

BYLAWS OF WILDLIFE COMMITTEE OF WASHINGTON

ARTICLE I

Corporate Offices

1.1 Name of the Organization. The name of this organization is and shall be Wildlife Committee of Washington, and herein referred to as "WCW" or "the Corporation." The Board of Directors may designate one or more d/b/a(s) for the organization.

1.2 Principal Office and Subordinate Offices. The Principal office shall be 1031 228th S.W. Bothell, WA 98021. From time to time, the Board of Directors may fix the location of the principal office of the Corporation at any place within the State of Washington. The Board of Directors may at any time establish branch or subordinate offices at any place or places within the State of Washington.

1.3 Official Club Address. The official club address shall be 1031 228th S.W. Bothell, WA 98021, which may differ from the principal office of the Corporation. The Corporation shall operate its range facility located at the official club address for the benefit of its Members and the shooting public. The Corporation's Board of Directors and its Officers It shall ensure the facility is run in a safe, professional, and lawful manner and that sufficient revenue is allocated to cover proper staffing, maintenance, and capital expenditures.

1.4 Fiscal Year. The Corporation's Fiscal Year shall be from April 1st to March 31st, or as otherwise established by the Board of Directors.

ARTICLE II

Members

2.1 Qualification of Members. Policies applicable to membership shall be determined by the Governance, Finance and Conduct Committees as directed by the Board of Directors. Any person of suitable character and with the desire to cooperate in the interests and conditions set forth in Article II may become a Member of WCW. Provided, no individual who cannot lawfully possess a firearm shall be admitted as a Member of WCW. A new Member shall be admitted upon submission of a completed application, payment of the prescribed fees, and approval of the Conduct Committee. The Board of Directors may also consider any application, and deny admission of a new Member upon the Board's two-thirds majority vote in favor of a denial. Denial of an application shall result in all monies tendered by the applicant being refunded. Terms of Membership qualification are further governed by Addendum A.

2.2 Place of Member Meetings. Meetings of Members shall be held at the official club address or at any place within a reasonable distance from the official club address as determined by the Board of Directors.

2.3 Annual Meeting. An annual meeting of Members shall be held on the second Wednesday of April each year, or on a date and at a time designated by the Board of Directors. At the annual meeting of the Members, Directors and Officers shall be elected. Any other proper business may be transacted at the annual meeting of Members.

2.4 Quarterly Business Meetings. A business meeting of the Members will be held quarterly, on the second Wednesday of January, April in conjunction with the annual meeting of the Members, July, and October, or on a dates and at a times designated by the Board of Directors. Any Member may appear and present to the Board of Directors any matter the Member deems to be a benefit to WCW. Unless otherwise designated by the Board of Directors, the order of business shall be as follows: (1) call to order; (2) roll call of Executive Officers; (3) reading and approval of the previous regular or special meeting minutes; (4) reading of the previous Board of Directors meeting minutes; (5) financial report; (6) reports of Executive Officers; (7) reports of committees; (8) unfinished business; (9) new business; (10) announcements; (11) adjournment.

2.5 Special Meetings. Special meetings of the Members may be called at any time, subject to the provisions of Sections 2.7 and 2.8 of these Bylaws, by the Board of Directors, the President, or a written request from a 10% of the Members entitled to vote.

If a special meeting is called by the Members, then the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by other written communication to the President, any Vice President or the Corresponding Secretary of the Corporation. The Director or Officer receiving the request forthwith shall cause notice to be given to the Members entitled to vote, in accordance with the provisions of Sections 2.7 and 2.8 of these Bylaws, that a meeting will be held at the time requested by the Members calling the meeting, so long as that time is not less than fourteen (14) days before the meeting. Nothing contained in this paragraph of this Section 2.5 shall be construed as limiting, fixing or affecting the time when a meeting of Members called by action of the Board of Directors may be held.

