

Gold Camp Fishing Club Constitution & Bylaws



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**GOLD CAMP FISHING CLUB
CONSTITUTION & BYLAWS
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CONSTITUTION AND BYLAWS OF GOLD CAMP FISHING CLUB

SECTION 1 – TYPE OF LEGAL ENTITY

The association governed by this Constitution and Bylaws is organized as an unincorporated nonprofit association pursuant to the Uniform Unincorporated Nonprofit Association Act, codified at Colorado Revised Statutes §§ 7-30-101 *et seq.*, as amended. The association shall be operated in conformance with this Act and other applicable laws and statutes.

SECTION 2 – NAME AND ADDRESS OF THE ASSOCIATION

The association shall be known as and do business as the Gold Camp Fishing Club (GCFC), or such other name(s) as may be approved by its Officers or Board of Directors and registered with the Colorado Secretary of State. The initial address of the Gold Camp Fishing Club shall be as follows:

Gold Camp Fishing Club
P.O. Box 206
Victor, CO 80860

The Board of Directors or Officers may change this address as necessary.

SECTION 3 – PURPOSE AND POWERS OF GOLD CAMP FISHING CLUB

- a. The Members organize Gold Camp Fishing Club for a common, lawful, non-profit purpose. Specifically, the Gold Camp Fishing Club is organized to provide for its Members and their guests, fishing and recreational activities at Bison Reservoir which is owned by the City of Victor, and to lease and maintain various facilities at that Reservoir under agreement with the City of Victor.
- b. The Members of the Gold Camp Fishing Club shall pay annual dues and such other assessments, if any, established by the Board of Directors. Such dues and assessments shall be managed and disbursed by the Officers and as the Board of Directors may direct. These funds shall be used only in the maintenance and construction of fishing and recreational facilities at Bison Reservoir for the use and enjoyment of the Members and their guests. These funds may also be used for the purchase of fish to stock the lake and such other commodities as the Officers, Board of Directors or Members might prescribe to enhance the use of the lake for fishing.
- c. Gold Camp Fishing Club shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon such associations organized under the laws of Colorado. In addition, the Gold Camp Fishing Club may do everything necessary, suitable, or proper for the accomplishment of any of its purposes. Gold Camp Fishing Club may conduct its business anywhere in Colorado and may hold, purchase, mortgage, lease, and convey real and personal property.
- d. **Indemnification of Officers and Directors.** Gold Camp Fishing Club, shall, at its expense, indemnify, to the maximum extent permitted by law, any person who is or was a Director, Officer, agent, or employee of the association against any claim, liability, or expense arising against or incurred by such person made party to a proceeding because such person is or was a Director, Officer, agent, or employee of the Gold Camp Fishing Club. Gold Camp Fishing Club shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification.
- e. **Limitations on Directors' and Officers' Liability.** No Director, Officer or employee shall have any personal liability for monetary damages to the Gold Camp Fishing Club or to its Members for breach of the Director's, Officer's or employee's duty as a Director, Officer or employee; except that this provision shall not eliminate or limit the personal liability for: (i) any breach of the Director's or Officer's duty of loyalty to the association; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the Director, Officer or employee directly or indirectly derives an improper personal benefit.

