

ST. LOUIS SKEET AND TRAP CLUB INCORPORATED

Amended and Restated

January 20, 2014

Articles of Incorporation

Article 1. The name of the corporation is St. Louis Skeet and Trap Club Incorporated (the "Corporation"). The Corporation is organized pursuant to Chapter 355 of the Revised Statutes of the State of Missouri, 1959, entitled "The General Not for Profit Corporation Law" (the "Act").

The duration of the Corporation shall be perpetual. The Corporation's initial Registered Office in the State of Missouri shall be ~~R.R. No. 1~~, Pacific, MO 63069, in the County of St. Louis. The name of the Corporation's initial Registered Agent shall be ~~Shawn Dolan~~.

Article 2. The purposes of the Corporation are to promote the art and sport ~~skeet shooting, trap shooting and shot gunning~~; to provide for the practice of the sport of ~~skeet shooting, trap shooting, and shot gunning~~; to teach and instruct the art and skill of ~~skeet shooting, trap shooting, and shot gunning~~; to teach firearms safety; to promote, teach and sponsor wildlife conservation; to foster good fellowship among sportsmen; and to acquire, maintain and operate facilities for the above purposes. The Corporation shall not be operated for pecuniary profit or gain, nor shall it engage in propaganda activities or activities directed at influencing legislation.

Article 3. The Corporation is not for profit and shall not have or issue shares of stock or pay dividends.

Article 4. The Corporation shall have the following seven (7) classes of membership: Regular, First Responder, Military, ~~Veteran~~ (Change to Senior), Life, Corporate and Honorary. The qualifications and rights of which are as follows:

- (a) ~~Regular Members shall be individuals duly elected to such class of membership.~~ There shall be two types of Regular Members. Annual Regular Members and Life Regular Members. Each Regular Member shall be entitled to one (1) vote on any question presented for a vote at a meeting of members of the Corporation and shall be eligible to hold office. Regular Members shall be entitled to utilize and enjoy the facilities of the Corporation, in accordance with the applicable rules. The spouse and all minor children of Regular Members shall enjoy all rights and privileges of Regular Members, subject only to the one (1) vote per family limitation set forth above.
- (b) First Responder Members shall be individuals who are currently a firefighter or law enforcement officer. ~~and have been duly elected to such class of membership.~~ First Responder members shall be entitled to enjoy the Corporation's facilities and have the same rights and privileges as Regular Members except that they may not participate in the accumulation of points as described in Article 7 until they have been members in good standing for five (5) years.

- (c) Military Members shall be individuals who are currently on active duty or have been honorably discharged from one of the five (5) branches of the military (Army, Navy, Air Force, Marine Corp or Coast Guard), ~~and have been duly elected to such class of membership.~~ Military members shall be entitled to enjoy the Corporation's facilities and have the same rights and privileges as regular members except that they may not participate in the accumulation of points as described in Article 7 until they have been members in good standing for five (5) years.
- (d) ~~Veteran Members (Change to Senior)~~ shall be individuals who: ~~(i) are sixty-five years of age or older; (ii) have been duly elected to such class of membership.~~ Veteran (Senior) members shall be entitled to enjoy the Corporation's facilities and have the same rights and privileges as regular members except that they may not participate in the accumulation of points as described in Article 7 until they have been members in good standing for five (5) years.
- (e) Honorary Members shall be individuals duly ~~elected~~ (authorized) to such class of membership, for a period of one or more years, based upon the determination to confer a special honor on such individuals. Honorary Members shall be entitled to enjoy the Corporation's facilities, but shall not be entitled to vote or hold office.
- (f) Corporate Members shall be organizations duly (a u t h o r i z e d) ~~elected~~ to such class of membership.
 Employees of Corporate Members shall be entitled to shoot at member rates, but shall not be entitled to other rights and privileges of Regular members. Corporate Members shall not be entitled to vote or hold office.
- (g) ~~Election to Any class of membership shall be by a majority of those Directors present and voting at a duly called meeting of the Board of Directors of the Corporation, and shall be contingent upon the payment of the appropriate initiation fee and all applicable dues with respect to the class of membership to which an individual is (authorized) being elected.~~
- (h) In addition to the above qualifications, all candidates for membership shall be over the age of 18, and be in hearty accord with the purposes of the Corporation.
- (i) All members are entitled to the same rights except as specifically noted herein.
- (j) A member may not voluntarily or involuntarily transfer his membership or any rights arising there from, except as specifically provided in Article 7, with regard to members of the Corporation on the date of approval of its dissolution who subsequently die.
- (k) Membership in the Corporation shall be terminated by voluntary withdrawal or expulsion. Thereafter all rights and privileges of a member in the Corporation and its property shall cease, except as specifically provided in Article 7, with regard to members of the Corporation on the date of approval of its dissolution who subsequently die.