2.6 Conduct of Meetings: Meeting By Electronic Transmission. All meetings of the Members shall be conducted according to parliamentary procedure as written in "Robert's Rules of Order, Revised" and open discussion from the floor on all measures shall be encouraged. All meetings shall be construed to mean annual, regular, special and Board of Directors meetings. All meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication provided the Corporation implements reasonable measures to provide Members an opportunity to participate in the meeting and to vote on matters submitted to the Members. If such electronic meetings are authorized, a Member that attends via electronic transmission by and to the Corporation or electronic video screen communication shall be deemed present as if that Member had attended the meeting in person or by proxy. Nothing in this Section 2.6 shall limit or restrict a Member's right to notice of a meeting as provided in this Article II.

2.7 Notice of Members' Meetings. All notices of meetings shall be sent or otherwise given in accordance with Section 2.7 of these Bylaws not less than fourteen (14) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote

thereat. Such notice shall state the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no business other than that specified in the notice may be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the providing of the notice, intends to present for action by the Members, but, subject to the provisions of this Section, any proper matter may be presented at the meeting for such action.

If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a Director has a direct or indirect financial interest, (ii) an amendment of the Articles of Incorporation, (iii) a reorganization of the Corporation, (iv) a voluntary dissolution of the Corporation, or (v) a distribution in dissolution of the organization, then the notice shall also state the general nature of that proposal.

2.8 Manner of Giving Notice. Notice of a Members' meeting shall be given by conspicuous posting at the official club address, and via email to each Member to the Member provided email for such purpose.

Each Member shall be responsible to maintain with the Corresponding Secretary a present email address for the purpose of receiving notices from the Corporation. The notice shall be deemed to have been given at the time when sent by email by the Corporation.

The Corresponding Secretary shall maintain a record of Members by name, address, and mailing address for the purpose of providing notices from the Corporation.

2.9 Quorum. For any special meeting, a majority of the Members present and entitled to vote, plus those represented by proxy, shall constitute a quorum at a meeting of the Members. For any annual meeting, the total number of timely received ballots for election of Officers and Directors shall constitute a quorum.

2.10 Adjourned Meeting: Notice. Any Members' meeting, annual or special, may be adjourned from time to time by the vote of the majority of the Members represented at that meeting, either in person or by proxy.

When any meeting of Members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if its time and place are announced at the meeting at which the adjournment is taken. However, if the adjournment is for more than forty-five (45) days from the date set for the original meeting or if a new record date for the adjourned meeting is fixed, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 2.7 and 2.8 of these Bylaws. At any adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

2.11 Voting. The Members entitled to vote at any meeting of Members shall be determined in accordance with the provisions of Section 2.12 of these Bylaws.

- A.** Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The affirmative vote of the majority of the Members represented

and voting at a duly held meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number of Members is required by these Bylaws, the Articles of Incorporation, or the Washington Nonprofit Corporation Act under Chapter 24.03A RCW.

- B.** At a Members' meeting at which Directors and/or Officers are to be elected, the candidates receiving the highest number of affirmative votes shall be elected; votes against any candidate and votes withheld shall have no legal effect.
- C.** Attendance of a person at a meeting shall constitute a waiver of notice of and presence at that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the Washington Nonprofit Corporation Act under Chapter 24.03A RCW to be included in the notice of such meeting but not so included, if such objection is expressly made at the meeting.
- D.** Election of Directors and Officers at the annual meeting, and any other matters to be decided by the Members at the annual meeting shall be by written or electronic ballot provided at least fourteen (14) days in advance of the annual meeting to each Member entitled to vote. Ballots shall be transmitted to each Member with the notice of the holding of the annual meeting. Ballots shall identify each open position, and the candidate(s) seeking to be elected for each open position. Ballots may either be cast in advance of the Annual Meeting by i) depositing a completed ballot in a locked ballot box located in a conspicuous and secure location at the official club address; ii) in person at the beginning of the Annual Meeting; and/or, iii) by any other lawful means as established by the Board of Directors.
- E.** Polling shall close twenty (20) minutes following the call to order.

2.12 Record Date for Member Notice: Voting: Giving Consents. In order that the Corporation may determine the Members entitled to notice of any meeting or to vote, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than fourteen (14) days prior to the date of such meeting nor more than sixty (60) days before any other action. If the Board of Directors does not so fix a record date, the record date shall be fourteen (14) days prior to the date of such meeting.