SECTION 4 – MEMBERS

- a. Members are those individuals entitled to: (1) participate in the activities of the Gold Camp Fishing Club; (2) elect persons authorized to manage the affairs of the Gold Camp Fishing Club (“**Directors**” and “**Officers**” defined below); and (3) participate in the development of the policies or business of the Gold Camp Fishing Club.
- b. **Members’ Restrictions.** Membership in the Gold Camp Fishing Club is restricted as follows:
 - i.) Members must comply with the Rules of the Gold Camp Fishing Club, as adopted by the Board of Directors, which are set forth in Section 9 of this Constitution and Bylaws. Except for the violations that result in automatic membership termination shown below, Members who violate a rule(s) will have to appear before the Board of Directors which may terminate the Member’s membership.
 - ii.) The Board of Directors may restrict the total number of Members to a maximum as set by the lease with the City. The current Maximum Membership is shown in Section 8 of this Constitution and Bylaws.
 - iii.) The Board of Directors may restrict the total number of fish a Member or guest may catch (“Daily Bag Limit”). This restriction is shown in Section 8 of this Constitution and Bylaws.
 - iv.) Different dues and assessments, as shown in Section 8 of this Constitution and Bylaws, may apply to Members and to Members older than 65 (“Seniors”).
 - v.) New Members must submit an application to the Club Secretary/Treasurer who will review the documentation and forward to the Victor City Clerk for approval according to the criteria and priorities described in this Constitution and Bylaws. The application is attached to and incorporated in this Constitution and Bylaws. Prospective members must furnish documentation that verifies the information requested on the application.
 - vi.) Memberships are not transferable. Except that divorced spouses of Members in good standing may secure their own separate membership upon award of the membership in their divorce decree, if the original membership was prior to February 2012.
 - vii.) The following will result in immediate, automatic termination of membership:
 - (a) Members who lend out their key shall have their membership terminated.
 - (b) Members who do not pay their annual dues and assessments by the Membership Termination Date shown in Section 8 of this Constitution and Bylaws shall have their membership terminated and must submit a new membership application if they wish to rejoin the association. Members in financial difficulty must notify the Secretary-Treasurer in writing if they need additional time to pay. The Board of Directors will review such requests and may extend the time to pay if good cause is shown. Any member who for any reason separated himself and is no longer affiliated with the Club shall immediately return any and all keys and membership cards issued to him in the past.
 - (c) Members may be expelled from the Gold Camp Fishing Club by a vote of the Members as described in this Constitution and Bylaws in Section 4.i.(iv).
 - (d) Members who fish in a watershed property owned by the City of Victor other than the property covered by the lease agreement with the City of Victor shall have their membership automatically terminated. The Caretaker is authorized to revoke memberships and take a Member’s keys if they violate this provision.
 - (e) Any member who falsifies an application will result in denial of membership or automatic termination of membership.
 - (f) Members or their guests who willfully destroy property leased by the Club or belonging to the Caretaker or other members. (for example cabins, gates, portalets, live trees) will have their membership revoked.

- (g) Members who have been found engaging in any illegal activities while on the Bison Lake premises will have their membership revoked.
 - (h) Members who hunt or discharge a firearm for recreational purposes will have their memberships revoked.
- c. **Members' Rights.** Members in good standing have the following rights:
- i.) Members, their spouses, children under the age of nineteen (19) shall have the right to fish in the facilities maintained by the Gold Camp Fishing Club. Children over the age of 19 may also fish at these facilities if they secure a guest card from the Caretaker or his/hers designated agent and pay the designated fee shown in Section 8 of this Constitution and Bylaws.
 - ii.) Members shall have the right to participate in the activities of the Gold Camp Fishing Club and participate in the elections and matters requiring a Members' vote.
 - iii.) Members shall have the right to invite and accompany guests who might wish to use the facilities maintained by the Gold Camp Fishing Club. Such guests must secure from the Caretaker or his/her designated agent, a guest fishing pass and pay a fee if they wish to fish. The fee for a guest fishing pass is shown in Section 8 of this Constitution and Bylaws.
- d. **Members' Annual Meeting.** The Members' annual meeting shall be held at the end of each fiscal year, which will be the second Saturday of January, at such time and place as may be designated by the President. The Secretary-Treasurer shall provide Members with notice of the date, time and location of the annual meeting. The purpose of the Members' annual meeting is to elect Directors and Officers and to transact other business as appropriate.
- e. **Members' Special Meetings.** The majority of the Board of Directors or the President may call special meetings of the Members for any purpose. The President shall call a special meeting of the members if the Gold Camp Fishing Club receives one or more written demands for the meeting, stating the purpose(s) for which it is to be held, signed and dated by at least ten percent (10%) of all Members. Notice of a special meeting shall describe the purpose(s) of the meeting.
- f. **Location and Notice of Members' Meetings.** The President may select any location as the place for the Members' annual meeting or any special meeting. Notice of the annual meeting or any special meeting shall be given only to Members in good standing at least seven (7) days prior to the meeting. Written notice of meetings shall be made at the expense of the Gold Camp Fishing Club and delivered personally, by mail, by facsimile, or by e-mail to each Member in good standing. Such notice shall be deemed to be given and effective when deposited in the mail or sent electronically.
- g. **Members' Addresses.** A Member shall advise the Gold Camp Fishing Club of any change in the Member's mailing or physical address or e-mail address. No notice of Members' meetings need be sent to any Member if the prior notice mailed to the last known email or mailing address of such Member was returned as undeliverable.
- h. **Members' Votes and Proxies.** Each individual Member shall have one vote in any election or other Member vote. Members may vote in any Member meeting in person or by giving a Director in good standing a written proxy to vote on their behalf. Only Members in good standing are entitled to vote at any Members' meeting.
- i. **Election or Removal of Directors and Officers and Other Member Votes.** Elections by Members and other Members' votes shall follow these rules:
- i.) **Secret Ballots Not Required.** At any election or Member vote, the President, at his/hers discretion, may allow voting by a show of hands, by acclamation or require secret ballots. The Secretary-Treasurer shall record the results of any election or Member vote in the minutes.
 - ii.) **Election or Removal of Officers.** Members are entitled to cast one vote each for each open office (e.g., one vote for President, one vote for Vice-President and one vote for Secretary-Treasurer). Officers shall be elected (or removed) by the majority of Members in good standing present at the Members' meeting who vote in person. The candidate has the option of leaving the room during the vote.