TYPES OF MEMBERSHIP

There are seven (7) classes of membership in the St. Louis Skeet & Trap Club: Regular, First Responder, Military, (Senior) ~~Veteran~~, Life, Corporate and Honorary. Regular, (Senior) ~~Veteran~~, Life, and Honorary membership is available to individuals and their respective families. Corporate membership is available to organizations. With the exception of Life, all memberships are for a period of one year.

Life membership may be purchased by any member in good standing for a one-time fee, currently \$1,500. Honorary membership is awarded by the Board of Directors as a special honor and cannot be applied for.

Corporate membership is available to any legitimate organization that wishes to sponsor clay target shooting for 5 or more employees or members and which is elected to that class by the Board of Directors.

Annual dues are as follows for the five classes of membership.

Class	Annual Dues
Regular	\$250
First Responder	\$125
Military	\$125
Life	\$1500
Veteran —(Senior)	\$125
Corporate*	\$750
Honorary	\$0

*In addition to annual dues of \$750, each participating employee of the sponsoring organization must pay an annual fee of \$15.

Article 5. The Corporation shall have all powers granted to a not for profit corporation by the Act, except as limited by Article 8.

Article 6. The management and control of the Corporation shall be vested in the Board of Directors of the Corporation, which shall be comprised of the President; the Vice President (who shall be the President-elect for the following year), the Secretary, the Treasurer and five (5) other members, all of whom are to be elected in accordance with the By-laws of the Corporation.

Article 7. In the event of dissolution of the Corporation (unless otherwise required by applicable law), the balance of assets, if any, remaining after payment in full of all proper claims against the Corporation shall be distributed in cash among those individuals who are active members of the Corporation on the date of approval of such dissolution by the members or by a court of competent jurisdiction (including personal representatives of those members who subsequently die), on the basis of the proportion that the points awarded each such individual hereunder bears to the total points awarded all members. Each Regular Member and Veteran Member shall be awarded one {1} point for each full year of membership as of the date of approval of dissolution.

Article 8. No real property belonging to the Corporation, or any improvements thereon, shall be sold, leased, conveyed, mortgaged, or otherwise encumbered, except by the approval of at least two-thirds of the members present and voting at a meeting duly called specifically for the purpose of voting on such matter.

Article 9. The power to alter, amend or repeal these Articles of Incorporation, and to adopt, alter, amend or repeal By-laws, shall be vested in the members of the Corporation, and shall be accomplished only by the approval of at least two-thirds of the members present and voting at a meeting duly called specifically for the purpose of voting on such matter.

**AMENDED AND
RESTATED
BY-LAWS
OF
ST. LOUIS SKEET AND TRAP CLUB INCORPORATED**
January 14, 2001

ARTICLE 1

Officers

Section 1. The officers of the Club shall consist of a President, Vice-President, Secretary and Treasurer

Section 2. Duties of Officers:

(a) President

It shall be the duty of the President to preside at all meetings of the Club, of the Board of Directors (the "Board") and at all social functions of the Club. He / She shall be ex-officio a member of all committees, except the nominating committee, and shall have the power to appoint committees and designate one member of each committee as chairman; provided that such appointments shall be ratified by the Board. ~~Unless other designation shall be made by the Board, he/she shall execute~~ all written contracts and obligations of the Club.

(b) Vice President

It shall be the duty of the Vice-President (who shall be the President-elect for the following year, provided the term is current) to assist the President in the discharge of his/her duties and, in his/her absence, preside at the meetings of the Club, the Board and social functions of the Club.

(c) Secretary

It shall be the duty of the Secretary to keep a true record of all the proceedings of the Club and the Board at their meetings. He / She shall have general charge of the correspondence of the Club. ~~and custody of the seal of the Club and shall affix and attest the seal on such documents as authorized by the Board. He / She shall notify each person proposed for membership to the Club of his/her election and report his/her name and address to the Treasurer together with the date of his/her election.~~ He / She shall perform such other duties as properly belong to his/her office, and as the Board may direct.

(d) Treasurer

It shall be the duty of the Treasurer to insure all dues and initiation fees are collected ~~collect all initiation fees and dues received~~ and to deposited ~~the same~~ in the name of the Club in such depositories as shall be approved by the Board. He / She shall keep a list of the members in good standing of the Club together with their mailing addresses, email addresses, phone numbers and other relevant contact information. He / She shall keep regular books of account and under the direction of the Board he/she shall disburse the funds of the Club. He / She shall report at the meetings of the Board the amount of receipts and disbursements and the balance of cash on hand together with such other information concerning the financial affairs of the Club as the Board may require. He / She shall prepare a detailed report in writing of the financial affairs of the Club for the preceding fiscal year and submit it at the annual meeting, and shall submit to the incoming Treasurer his/her recommendations for the succeeding fiscal year. He / She shall insure ~~prepare and file~~ all required federal, state and local income and franchise tax returns, are properly prepared and filed and shall cause the Club to pay all appropriate taxes. At the beginning of each fiscal year, he/she shall prepare and submit to the Board for its approval a suggested operating budget for said fiscal year.