2.13 Proxies. Every person entitled to vote for Directors, or on any other matter, shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Recording Secretary of the Corporation. A proxy shall be deemed signed if the Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the Member or the Member's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless the person who executed the proxy revokes it prior to the time of voting by delivering a writing to the Corporation stating that the proxy is revoked or by executing a subsequent proxy and presenting it to the meeting or by attendance at such meeting and

voting in person.

2.14 Tally of Ballots. Prior to the date ballots are mailed to the Members, the key for the ballot box shall be secured and held by the Vice-President. The votes shall be tallied by a Teller Committee appointed by the President. The committee shall consist of one Member (Teller) for every contested position on the ballot. Ballots shall be retained in a sealed envelope sealed by the Teller Committee, which shall be delivered to the Recording Secretary. The Recording Secretary shall retain the sealed envelope, which may be destroyed by the Recording Secretary at the following year's election.

2.15 Withdrawal of Members. Any Member in good standing who submits written application for withdrawal from WCW with reasons acceptable to the Board of Directors may be granted a withdrawal by the Board. The Member may be reinstated to membership in the future upon payment of current dues and upon approval by the Board of Directors.

2.16 Suspension of Members.

A. Suspension for debt.

Any Member who shall fail to pay any indebtedness within thirty (30) days after a bill has been rendered shall be suspended from all privileges of membership.

After suspension, a Member's membership shall be considered terminated, but may be reinstated in the future upon payment of current dues and past dues indebtedness, and by re-application for membership the same as a new Member. The Board of Directors may temporarily modify the requirements of this section to provide inducement to suspended Members to continue their membership.

The Board of Directors may extend the grace period in the event of hardship or inability, provided application has been made prior to the time of suspension.

B. Suspension for cause.

The membership of any Member who shall have meaningfully or willfully violated any state or federal game law, or who has been found guilty of a crime, or culpable of an act or acts that might hinder and obstruct the welfare, reputation, growth or wellbeing of WCW shall be suspended or revoked.

The membership of any Member who shall have violated any rule or policy governing Member conduct may be suspended, revoked, or conditioned upon disciplinary action recommended by the Conduct Committee.

The Board shall establish a standing committee to be known as the Conduct Committee for the purpose of investigating alleged improper Member conduct. All complaints and incidents regarding violation of rules governing Member conduct shall be investigated by the Conduct Committee. In the event of a conflict of interest by any individual serving on the Conduct Committee, or the Conduct Committee being in conflict as a whole, shall be resolved by the President appointing substitute committee members.

Any proceeding to suspend a Member under this section shall be initiated upon written notice from the Conduct Committee to the Member. The notice shall include the nature

of the allegations and factual basis warranting potential suspension, revocation, or discipline. In its discretion, the Conduct Committee shall have the authority to temporarily and immediately suspend a Member without notice or opportunity to be heard until such time as a full hearing may be held to address the allegations as set forth herein.

The Member shall be provided reasonable opportunity to present evidence in his or her defense of the allegations at a hearing (or series of hearings) to be held before the Conduct Committee within thirty (30) days of the written notice being delivered to the Member. Within ten (10) days of holding a hearing, the Conduct Committee shall render a final written decision of its findings and its ruling. The written decision shall be promptly delivered to the Member. In the event of an adverse decision, the written decision shall also set forth the procedure for the Member to appeal the Conduct Committee's final decision to the Board of Directors.

Any adverse decision of the Conduct Committee may be appealed to the Board of Directors upon written demand delivered to the President within ten (10) days of receipt of the Conduct Committee's final decision. The Board shall thereafter within thirty (30) days hold a meeting for the purpose of considering the Member's appeal. The Board may consider arguments from both the Conduct Committee and the Member, the evidence each relies upon, and any additional evidence the Board Deems necessary to render its final decision.

Persons whose membership has been suspended or revoked for cause shall not have access to WCW facilities including as a guest of a Member or as a public guest.

Any decision of the Conduct Committee or Board of Directors under this Section shall be by majority vote.

