

BYLAWS
OF
Colorado Traditional Archers Society, Inc.

ARTICLE I
NAME

The name of the Corporation is Colorado Traditional Archers Society, Inc.

ARTICLE II
PURPOSES

The purposes for which the corporation is formed are those set forth in its Articles of Incorporation, as they may be amended from time-to-time. Those purposes include the promotion of traditional archery, and conducting archery related activities including archery shoots. The corporate purposes are exclusively for charitable and educational purposes under Section 501(c)(3), I.R.C.

ARTICLE III
MEMBERSHIP

Section 1: Members: The members of the Corporation shall consist of the following individuals:

- (a) All persons who are current as to payment of annual membership dues;
- (b) Each member of the Board of Directors, during his or her term of office.

Membership shall automatically terminate without additional action by, or notice to, any person if the member has failed to pay annual dues in a timely manner, or who is expelled from the corporation by disciplinary action in accordance with the determination of the Board of Directors.

Section 2: Annual Meetings: The annual meeting of the members shall be held at a place in Colorado designated by the Board of Directors in the Notice of annual meeting. The annual meeting of the members shall be held in the month of January or February of

each year for the purpose of the election of officers and directors for the ensuing year, and for such other business as may lawfully come before the meeting. Notice of the time and place of the annual meeting shall be placed in the last issue of the corporations newsletter and/or by special mailing mailed prior to the annual meeting.

Section 3: Special Meetings: A special meeting of the membership may be called by the Board of Directors upon majority vote of the board, or by the written request of at least twenty (20) members of the Corporation. Special meetings shall be in Colorado at a time and place specified in the Notice of the special meeting. Notice of a special meeting of the membership shall be given in the same manner as pacified for notice of an annual meeting.

Section 4: Quorum: Ten (10) of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting of the membership. Upon a failure to reach a quorum, an adjournment may be taken for a period not to exceed 30 days after the time scheduled for the original meeting. No action taken by the membership shall destroy a quorum once established.

The vote of a majority of the members present and entitled to vote at any meeting shall be necessary to determine any action or decide any question coming before the meeting, unless otherwise specified by law; provided, no action other than adjournment of the meeting will be undertaken or considered if a quorum has not been established.

Section 5: Proxies: No proxies shall be permitted.

Section 6: Order of Business: The order of business at annual meetings of the members and, so far as is practical all other meetings of the members, shall be as follows:

- (a) Establishment of a quorum;
- (b) Proof of notice of meeting;
- (c) Reading of Minutes of last meeting;
- (d) Report of officers and committees;
- (e) Election of officers and directors;
- (f) Unfinished business;
- (g) New business.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1: Term: The affairs of the Corporation shall be governed by the Board of Directors. Each director shall serve for a period of two (2) years after the date of election and until election and qualification of a successor, unless sooner removed from office. Except for any election to increase the number of members on the Board of Directors. Then the number of proposed new directors shall be divided, as even as

possible, into one and two year terms to balance the board members to be elected each year. Upon reelection, all directors will serve for two (2) year terms¹

Section 2: Number of Directors: The number of directors shall be a minimum of nine (9) and a maximum of nineteen (19), including the past chairman, who shall be an automatic board member who will cast a vote only in case of a tie.²

Section 3: Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 4: Removal: At a meeting of the members called expressly for that purpose, the entire Board of Directors or any lesser number may be removed, with or without cause, by a vote of two thirds (2/3) of the members or Board of Directors present and then entitled to vote at the meeting.

Section 5: Meetings of Directors: Meetings of the Board of Directors shall occur as required in the discretion of the Board.

Section 6: Special Meetings: Special meetings of the Board of Directors shall be held whenever called by any four directors, but no business shall be considered or transacted at a special meeting except as set forth in the notice of the meeting.

Section 7: Place of Meeting: Unless notice shall be given as provided below, all meetings of the Board of Directors, whether general or special, shall be held at a place to be set by the Board after at least 48 hours notice to each director.

Section 8: Notice of Meetings: Meetings of the Board of Directors shall be held only after notice at least forty-eight (48) hours in advance of such meeting to each director either personally, or mailing to the director at this last known post office address a written or printed notice of such meeting, giving the time and place (and in case of special meetings, the purpose or purposes) of the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, properly addressed and postage prepaid.

Section 9: Quorum: A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

¹ Amendment #1, amended February 23, 2002

² Amendment #2, amended February 23, 2002

Section 10: Order of Business: The order of business at all regular meetings of the Board of Directors, and to the extent practical at any special meetings, shall be as follows:

- (a) Establishment of quorum;
- (b) Introduction of any guests present;
- (c) Approval of prior minutes;
- (d) Reports of directors;
- (e) Committee reports;
- (f) Unfinished business;
- (g) New business.