ARTICLE II

Board of Directors

Section 1. All the property and affairs of the Club shall be under the control and management of the Board, which shall be composed of the officers herein before named, together with five (5) other members, all of whom shall be Members of the Club, who are qualified to hold office.

Section 2. No member of the Board who has served two consecutive terms of office shall be eligible for re-election until the lapse of one year from the termination of his/her office.

Section 3. The Board shall submit *at* each annual meeting a general report of the affairs of the Club.

Section 4. The Board shall hold monthly meetings each month at a time and place to be designated by the President.

Special meetings may be called by order of the President or on written petition of at least five (5) members of the Board to the President at least ten (10) days in advance of such proposed meeting.

Section 5. The Board shall at the ~~October~~ January Board meeting ~~prior~~ and subsequent to the annual meeting of the Club:

(a) Elect from its members by ballot and majority vote, a President, Vice President (who shall be the President-elect for the following year, provided his/her term is current), Secretary and Treasurer. ~~who will assume their offices at the conclusion of the annual meeting.~~ The President shall have served at least one year on the Board before being eligible for office.

(b) Review / modify, as it deems appropriate, and, as modified, approve the operating budget for the new fiscal year.

(c) Set the annual dues for the new fiscal year.

Section 6. The Board shall fill any vacancy occurring among the officers or members of the Board, the term of the person elected to fill such a vacancy to extend until the next annual meeting of the Club.

Section 7. Five (5) members of the Board, present and voting, shall constitute a quorum.

Section 8. The Board shall have the power, by the unanimous vote of its members, present and voting, to suspend members or, after notice and opportunity to be heard, to expel any member of the Club for conduct which in its opinion ~~endangers the welfare, interest or character of the Club.~~

Section 9. The Board shall have the power to prescribe such rules and regulations for shooting, the admission of guests, and the use of Club facilities, as it may from time to time deem appropriate. It shall also have the power to fix, enforce and assess penalties for offenses against the rules.

Section 10. The Board shall have power to approve all appointments made to committees. A majority vote of the members present at any monthly meeting, at which appointments are presented, shall be necessary for approval.

Section 11. The Board shall have the power to do any or all such other acts as shall be necessary or proper for the protection or advancement of the interests of the Club or conduct of its affairs as shall not be inconsistent with the Articles of Incorporation or these By-laws.

Section 12. The Board shall have the services of former Presidents as non-voting, ex-officio members following their respective terms of office, as requested by the Board.

Section 13. The Board may remove any Director who is absent from three (3) consecutive meetings.

ARTICLE III

Elections, Voting

Section 1. At each annual meeting of the Club there shall be elected three (3) members of the Board to serve for three (3) years, and such others as may be necessary to fill vacancies in the Board for the unexpired terms of those Board positions they are elected to fill.

Section 2. ~~One~~ Two months before the annual meeting of the Club, the President shall appoint a Nominating Committee consisting of three (3) members, one (1) of whom shall be a member of the Board.

Section 3. It shall be the duty of the Nominating Committee to nominate and deliver to the Secretary of the Club in sufficient time to notify the membership (10) days in advance of the Annual Meeting, the names of at least three (3) members for election to the Board.

ARTICLE IV

Admission to Membership

Persons are admitted to membership in the Club upon election by the Board pursuant to the following procedures:

Section 1. — A person who may be interested in becoming a member of the Club shall have met at least two (2) members of the Board and shall have obtained the sponsorship of same.

Section 2. — Once the candidate has met this requirement, the Club Manager will notify the President, who will then review the candidate and present his/her findings to the Board for discussion.

Section 3. — If the prospective member is approved by the affirmative vote of a majority of the members of the Board, present and voting at the meeting, the Secretary will notify the applicant in writing, and the applicant will become a member upon payment of the proper initiation fee, and dues.

WHY HAVE THIS ARTICLE AT ALL ?

ARTICLE IV

Dues, Fees, Reserves

Section 1. The Board shall assess such annual dues, initiation fees and assessments for the various classes of membership as it shall from time to time deem appropriate.

Section 2. Bills for dues and other charges shall be due and payable when presented. Accounts unpaid sixty (60) days shall be referred to the Board for such action as it may deem proper.

Section 3. The financial affairs of the Club shall be managed so as to accumulate a Reserve for Liabilities in an amount deemed appropriate by the Board with future adjustments in said reserve to be determined by successive Boards, Future major expenditures, such as land purchases or construction, will be financed by funds other than the Reserve for Liabilities.