- iii.) **Election or Removal of Directors.** Members are entitled to cast votes equal to the number of Directors and may not cumulate their votes. Individuals shall be elected (or removed) as Directors by the majority of Members in good standing present at the Members' meeting who vote in person. For example, if there are eleven (11) Directors to be elected, Members shall cast eleven separate ballots.
- iv.) **Suspension / Expulsion of a Member.** Any Member may be expelled by a majority of Members in good standing present at a Members' meeting. However, such an expulsion vote may only be initiated if: (1) at least 2/3rds of the members of the Board of Directors recommend expulsion; (2) violation of the Rules or this Constitution and Bylaws has been shown, and (3) the Member proposed to be expelled has been given notice of the expulsion vote and afforded an opportunity to address the Board or the voting Members and express his/hers views about the expulsion.

SECTION 5 – BOARD OF DIRECTORS

- a. All powers, business and affairs of the Gold Camp Fishing Club shall be exercised by, under the authority of, or under the direction of its Board of Directors for the benefit of the Gold Camp Fishing Club and its Members. By a majority vote, the Board of Directors may change this Constitution and Bylaws, change the dues of the Gold Camp Fishing Club or adopt an assessment to be paid by Members for extraordinary costs (e.g., costs of stocking fish in the lake, repairs to the cabins, repairs to the road, etc.) not covered by the annual dues.
- b. **Number and Composition of the Board.** The Board of Directors of the Gold Camp Fishing Club shall consist of three (3) elected Officers and four (4) other individuals, for a total of seven (7) individuals, all of whom must be permanent residents of Colorado. Four (4) members of the Board of Directors, including the President, shall be individuals who permanently reside in single-family homes or commercial buildings within the City of Victor and are served by the City's water system; three (3) members of the board shall permanently reside within the RE-I School District boundaries.
- c. **Election or Removal by Members.** Directors shall be elected at each annual Member's meeting and hold office until the next annual meeting or until replaced. Any Director may be removed by the Members, with or without cause, at a meeting called for that purpose. A Director may be removed by a petition in writing, signed by two-thirds of the membership of this organization.
- d. **Meetings.** The Board of Directors shall meet annually or more often at the discretion of the President. The regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual Members' meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. Notice of the date, time, and place of any special meeting shall be given to each Director at least two days before the meeting by written notice personally delivered, mailed to each Director, or sent via facsimile or electronic mail. The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors. Board Meetings: A quorum must be attended by at least a majority (50% + 1 vote), of all board members for business transactions to take place and motions to pass.
- e. **Board Vacancies.** If a member of the Board resigns or is unable to serve on the Board of Directors, the remaining Board Members shall select a replacement
- f. **Compensation of Officers and Directors.** By resolution of the Board of Directors, a Director or Officer may be paid for services rendered by such Director or Officer.
- g. **Telephonic Meetings.** The Board of Directors may permit any Director to participate in a regular or special meeting of the Board of Directors through the use of any means of communication by which all Directors participating in the meeting can communicate with each other during the meeting.

Standard of Care. A Director shall perform the Director's duties in good faith, in a manner the Director reasonably believes to be in the best interests of the Gold Camp Fishing Club and its Members.

