be taken.

7.7 - The position of Law Enforcement Liaison shall be filled by a single appointee selected jointly by the Cody Police Department, the Park County Sheriff's Office, and the Wyoming Highway Patrol. The Law Enforcement Liaison may participate in Board meetings and membership meetings, but may not vote at Board meetings unless the person is also a Director, and may not vote at membership meetings unless the person is also a member.

Article 8 – Officers, Directors, and Venue Managers

8.1 - The officers of the Complex shall be regular members in good standing of the Complex and shall be elected for a two-year term at the election meeting of the Complex.

8.2 - **PRESIDENT** - The President shall preside at all meetings of the Complex and act as Chairperson of the Board of Directors. The President shall be a member ex-officio of all standing and special committees, and shall perform all such duties as usually pertain to the office. The President, or the President's designee, shall attend all Complex-related meetings with the Bureau of Land Management, Bureau of Reclamation, County Commissioners, etc.

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8.3 - VICE-PRESIDENT - The Vice-President shall perform the duties of the President in his/her absence or at his/her request. The Vice-President shall be the chairperson of the Buildings and Grounds Committee and shall be responsible for control of all keys to the Complex except those to specific storage areas of individual venues. The Vice-President, or his/her designee, shall attend meetings between the President and outside agencies whenever feasible.

8.4 - SECRETARY - The Secretary shall keep accurate records and proceedings of all meetings of the Complex and of the Board of Directors. The Secretary shall conduct the official correspondence of the Complex, and maintain all correspondence records. The Secretary shall give notice of special meetings of the Complex and shall send such other notices to Complex members as the Board of Directors may require.

8.5 - TREASURER - The Treasurer shall have custody of all funds and of all contracts and other valuable documents and papers of the Complex. The Treasurer shall receive all money for the Complex and deposit it in the bank specified by the Board of Directors. The Treasurer shall make disbursements approved by the Board of Directors and shall keep accurate records of all money received and disbursed by the Complex. The Treasurer shall attend each regular meeting and make a report of all receipts and disbursements since the last meeting. At the February meeting of the Complex, the Treasurer shall make a full and complete report of the financial transactions of the Complex during the previous year and of the Complex's financial status. The Treasurer shall maintain a record of the Complex membership and have custody of all membership records. At the conclusion of the term of office, he/she shall turn over to his/her successor all money, books, documents, papers and other property of the Complex in his/her possession.

8.6 - DIRECTORS - Directors shall be voting members of the Board, shall attend all Complex meetings, and will vote on all matters affecting the Complex.

Chief Range Safety Officer - The Chief Range Safety Officer shall act as Complex safety officer and shall ensure that all disciplines, ranges, and courses of fire meet nationally accepted safety standards (NRA, ATA, NSSA, SASS, etc.). He/she shall maintain an up-to-date list of qualified Range Safety Officers (RSOs) and records of their training and current certification, and shall provide RSOs as needed for public shooting days and for other events if requested by a Director. He/she shall publish and maintain Range Operating Guidelines for reporting and acting upon all safety violations and injuries, including firearms-related, and shall maintain records of safety violation reports and injury reports and their disposition. He/she shall schedule all matches and range uses with the venue managers and shall keep a calendar of all shooting events so matches will not conflict. In case of an unforeseen conflict that is difficult to resolve, the decision of the Chief Range Officer is final.

Pistol / Rifle – Four directors chosen from among the included disciplines shall support all pistol, rifle, training, and Cowboy Action programs and activities.

Shotgun – Four directors chosen from among the included disciplines shall support all shotgun programs and activities.

Youth Activities – One director chosen from among the included disciplines shall support all programs and activities of the CMP, 4-H, and the Young Marines.

8.7 - VENUE MANAGERS - Thirty days before the September meeting each shooting discipline, including training, will select a manager who will be solely responsible for the operation of that discipline and shall plan and supervise the development of that shooting discipline, including its range facilities. The Manager shall provide for the safe and efficient operation of that shooting discipline, and coordinate with the Building and

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Grounds Committee for any additional facility requirements. The Manager shall arrange for affiliation with such State and National Associations as are desirable for that shooting discipline, conduct operations in accordance with the regulations of those organizations, and may endeavor to develop a team or teams to represent the Complex in regional and other matches to the extent feasible. The Manager may extend the program by instruction and by encouraging new members of the Complex. All programs shall be governed by the regulations of their applicable shooting associations.

8.8 - COMPENSATION - No Officer, Director, or Venue Manager of the Complex may receive any form of compensation for his/her services to the Complex.