ARTICLE V

Committees

Section 1. There shall be the following standing committees as follows:

(a) The Shooting Committee, composed of a number of Regular Members designated by the President and approved by the Board, shall be charged with the general management of all shooting activities and tournaments of the Club, all under the direction of the Board. The Shooting Committee shall establish various subcommittees to oversee specific shooting disciplines (i.e., American skeet, American trap, international skeet, international trap, five stand and sporting clays).

(b) The House and Grounds Committee, composed of three (3) Regular Members, shall be charged with the care and maintenance of all the Club's buildings, roads and equipment, except shooting equipment, all under the direction of the Board.

(c) The Finance Committee, composed of three (3) Regular Members, (one of which shall be the Treasurer), shall be charged with administering all the Club's financial affairs, all under the direction of the Board.

~~(d) — The Membership Committee, composed of three (3) Regular Members one of whom shall be a member of the Board, shall be charged with the receipt and review of all introductions to membership in the Club, all under the direction of the Board.~~

(e) The Public Relations AND MARKETING Committee shall be composed of three (3) Regular Members, one of whom shall be a member of the Board, and shall be charged with preserving favorable relations between the Club and all non-members, including but not limited to, immediate neighbors and local municipalities, all under the direction of the Board. IN ADDITION, THIS COMMITTEE IS CHARGED WITH THE PROMOTION OF THE CLUB FOR THE PURPOSE OF INCREASING MEMBERSHIP, REVENUES AND GROWING THE CLUB.

(f) Section 2. Every standing committee shall continue until the committee succeeding it shall be appointed.

ARTICLE VI

Expenditures

The amount of expenditures which may be made by, or indebtedness which may be incurred by, any officer or committee in the name of the Club shall at no time exceed the amount appropriated for his/her or its use by the Board in the operating budget for the relevant fiscal year.

ARTICLE VII

Meetings

Section 1. The annual meeting of the Club for the presentation of reports and the election of members to the Board shall be held in St. Louis County, Missouri during the month of January of each year.

Section 2. Special meetings of the members may be called by order of the President ~~and will be called on presentation to him/her of a written request signed by at least 15% of Regular Members.~~ Business at such meetings shall be limited to that specified in the meeting notice.

Section 3. ~~15% of the Regular Members entitled to vote, present in person or by proxy at any annual or special meeting, shall constitute a quorum.~~

ST. LOUIS SKEET AND TRAP CLUB INCORPORATED

Rules

Pursuant to the By-Laws

January 20, 2014

1. Conduct of Shooting

- a. Shooting at the Club shall be governed by safety and other rules promulgated by the Shooting Committee with the concurrence of the Board of Directors.
- b. Said rules shall be posted in the Clubhouse and at appropriate places on the Club grounds.
- c. There shall be no shooting at the Club except during regularly scheduled hours when the Manager or his/her alternate is in attendance, unless otherwise authorized by the Board of Directors.
- d. No firearms or other weapons may be discharged on the Club Premises except shotguns firing clay target loads of no larger than number 7 1/2 shot.

2. ~~Hunting and~~ NO Shooting other than Shotguns

Hunting of any kind is prohibited on the Club premises.

3. Drinking and Shooting

~~Abuse of alcoholic Beverages on Club Premises is prohibited.~~

ALCOHOL SHALL NOT BE CONSUMED BEFORE SHOOTING OR WHILE HANDLING FIREARMS. EXCESSIVE USE OF ALCOHOL AFTER SHOOTING IS STRICTLY PROHIBITED

4. Guests

- a. Hosts are responsible for the conduct of their guests at all times.
- b. Guests must register ~~with the Club Manager~~ upon arrival.

5. **DOGS**

- a. Well-behaved dogs are welcome at the Club and in the Clubhouse.
- b. Dog owners must keep their animals under control at all times. Dogs are not permitted on the shooting fields at any time.
- c. Dog owners are responsible for cleaning up after their animals.
- d. Any dog creating a disturbance shall be removed from the premises immediately.
- e.

6. **SMOKING**

- a. Smoking is not permitted in the Clubhouse.
- b. Smoking is permitted on Club grounds.

7. **FIELD SCHEDULING AND PRIVATE EVENTS**

- a. The Club Manager may restrict the use of certain facilities during peak shooting periods. These facilities include, but are not limited to, 5-stand, International Skeet, International Trap, SPORTING CLAYS and Wobble Trap.
- b. The Club facilities shall be available for non-Club parties, shoots, and other events as specifically authorized by the Board of Directors.

8. **PENALTIES**

- a. Any member having been found by the Board of Directors to have violated any of the above rules shall be subject to disciplinary action as determined by the Board of Directors.
- b. Any guest having been found by the Board of Directors to be in violation of any of the above rules will lose guest privileges at the Club.