

**BY - LAWS
OF
THE SKYLINE HUNTING AND FISHING CLUB, INC.**

ARTICLE NUMBER I --- NAME AND PURPOSE

SECTION NO. 1 – NAME AND ORDER OF PRECEDENCE

The name of this organization shall be THE SKYLINE HUNTING AND FISHING CLUB, INC., a non-profit corporation chartered in the State of Colorado under Colorado revised Statutes of 1953, chapter 31, Article 20.

Order of Precedence of Controlling Documents: The current version of the following documents shall control the operations of the Club, listed in order of precedence:

1. Memorandum of Agreement (MOA)
2. By-Laws of the Skyline Hunting and Fishing Club, Inc.
3. Skyline Hunting and Fishing Club Range Rules
4. Range Safety Officer (RSO) Handbook

SECTION NO. 2 - PURPOSE

The objects and purposes of this Club are as follows:

1. To encourage the highest degree of sportsmanship among the members and all other persons;
2. To engage in all forms of activity incident to the conduct of competitive and non-competitive sporting affairs, including hunting and fishing, but not restricted thereto;
3. To assist in the development of good sportsmanship among the youth of the country;
4. Manage the corporation's assets.
5. To purchase, sell, hold, lease, encumber or otherwise hold or dispose of, in any manner, real or personal property necessary or incident to the operation of this corporation;
6. To borrow money and to make issue, negotiate and deliver its promissory notes, debentures, bonds and/or other securities of evidences of indebtedness, and to secure payment thereof by mortgage, pledge, or other encumbrance upon all or any part of its property and assets; and
7. To generally have and exercise all of the powers now or hereafter conferred by the general corporation laws of the State of Colorado for corporations not for profit, whether or not herein specifically mentioned.

SECTION NO. 3 - NON-PROFIT ORGANIZATION

No dividend or distribution of the property of this corporation shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, nor shall any distribution be made except by a vote of a majority of the members.

ARTICLE NUMBER II --- MEETINGS

SECTION NO. 1 - MEETINGS

A calendar of regular meetings shall be established by the Board of Directors, subject to the approval of the Club members, at the beginning of each fiscal year.

SECTION NO. 2 - SPECIAL MEETINGS

Special meetings of the Club may be held at any time and place upon resolution of the Board of Directors, and the President shall call a special meeting of the Club if fifteen (15) members in good standing sign a written request (email is acceptable) for such a meeting. Such special meetings shall be called within ten (10) days from receipt of such request. Such request, and only the business stated in such request and notice, can be considered and acted upon at such special meetings.

SECTION NO. 3 - BOARD OF DIRECTOR MEETINGS

Meetings of the Board of Directors may be held at such time and place as the President and Board of Directors may determine, and not less than two (2) days notice indicating time, place, and purpose of such meetings shall be given each member thereof.

Attendance of not less than 50% of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Members of the Board of Directors who cannot attend a Board of Directors meeting, may proxy their vote to another Board of Directors member. No Board member may have more than one (1) proxy vote.

A Board of Director who allows for their proxy vote shall define in writing all of the specific subjects allowed under the proxy. Subjects not defined in writing, the proxy vote shall not be cast.

SECTION NO. 4 - NOTICE OF MEETINGS

The Club members shall be provided a calendar of the regular meetings by the Corresponding Secretary. Written notice via email stating the purpose of any special meetings shall be provided to the members by the Corresponding Secretary at least four (4) days prior to such meetings.

SECTION NO. 5 - MEETING QUORUMS

The members present at any meeting of the Club shall constitute a quorum.

SECTION NO. 6 - VOTE REQUIRED FOR ACTION UPON BUSINESS AND RESOLUTIONS

At any meeting of the Club any action shall require a plurality of the votes represented by the quorum.

SECTION NO. 7 - VOTING

Each member with dues paid in full for the current year shall be entitled to one (1) vote to any action to be taken by the Club at any regular or special meeting of the Club, other than meetings of the Board of Directors. In the event one cannot be present in person, one may permit another member to vote in one's absence by providing the member with written and

signed proxy (email is acceptable).

SECTION NO. 8 - PURPOSE

To develop training and proficiency programs and events to provide members and families safe, up-to-date and knowledgeable advancement in firearms, archery and fishing activity pursuits.