ARTICLE V OFFICERS

Section 1: General: The officers of the Corporation shall consist of the following:

- (a) Chairperson;
- (b) Secretary;
- (c) Treasurer.

Section 2: Qualifications of Officers: All officers will be selected from the members of the Board of Directors. Each director shall hold no more than one office at the same time. In any case where the duties of any officers, agent, or employee corporation are not prescribed by the bylaws or the Board of Directors, that individual shall follow the orders and instructions of the Chair.

Section 3: Term of Office and Election: The officers of the corporation shall hold office for a term of two years to run concurrently with such person's term on the Board of Directors. ³All officers shall be elected by the membership at the annual meeting.

Section 4: Removal: Any officer may be removed with or without cause by a majority vote of the members present and entitled to vote at a special meeting of the members called expressly for that purpose or by the vote of two-thirds (2/3) of the members of the Board of Directors present and entitled to vote at a special meeting of the Board of Directors called expressly for that purpose. Unexcused absences from a total of three (3) board meetings by any board members may constitute removal from the board at the discretion of the Board.

Section 5: Vacancies: A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term of the office vacated.

³ Amendment #3, amended February 23, 2002

Section 6: Duties of the Officers:

- (a) The Chairperson shall:
1. Act as the official representative of Colorado Traditional Archers Society, Inc;
 2. Preside at all meetings of members and Board of Directors;
 3. Appoint members to standing committees and special committee, where committee membership is not specified by these bylaws;
 4. Serve as ex-officio member of all committees except the nominating Committee;
 5. Perform all duties usually associated with this office;
 6. Prepare an annual report for the general membership.
- (b) The Secretary shall:
1. Record all proceedings of Colorado Traditional Archers Society, Inc., including its membership and board meetings;
 2. Maintain a permanent record book and other record, including the current bylaws, standing rules and the charter and seal of corporation;
 3. Keep a permanent record of members;
 4. Attend to all general correspondence of Colorado Traditional Archers Society, Inc. (such as giving notices).
- (c) The Treasurer shall:
1. Maintain an accurate account of receipts and expenditures and submit a financial statement at each regular meeting of the membership and Board;
 2. Complete and file tax forms and all other forms required by the IRS;
 3. Be custodian of all monies, notes, securities and other valuables that may from time to time come into the possession of Colorado Traditional Archers Society, Inc.;
 4. Prepare an annual budget to be presented to the annual meeting for adoption by the assembly;
 5. Fulfill any duties assigned by the Chair;
 6. Preside in the absence of the Chair.

**ARTICLE VI
COMMITTEES**

Section 1: Standing Committees: The standing committees of the Board of Directors shall be:

- (a) Nominating;

- (b) Tournaments and shoots;
- (c) Education

Section 2: Special Committees: Special committees may be appointed as the need arises by the Chair with the approval of the Board of Directors.

Section 3: Reporting: All committees report to the Board of Directors at each of their meetings through their board representative.

Section 4: Duties of the Standing Committees:

- (a) Nominating Committee shall:
 - 1. Consist of three members appointed by the Board;
 - 2. Meet to select qualified candidate for the Board and submit the nomination at the annual meeting;
 - 3. Nominate one candidate for each board vacancy to be filled and obtain the consent of the candidate in writing;
 - 4. There may be additional nominations made from the floor at the annual meeting.

- (b) Tournament and Shoot Committee shall:
 - 1. Consist of five (5) members appointed by the Board;
 - 2. Report to the Board;
 - 3. Oversee and help coordinate archery related events conducted by the corporation.

- (c) Education Committee shall:
 - 1. Consist of three (3) members appointed by the Board;
 - 2. Report to the Board;
 - 3. Develop programs to foster information to individuals regarding Colorado Traditional Archers Society, Inc. and traditional archery in general;
 - 4. Produce and distribute a quarterly newsletter to society members and others as deemed appropriate;
 - 5. Promote Bowhunter and target archery education;
 - 6. Create and maintain a historical record of the Society and its activities.

Section 5: Committee Membership: Where committee membership is not specifically limited to members of the Board, committee members also may be selected from the members of the corporation.

ARTICLE VII
PARLIAMENTARY AUTHORITY

Section 1: The current edition of Robert's Rules of Order, Newly Revised shall govern all proceedings not provided for in these bylaws and any special or standing rules that Colorado Traditional Archers Society, Inc. may adopt.

ARTICLE VIII
METHOD OF AMENDMENT

Section 1: The bylaws may be amended only at the annual meeting of the general membership by a majority vote of the members present and voting.

ARTICLE IX
MISCELLANEOUS

Section 1: Authorization for Expenditures: All expenditures of \$300 or more will be approved in advance the Board of Directors.

Chairperson

Secretary

Treasurer