SECTION 6 – OFFICERS

- a. **Number and Titles.** Officers of the Gold Camp Fishing Club shall consist of one President, one Vice-President and one Secretary-Treasurer to be elected annually by the majority vote of the Members in good standing who cast a vote in such election in person or by proxy. No Officer shall serve more than four (4) consecutive years.
- b. **President.** Subject to the direction and supervision of the Board of Directors, the President shall be the chief executive officer of the Gold Camp Fishing Club responsible for general and active control of its affairs and business and supervision of its officers, agents, and employees. He shall preside at all meetings of the Gold Camp Fishing Club and the Board of Directors unless the Board of Directors has appointed another individual authorized to preside at such meetings. The President shall have such additional authority as appropriate and customary for the office of President and chief executive officer except as the same may be expanded or limited by the Board of Directors.
- c. **Vice President.** The Vice President shall have the powers of and perform the duties of the President in the absence or inability of the President to perform such duties or as directed by the Board of Directors. He is empowered to take immediate action for any Member who brings discredit to the association, and shall refer the matter to the President or the Board of Directors. The Vice President shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors.
- d. **Secretary-Treasurer.** The Secretary-Treasurer shall be the custodian of association's records and shall be the principal financial and accounting officer of the Gold Camp Fishing Club. As the custodian of the association's records, the Secretary-Treasurer shall:
 - i.) prepare and maintain as permanent records the minutes of the meetings of the Members, the Board of Directors, and the Officers;
 - ii.) see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws;
 - iii.) serve as custodian of the business records and correspondence;
 - iv.) maintain a record containing the names and addresses of all current Members and whether such Members are in good standing; and serve on the Membership Committee; and,
 - v.) in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

As the principal financial and accounting officer of the Gold Camp Fishing Club, the Secretary-Treasurer shall:

- vi.) receive and safeguard money paid by Members to the Gold Camp Fishing Club and keep records of those payments, money or other things of value given to the association;
 - vii.) ensure that bills, payrolls, and other debts of the Gold Camp Fishing Club are timely paid in accordance with direction from the President or the Board of Directors;
 - viii.) prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records, cause to be prepared and filed the appropriate tax returns, and prepare and furnish statements of account or other reports as requested by the President or the Board of Directors; and,
 - ix.) perform other duties incident to the office of the Treasurer and such other duties as may be requested by the President or the Board of Directors.
- e. **Standard of Care.** An Officer shall perform the Officer's duties in good faith, in a manner the Officer reasonably believes to be in the best interests of the Gold Camp Fishing Club and its Members.

SECTION 7 – APPLICATION PROCESS

- a. New Members must submit an application to the Club Secretary/Treasurer who will review the documentation and forward to the Victor City Clerk for approval according to the criteria and priorities

described in this Constitution and Bylaws. The application is attached to and incorporated in this Constitution and Bylaws. Prospective members must furnish documentation that verifies the information requested on the application.

- b. The maximum number of members ("Maximum Membership") is set out in Section 8 of this Constitution and Bylaws.
- c. Applications will be considered on a first-come, first-served basis. In applications that have the same application date, residential sole property owners who are year-round residents of the Membership Area will be given preference in membership over other applicants.

SECTION 8 – MEMBERSHIP LIMITS, BAG LIMITS AND FEES

Membership Area:

Eligibility for new membership in the **GCFC** shall be limited to owners who are natural persons (not business or corporate entity) of single-family dwellings, and owners of commercial buildings and that said dwelling or building shall be located within the legal boundaries of the City of Victor and served by the City's water system and currently paying monthly fees therefor.

Qualifying Property:

Eligibility for new membership in the **GCFC** shall be limited to owners who are natural persons (not business or corporate entity) of single-family dwellings, and owners of commercial buildings and that said dwelling or building shall be located within the legal boundaries of the City of Victor and served by the City's water system and currently paying monthly fees therefor. Club membership shall be limited to a maximum of two members per property address, both names, and only those names, must appear on the records of the Teller County Assessor's Office as owners of the property; married couple shall be considered one member and/or name. Membership in the **GCFC** may include beneficiaries of a Family Trust or LLC that own a single-family dwelling or a commercial building as outlined above; provided that the Family Trust or LLC has a maximum of two beneficiaries/owners per parcel of property and only those two beneficiaries/owners shall be permitted to be members in the **GCFC**. Children and grandchildren of members shall no longer qualify for membership due to their family relationship, and may only qualify based on property ownership as set forth herein. All new memberships must meet eligibility requirements which must be verified by the Victor City Clerk prior to issuance of membership.

Membership for any person whose membership began on or after February 9, 2012 and whose membership was contingent upon property ownership shall be continued only if that member maintains the requirements for that new membership. Failure to maintain ownership of property establishing eligibility for new membership (#1 above) cancels membership in the **GCFC** effective at the end of that lease period in which the member becomes ineligible.