ARTICLE NUMBER III --- MEMBERSHIP

SECTION NO. 1 - CLASSES

There shall be two classes of membership, Regular and Honorary Life memberships, summarized as follows:

SECTION NO. 2 - REGULAR

Eligible for regular membership is any person who:

- (1) is a citizen of the United States; and
- (2) has reached his or her eighteenth birthday; and
- (3) (i) is employed by Lockheed Martin Corporation or United Launch Alliance, and is stationed or assigned to a work location in the Denver, Colorado area, or is an employee of the United States Government stationed or assigned to work in LM's facilities in the Denver, Colorado area; or
(ii) is retired from Lockheed Martin Corporation, Martin Marietta Corporation, or from United Launch Alliance.

Notwithstanding the foregoing, SHFC may retain as a Regular Member any person who was a member in good standing under membership criteria of the Club in effect prior to the effective date of this Agreement ("grand-fathered" members), until such person's membership otherwise terminates.

SECTION NO. 3 - HONORARY LIFE

The Club's Board of Directors may elect Lockheed Martin or United Launch Alliance personnel who are actively employed or retired (whether or not a current Club member), who have performed significant, longterm and outstanding service as honorary life members, provided that not more than 1% of the regular club membership, as of 01 August of any fiscal year, shall be elected as an honorary member during that fiscal year . Notwithstanding the foregoing, SHFC may retain as an Honorary Member any person who was an Honorary Member in good standing under membership criteria of the Club in effect prior to the effective date of this Agreement May 18, 2011 ("grand-fathered" Honorary Members), until such person's membership otherwise terminates .

SECTION NO 4 – MEMBERSHIP AND INITIATION FEES

Persons may become a regular member of this Club by making application for same, paying the initiation fee and dues as set forth in Article III, Section 4 and 5, and certification that such requirements have been met is so stated by a representative of the Membership Committee at a regular meeting. Effective 01 July 2007 the initiation fee shall be fifty dollars (\$50.00). This initiation fee cannot be refunded, nor can membership be transferred.

SECTION NO. 5 - DUES

The dues for a regular member shall be one-hundred dollars (\$100) annually, paid in advance by March 1st of each year during member renewal meetings. Regular members shall be refunded fifty dollars (\$50) of the above annual dues amount upon completion of active service to the club. Active service is defined as 1) holding office for one full year, 2) actively chairing a committee for the full year, or 3) be accredited with five (5) hours of work activity as reported to the Membership Chairman by the committee chairman. The dues refund will be apportioned to

the five (5) hours of work activity at the rate of \$10.00 per hour and refunded accordingly. A regular member who does not perform active service to the Club by participating in any of the three previously mentioned service categories will not receive any refund of dues. Honorary life members shall not be required to pay dues and shall be entitled to all Club privileges.

New members after March 1st of any year shall pay the appropriate dues at a rate of \$8.33 per month for the balance of that year.

The Club treasurer shall hold one-half (1/2) of member's dues collected during the year in a separate account for payment of service refunds. At the end of the year, the balance of unearned service refunds will revert to the Club Treasury for use as operating funds. There shall be no special monetary assessments of members. Paid dues cannot be refunded or transferred from one member to another except as previously specified in this section.

SECTION NO. 6 - NOTIFICATION OF EXPIRATION

The Secretary shall notify the membership via email and club web site, at least thirty (30) days prior to the date on which membership expires. If membership is not renewed ninety (90) days after expiration date, the member shall be dropped from the rolls and may not become a member again until he or she has made application and again paid the initiation fee and (1) one year's dues in advance, the same as a new member.

SECTION NO. 7 – MEMBERSHIP REQUIREMENTS

All persons applying for membership must complete the Safety Exam and Liability Release, and the amended Range Orientation Checklist (attached and incorporated as Exhibit "C") must be completed. The range checklist certifies that range orientation has taken place and that members will follow all applicable rules and safety procedures. Prior to use of firearms at the range, all guests must possess and show to the Range Safety Officer a certificate of Hunter's Safety, a certificate of Firearms Safety, or equivalent certification, and must complete the Liability Release Form for Guests, including listing the names of minor children included in each release.

SECTION NO. 8 - TERMINATION OF ELIGIBLE STATUS

New members must acknowledge by their signature and a SHFC member's witness signature that he/she acknowledges that violation of SHFC rules (including but not limited to unsafe behavior and unsportsmanlike conduct), Lockheed Martin policies, applicable local, State or Federal laws and regulations may be cause for revocation of range use privileges, expulsion from the SHFC, or further action by Lockheed Martin Corporation, United Launch Alliance, the US Government, or other employers, which retain full authority to undertake disciplinary action concerning any of their respective employees under applicable policies and procedures for any action or omission of their employees during SHFC activities.