8.9 - RESIGNATION - An officer, director, or venue manager may resign his/her position at any time by submitting a letter to the Secretary. The resignation will become effective upon receipt.

8.10 - REMOVAL OF OFFICER, DIRECTOR, OR VENUE MANAGER – Any officer, director, or venue manager not performing the duties of their position shall be removed from that position. Charges of non-performance may be brought by any member in good standing. After a three-fourths vote of the remaining Board members, recommendation for removal of the non-performing officer, director, or venue manager shall be submitted to the membership at the next monthly meeting. A majority vote of the members present at the meeting will be required for removal. (Also see Article 12 herein)

Article 9 - Elections

9.1 - The President, with the approval of the Board of Directors, shall appoint a Nominating Committee of three members of the Complex at the June meeting in odd-numbered years. The Nominating Committee shall submit nominations for Officers and Directors at the August meeting in odd-numbered years. Further nominations may be made from the floor during that August meeting, after which nominations are closed. The candidates for contested positions shall be given the opportunity of addressing the members during that August meeting for a maximum of five minutes. Ballots will be mailed to the members one week after the August meeting.

9.2 - ELECTION MEETING - The election of Complex officers and directors shall be conducted by mailed or delivered ballot received by the second Tuesday in September in odd-numbered years. Ballots will be collected by the Treasurer and checked against the current membership list. The President will appoint three members at large to count the ballots and the results will be tabulated by the Secretary and announced to the membership when completed. If the election meeting cannot take place at that time, it shall be held within a reasonable time thereafter. The term of new Directors shall begin at the close of the election meeting, but the prior Directors shall provide such support, training, Complex assets, and files as are needed to effectively turn over their responsibilities.

Article 10 - Committees

10.1 - The President, with the approval of the Board of Directors, may appoint standing or special committees, each of which shall consist of a minimum of three members, to perform specific tasks as directed by the Board.

10.2 - Each committee chairman shall conduct the business assigned to his/her committee in accordance with the instructions from the Board of Directors and the best interest of the Complex. When a committee is responsible for the receipt or expenditure of Complex funds, the committee shall provide a monthly report of its financial status to the Board of Directors. All committees with fund requirements shall submit a proposed budget to the Board of Directors.

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10.3 - Standing Committees:

- a. **BUILDINGS AND GROUNDS COMMITTEE** - The Buildings and Grounds Committee, chaired by the Vice-President, shall be responsible for preparing, coordinating, and maintaining a master plan for the development and maintenance of the real property and infrastructure of the Complex. The committee shall also be responsible for Complex cleanup, fence mending, road maintenance, signage, and any other similar tasks requested by the Board of Directors.
- b. **PUBLICITY COMMITTEE** - The Publicity Committee shall be responsible for a program of Board of Director approved news releases concerning Complex activities.

Article 11 - Finances

11.1 - The Complex shall be self-sustaining financially and shall not incur financial debt through loans or any other means.

11.2 - Venue Managers shall submit a Venue Manager's report, supplied by the Treasurer, itemizing the venue's income and expenses at each monthly members meeting. Venue Managers shall submit a proposed budget at the November Board of Director's meeting for that shooting venue's operation for the coming year.

11.3 - A percentage of the gross income, starting at 20 percent, from each month's Venue Manager's Report shall be credited to the Complex general account to pay the operating expenses of the Complex including, but not limited to, insurance, utilities, regular maintenance, and professional services, etc. The percentage shall be established by the Board of Directors, with approval of the members, at the September meeting.

11.4 - The remaining percentage of the gross income from each month's Venue Manager's Report shall be credited to that venue's general account. The Venue Manager, through the CSC Treasurer, shall use this account to pay the operating expenses for his/her venue including, but not limited to, equipment, targets, supplies, minor maintenance of the venue's buildings and grounds, etc.

11.5 - Each Venue Manager is responsible for not spending more than is in his/her venue's account. If a venue is operating at a loss, the venue shall not be eligible for financial support from the Complex until the venue has brought its account to a positive balance and has paid its percentage share into the Complex general account. This condition may be waived by a majority vote of the Board and the membership at a regular membership meeting.

11.6 - The funds in each venue's general account shall only be available to the Board of Directors for Complex use upon written request of the Board, agreement of two-thirds of the Venue Managers, and approval of a majority of the members present at a regular membership meeting or special meeting called for that purpose. Each venue may maintain a minimum reserve for daily operations. Each venue shall contribute an equal percentage of its general account for each project. The Board may request venue account funds for only those improvements that benefit the Complex in general without favoritism or prejudice to any venue. A venue may contribute any portion of its funds to the Complex or another venue at its discretion.