Term of Membership:

As of February 9, 2012, membership shall be terminated upon failure to maintain ownership of membership associated property, as of the end of the season in which the member becomes ineligible.

Maximum Membership:

375 Members or maximum set by City of Victor, whichever is lower.

Due Date for Payment of Dues:

May 1, each year

Membership Termination Date:

May 15, each year
(Membership terminates if dues + assessment are not paid by this date)

Fishing Hours:

Fishing allowed only between 5:00AM and 9:30PM during fishing season

Daily Bag Limits:

4 fish per member or 2 fish per adult guest per day, 2 fish for children under age 14

Personal Use Only:

Use of membership to permit access and/or use of property leased by the CLUB or access and/or use of CITY property for corporate, association or public events (except the Kids Fishing Contest and the Victor Elks Picnic), retreats, other corporate use, or other similar business uses, shall be grounds for immediate termination of membership. Use of the reservoir is limited to members and their family and personal friends. Guests of members must personally be escorted through all gates. At no time are non-members permitted to travel on the access road or use a member's key for access to any reservoir gate for entry or exit. Leaving the gates unlocked or dummy-locked is strictly prohibited.

Membership Dues and Fees		
Membership Category	Amount	When Due
Regular Member, including spouse	\$150 Application fee \$6 fee for a new key \$100 annual dues + assessments, if any	Initial Application fee due when application is approved Annual dues and assessments due on May 1 of each year
Children of a Member in Good Standing	Free fishing if child is under age 19 Daily Guest Fishing Pass is required if child is over age 19	N/A Guest fishing pass fee paid each day of fishing
Senior Member (age 65+)	One-half (1/2) regular Member dues + daily guest fishing pass rate if the Senior has been a Member for at least 5 years. In the case of couples membership, both members must be age 65+.	Due Date for Payment of Dues and daily rate paid for each day fishing
Daily Guest Fishing Pass (Acquired from Caretaker, Secretary, or designated agent)	\$10/day for guests and guest children aged 15 or older \$2/day for guest children aged 10-14 Free for guest children under age 10	Guest fishing pass fee paid for each day of fishing
Cabin Rental	\$20 per day. No refunds without a 24 hr cancellation notice provided to caretaker or club Secretary-Treasurer	
Late Fees	\$15 if dues are not paid by May 1	Applies if dues + applicable assessments are paid after the Due Date for Payment of Dues and before the Membership Termination Date

Section 9 – Rules of the Gold Camp Fishing Club

- a. Members and their littering will be allowed on the property. Members and their guests must keep their camps clean and tidy. Members should report others who violate this rule.
- b. Any Member who has a complaint against another Member must file a complaint with the Board of Directors. The accused and accuser must then both appear before the Board of Directors for resolution and final action.
- c. Each Member must report his/her daily catch at the gate to assist in stocking the lake and setting bag limits.
- d. Members and their guests may not move picnic tables or fire pits. No new fire pits may be built. Any fires must be within the existing fire pits.
- e. Members and their guests may not clean fish in the lake. There is no wading without boots or waders, but no balloon-type waders are allowed. Swimming and boating of any kind are prohibited. Used fishing line should be destroyed or removed as it is harmful to birds around the lake.
- f. Members and their guests may not use two poles and must attend their own pole. Float tubes, floating rafts and devices that take a line out further than a normal cast are not allowed.
- g. All animals must be on a leash.
- h. Members and their guests are limited to three (3) consecutive nights of camping in the campground. No camping is allowed above the dam. Members or their guests may stay in the cabin for three days, but no one is allowed to use the cabin before opening day.
- i. Fishing is allowed only in the lake known as Big Bison. No fishing is allowed in any other watershed properties owned by the City of Victor.
- j. Members and their guests cannot fish until and unless their dues and assessments and/or the appropriate daily fee(s) are paid and they have a valid Colorado fishing license.
- k. Member's Guests are allowed to fish only if they have a guest card in their possession and are accompanied by a Member. Guest cards are obtained from the caretaker; secretary or designated agent.
- l. Members and their guests must observe Colorado state fishing laws and Pike National Forest rules and regulations. No recreational shooting or hunting on City of Victor's property or watersheds. Unattended fires violate National Forest rules and may be punished with fines and a jail sentence.
- m. No one is permitted on any other city of Victor's watersheds/property besides the lake known as Bison.