ARTICLE NUMBER IV --- OFFICERS

SECTION NO. 1 - OFFICERS

Elected officers shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Along with the annually elected officers, the Board of Directors have the positions of; Past President, and the three (3) Board of Directors who are elected to a rotating three year term.

All officers shall be members of the SHFC Board of Directors.

SECTION NO. 2 - ELECTION

Election of officers shall be held at the last regular meeting of the fiscal year. A nominating committee shall be appointed by the Board of Directors at least one month prior to the election meeting for the purpose of recommending suitable candidates for office. Prior to the election, a meeting will be set aside to accept nominations from the floor. The nominations for each office may be closed if at least one candidate has been nominated. Officers shall be elected

by a plurality of the ballots cast. Ballots for candidates running unopposed must provide for a "Yes" or "No" vote to determine a plurality. The Corresponding Secretary shall provide every member in good standing with a ballot at least seven days prior to the last regular meeting of the fiscal year. The ballots shall be returned by mail or email.

Officers shall be elected for a term of one year commencing with the first meeting in the fiscal year. The President and the Past President shall not succeed him or herself in the same office. All other officers may succeed themselves in the same office.

SECTION NO. 3 - VACANCIES

In case of vacancy by death or resignation or when an elected officer shall have been absent three (3) consecutive regular meetings of the Club without an excuse satisfactory to the Board of Directors, the President shall declare the office vacant. Such vacancy of office shall be filled by appointment by the Board of Directors until the next annual election. If the office of President becomes vacant, the Vice President shall automatically become President for the remainder of the term and the office of Vice President shall be filled as prescribed above.

SECTION NO. 4 - DUTIES OF OFFICERS

PRESIDENT - It shall be the duties of the President to conduct all regular and special meetings, appoint committees, temporary or standing, and preside at all meetings of the Board of Directors. He or she shall be an exofficio member of all committees, and shall receive the minutes of all meetings of all committees. He or she shall have a vote at all regular and special meetings of the Club and the Board of Directors, but not of the committees. He or she shall, whenever possible, represent the Club at conferences and other public gatherings, or may have the power to appoint any other member of the Club to represent him at said meeting. He or she shall receive no salary, but may be paid reasonable traveling expenses, when authorized and approved by the Board of Directors. The President shall ensure all company identified data requirements and actions are acted upon in a timely manner depending upon the severity and ensure all Club data requirements are satisfied for the annual company working group meeting and letter of continued operations. The President shall preside over the collection and counting of voting for the following years Board of Director officers.

VICE PRESIDENT - It shall be the duty of the Vice President to aid and assist the President at all regular and special meetings. He or she shall assume the duties of the President in the absence of the President, and/or when requested to do so by the President. He or she shall be the permanent chairman of the Membership Committee. He or she shall have a vote at regular and special meetings of the Club and Board of Directors. He or she may enlist any member to assist in these duties. He or she shall ensure compliance with the Memorandum of Agreement, Item 12. Purchasing of Firearms, and shall ensure strict compliance with the club's Federal Firearms License (FFL) requirements.

RECORDING SECRETARY - It shall be the duty of the Recording Secretary to keep all minutes of all meetings, regular, special or executive. He or she shall read the minutes of the past meeting at each current meeting. It shall be his or her duty to see that all members are provided access to the MOA, Range Rules and By-Laws of the Club. He or she shall provide the LM Representative the information required by Memorandum of Agreement, Organizational Responsibilities, Item 1 by May 1st of each year. He or she shall have a vote at regular and special meetings of the Club and Board of Directors. He or she may enlist any member to assist in these duties.

CORRESPONDING SECRETARY - It shall be the duty of the Corresponding Secretary to conduct all correspondence as directed by the officers and Board of Directors and keep a file copy of same. He or she must also provide each Club member a calendar of regular meetings, Monthly newsletter and notices of all special meetings and such special notices as the Board of Directors may from time to time direct. He or she shall have a vote at regular and special meetings of the Club and Board of Directors. He or she may enlist any member to assist in these duties. He or she will assure that the club web site is updated and maintained.