11.7 - Grants, donations, or bequests may be made to the Complex or to a specific venue and shall be credited to the general account of the Complex or the specific venue. Any monies given for a specific project shall cover the entire cost of the project without cost sharing obligation by the Complex. All applications for grants must be approved by the Board of Directors.

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11.8 - Each January, an auditing committee selected by the Board of Directors shall conduct an audit of the Complex's financial records and report to the Board of Directors at the February meeting. The Board of Directors may also request an audit of all or a portion of the Complex's financial controls and processes. The Treasurer shall not have a vote in the selection of the auditing committee or the extent of the audit.

Article 12 - Suspension or Expulsion

12.1 - IMMEDIATE EXPULSION FROM COMPLEX PROPERTY - A Director or a Range Safety Officer may order any person violating a safety rule to immediately leave a range or the Complex property. A report of the incident shall be filed with the Chief Range Safety Officer, who shall notify the President.

12.2 - CHARGES - Illegal activity shall be reported directly to the Sheriff's Office. Any member may recommend charges against any other member for violation of safety rules. Charges shall be submitted to the Secretary in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are used in their support. The Secretary shall immediately notify the President.

12.3 - INVESTIGATION AND REVIEW BY BOARD OF DIRECTORS - The President shall initiate an investigation by an independent investigator who shall follow the direction of the Board. The President shall call a special closed meeting of the Board of Directors to hear the charges, the investigator's report, and the accused's response. The Secretary shall give at least 15 days notice of the meeting to each member of the Board of Directors, to the accuser(s), to the accused, and to the investigator. Any written notice to the accused shall be sent by certified mail to the last address of the member shown on the corporation records. Such notice shall include the charges recommended and the time and place of the Board of Directors meeting where the charges will be considered. At such meeting, the accused will be granted a full hearing.

The Board of Directors may decide to take further action by a two-thirds affirmative vote of the Directors present. If further action is taken, the Board shall agree by simple majority of the Directors present to either:

- suspend for a fixed period
- suspend with condition(s) for reinstatement
- permanently expel a member from the Complex
- remove a Director from office for the remainder of his/her term
- request further investigation followed by another meeting of the Board, accuser(s), accused, and the investigator

If a Director is removed from office, this may be done as a stand-alone action with or without suspension or expulsion.

12.4 - APPEAL TO THE MEMBERSHIP - Any member suspended or expelled by the Board of Directors may appeal to the full membership of the Complex. Such appeal shall be made in writing to the Secretary who will notify the President. The President shall call a special meeting of the Complex for the purpose of acting on the appeal. The Secretary shall give at least 15 days notice in writing to all members in good standing of the Complex stating the date, time, place, and reason for the special meeting. At the meeting of the full Complex, the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, including the report of the investigator, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing will be given the accuser(s) and accused. A vote shall be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Board of Directors.

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12.5 - IMPLEMENTATION OF REMOVAL, SUSPENSION, OR EXPULSION DECISION - The Secretary shall send the person a letter stating the Board's decision, its implications regarding entry to Complex property, and, in the case of a suspension, the conditions, if any, and process for reinstatement. The Secretary shall read the letter at the next membership meeting. A person expelled by the Board of Directors or under suspension may not enter Complex property. Any Director or Range Safety Officer observing such a person on Complex property shall instruct the person to leave and shall involve the Sheriff's Office if necessary.

12.6 - REINSTATEMENT - At the completion of a suspension for a fixed period, the Secretary shall send the person a letter confirming their reinstatement and announce the reinstatement at the next membership meeting. For a person suspended with condition(s) for reinstatement, the person shall submit to the Secretary written proof that the condition(s) is/are satisfied. Reinstatement shall be affirmed by a simple majority of the Board of Directors at its next meeting. The Secretary will then send the person a letter confirming their reinstatement and announce the reinstatement at the next membership meeting.

Article 13 - Amendments

13.1 - Any amendment to these bylaws shall be proposed in writing by any member at a regular or special meeting of the Complex no later than July of election years and shall be voted on by mailed ballot. A two-thirds vote of the members' ballots returned by the second Tuesday in September of election years shall be required to adopt the amendment. Notice of the adoption or rejection of the amendment shall be posted at all venues and on the website. These bylaws may be reviewed by a committee appointed for that purpose every four years.

Article 14 - Adoption

We hereby certify that these bylaws were duly adopted by the Complex on _____, 2007.

President's Signature

Secretary's Signature