TREASURER - The Treasurer shall keep a record of all financial transactions, receive all funds from initiation fees, regular membership dues and any special grants, receive all funds belonging to the Club and shall ensure deposit in the Club account in a federally insured, regular incorporated bank or Credit Union as soon thereafter as practical. All expenditures approved by the Club shall be paid by check, such checks to bear the signature of an authorized SHFC representative. It shall be the Treasurer's duty to present a report to the membership when requested to do so by the Board of Directors. He or she shall have a vote at regular and special meetings of the Club and Board of Directors. He or she shall render a report of all transactions at each regular meetings of the Club and Board of Directors.

Past President - The Past President position is occupied by the prior year President. The past President shall provide bi-year continuity and shall be an advisor to the current Board of Directors. He or she shall have a vote at regular and special meetings of the Club and Board of Directors.

Directors - The Directors shall consist of three (3) positions who hold a rotating three (3) year term. The oldest of the Directors positions shall be opened as part of the annual nominating and voting process. The Directors are advisors to the Board of Directors due to having multi-year experience of the Clubs activities. He or she shall have a vote at regular and special meetings of the Club and Board of Directors.

SECTION NO. 5 - NON-POLITICAL STANDARD

No elected or appointed natural resource conservation official of the State of Colorado, or the Nation, whether salaried or non-salaried, shall hold any office, or serve on any committee of the Club. Upon acceptance of any political office by any officer of the Club, he or she shall automatically relinquish his or her Club office, and the vacancy shall be filled as provided in Article No. IV, Section No. 3.

ARTICLE NUMBER V --- BOARD OF DIRECTORS

SECTION NO. 1 - GENERAL POWERS

The business and property of this corporation shall be managed and controlled by the Board of Directors, and it shall exercise all such powers of the corporation and do any and all such lawful acts and things as are not by statute or by Certification of Incorporation or by these By-Laws or MOA prohibited, directed or required to be exercised or done by the membership, without prejudice to such general powers and other powers conferred by statute, by Certificate of Incorporation, and by these By-Laws; which shall include the power to purchase, or otherwise acquire for the corporation, any property, rights, or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think proper and fitting; and to create, make, and issue mortgages, bonds, deeds of trust, negotiable or transferable instruments and securities secured by mortgage or otherwise, and to do every and all acts and things necessary to effect the same.

It shall have the authority to develop plans for cooperation with other organizations interested in the objectives of the Club, and take all steps it deems necessary or advisable to carry out any of these objectives.

SECTION NO. 2 - MEMBERS

The Board of Directors shall be composed of all the elected Club officers five (5), three (3) members elected at large, and the retiring President of the Club.

SECTION NO. 3 - TENURE

1. Elected officers shall serve a term coinciding with their term of office.
2. The Lockheed Martin Corporation, if it so desires, may appoint at the request of the Board of Directors, a representative who shall act in the capacity of an advisor to the Club.
3. The elected members, i.e. Directors, shall serve a three-year term, one member to be elected each year, with two carrying over.
4. The prior year President of the Club shall serve for one (1) year as Past President.

ARTICLE NUMBER VI --- COMMITTEES

SECTION NO. 1 - COMMITTEES

There shall be ten (10) standing committees, namely: Hunting, Fishing, Shooting, Social, Purchasing, Archery, Youth, Community Support, Education, and Safety. Additional committees or subcommittees shall be created by the Board of Directors as required.

SECTION NO. 2 - DUTIES OF STANDING COMMITTEES

- HUNTING - This Committee shall plan and provide information for hunting activities.
- FISHING - This Committee shall plan and provide information for fishing activities.
- SHOOTING - This Committee shall organize and supervise all activities on all ranges that utilize firearms.
- SOCIAL - This Committee shall be responsible for any social activities of the Club.
- ARCHERY - This Committee shall plan and provide information for archery activities, organize and supervise all activities on all ranges that utilize archery equipment.
- PURCHASING - This Committee shall be responsible for providing the membership with an opportunity of purchasing sporting equipment through the most favorable outlet cost-wise and shall control and supervise all procedures thereto.
- YOUTH – This committee shall responsible for providing youth, both individually and as groups (including Boy Scouts of America), instruction in the proper understanding of shooting disciplines to include shotgun, rifle, and airgun.
- COMMUNITY SUPPORT- This committee shall conduct activities to support the community through events and access to the ranges for law enforcement, church, school, or other community activities that may wish to pursue a better understanding and proficiency in the enjoyment of firearm and archery activities, hunting and fishing.
- EDUCATION- This committee shall responsible for ensuring that training and education actions for Hunter Safety (both Archery and Rifle), Annual Safety training and exams, Youth Shooting, and NRA Classes are conducted in accordance with the established curriculum or protocols appropriate to the activity.
- SAFETY & COMPLIANCE- This committee shall be responsible for evaluating safety issues and makes appropriate real-time recommendations to implement ongoing improvements to the SHFC safety program. This committee shall formally convene at least once a quarter to

ARTICLE NUMBER VII --- FISCAL YEAR

The fiscal year of the Club shall begin annually on the first (1st) day of March.

ARTICLE NUMBER VIII --- CLUB FINANCES

SECTION NO. 1 - CLUB FUNDS

Funds of the Club may be invested in property, supplies, and/or securities approved by the Board of Directors.

SECTION NO. 2 - INDEBTEDNESS

In event funds must be raised by borrowing for the purposes of financing purchases and/or improvements of real estate, buildings, and facilities of said Club, as authorized in the Charter, the said indebtedness shall be secured by notes, bonds, or other instruments of indebtedness. Said certificates of indebtedness shall bear interest not to exceed six (6) per cent per annum, interest to be paid annually at the end of each fiscal year. The assets of the club may be used to redeem said certificates of indebtedness after one (1) year from issue date for the purchase price plus accrued interest. The certificate to be redeemed shall be selected by lot. Any certificates of indebtedness sold to non-members shall be placed under the most advantageous condition possible. The issue and redemption of all certificates of indebtedness shall be the responsibility of the Board of Directors.

SECTION NO. 3 - DISSOLUTION OF CORPORATION

Dissolution of the corporation shall be in accordance with the Charter and the corporate laws of the State of Colorado. Any assets remaining after the discharge of all legal debts and liabilities shall be distributed in accordance with the Laws of the State of Colorado.

SECTION NO. 4 – BIENNIAL INDEPENDENT AUDIT

The Board of Directors shall ensure that a qualified auditor, independent from the club, conducts an audit of the club finances on a biennial basis toward the end of the fiscal calendar in even numbered years beginning in 2012. The Board of Directors shall authorize an out of cycle financial audit as required.

ARTICLE NUMBER IX --- ORDER OF BUSINESS

THE ORDER OF BUSINESS SHALL BE:

1. Roll Call of Officers
2. Reading of Minutes
3. Secretary's Report of Communications
4. Treasurer's Report
5. Committees' Reports
6. Unfinished Business
7. New Business
8. Good of the Club
9. Adjournment

Robert's Rules of Order shall constitute authority for all matters pertaining to parliamentary law.

ARTICLE NUMBER X --- SPORTSMANSHIP

Any member found guilty of unsportsmanlike conduct, or of violating any of the Club rules or regulations, may be subject to disciplinary action, up to and including expulsion from the Club in the following manner: The accuser or accusers shall make his or her complaint in writing, to the Board of Directors. If accusations are worthy, the Board of Directors shall notify both the accuser and the accused to appear before the Board of Directors in a closed session.

The Board of Directors may acquit or take such action as the majority of the members present deem advisable.

The use of alcoholic beverages during any activity involving the use of firearms or archery equipment shall be considered adequate grounds for disciplinary action.

ARTICLE NUMBER XI --- AMENDMENTS

These By-Laws may be altered, amended or repealed at any regular or special meeting provided such proposals are presented to the Board of Directors for consideration, and provided to the Club via email and/or club web site at least thirty (30) days before final action is taken. At least two-thirds (2/3rds) vote of the members present is required before such action becomes final.

ARTICLE NUMBER XII --- INDEMNIFICATION

SHFC shall indemnify, save harmless and defend and protect Lockheed Martin Corporation, its officers, agents and employees, from claims, liabilities, losses, expenses and damages, including reasonable attorneys' fees and costs, arising from bodily injury or property damage to the extent caused by the acts or omissions of SHFC, and its members, non-members, visitors, invitees, guests, agents, licensees or contractors in carrying out club activities permitted under this Agreement. SHFC also shall carry at all times commercial comprehensive general liability coverage of Ten Million (\$10,000,000), including Occurrence, Fire Damage and General Aggregate coverage. All such insurance shall provide commercial general liability coverage in the broad form, including without limitation bodily injury and property damage. Such policy shall name Lockheed Martin Corporation as an additional insured (expressly by name) and provide that such policy shall not be terminated or cancelled without thirty (30) days prior written notice to SHFC and to Lockheed Martin Corporation .

I hereby certify that these are the retyped By-Laws as amended
28 March 2016

Amendments being approved by vote of the Club membership as so noted
in the minutes of said dates.

Jim Cathcart
President, 2020