ARTICLE III

Directors

3.1 Qualifications to serve as Director: A person must be a WCW Member in good standing to serve as a Director. Employees of WCW are not eligible to serve as a Director. The Governance Committee shall nominate candidates for Director and Officer positions at the regular meeting of the Board of Directors in March. Nominations from the membership must be delivered to the Board of Directors by their regular March meeting. All nominations must be in writing in the form (using the forms) established and published by the Board regarding qualifications and nomination of Directors and Officers..

3.2 Powers and Duties. Subject to the provisions of the Washington Nonprofit Corporation Act under Chapter 24.03A RCW and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Such powers and duties shall in part included:

- A.** At the Annual Meeting, the outgoing Board of Directors shall submit to the Members a full report of their proceedings during the preceding fiscal year and make

recommendations on such measures as is deemed advisable, and shall submit an annual budget of expected expenditures for the coming year to the Members for approval at the Annual Meeting.

- B.** The Board of Directors shall submit to the Members an audit on all books of account of WCW at least once every quarter.
- C.** The Board of Directors to prescribe and publish rules governing Member and guest conduct, the use and occupancy of rooms, buildings or other facilities of WCW and the care and protection of all WCW property.
- D.** The Board of Directors shall have authority to determine all requests for withdrawal and reinstatement of membership.
- E.** The Board of Directors shall have authority: (a) to authorize payment of bills submitted for the fiscal year expenditures contained in the approved budget, to approve increases in the approved budget's operating line items to insure uninterrupted operations, and to approve and pay for other discretionary expenditures not to exceed a total of 20% of the approved budget; (b) to enforce all penalties and suspensions of Members for violations of rules and regulations governing WCW and its Members; (c) to prescribe additional duties for any of the Officers in addition to those herein set forth.
- F.** In furtherance of its powers and duties, the Board of Directors shall have authority to publish bulletins, manuals, and handbooks, including a Board of Directors Handbook, for the purpose of implementing procedures for adopted policies, rules, operational procedures, and for the consistent administration of the Corporation. Publications under this section shall be available to members on the WCW website along with the Articles of Incorporation and the Bylaws.
- G.** In addition to the specific duties enumerated herein, the Board of Directors shall have authority to enact any policy or procedure in furtherance of or to implement these Bylaws.

3.3 Number of Directors. The authorized number of Directors shall be eleven (11). Six (6) shall be elected as directors, and there shall be five (5) shall be elected Officers also serving as *ex officio* Directors. Each of the five (5) elected Officers status as a Director shall cease when the Officer's term ends for any reason. The authorized number of Directors and Officers, and composition thereof, may be altered by duly adopted amendment to the Articles of Incorporation or by an amendment to these Bylaws adopted by the vote or written consent of a majority of the Members entitled to vote.

3.4 Composition of Board of Directors and Term of Directors.

Each elected Director, and each elected Officer shall serve two year terms. Terms of Directors and Officers shall be staggered as follows:

Even years-	Even years-Officer	Odd years-Directors	Odd years-Officers
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Directors

3 Directors	Officer 1-President	3 Directors	Officer 1-Vice President
	Officer 2- Treasurer		Officer 2-Corresponding Secretary
			Office 3-Recording Secretary

Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, except in the case of the death, resignation, or removal of such a Director.

3.5 Removal.

- A.** The entire Board of Directors or any individual Director may be removed from office without cause by the affirmative vote of a majority of the Members entitled to vote on such removal.
- B.** Any member of the Board of Directors who is absent from three (3) consecutive or four (4) nonconsecutive meetings (regular or special) during any 12 month term beginning with the May meeting may be removed from the Board of Directors at the Board's discretion.
- C.** Any Member of the Board of Directors may be removed from office or otherwise disciplined for meaningfully or willfully violating the Bylaws of WCW or committing an act or acts contrary to the interest or wellbeing of WCW. Charge(s) must be submitted in writing to the Board of Directors. Upon the filing of such charge(s) the President, or the First Vice President in the event the President is the accused, shall immediately appoint a seven (7) Member hearing committee from the Members.

The committee shall hold a hearing promptly to determine the validity of the charge(s) brought. The committee report that finds no grounds for discipline or recall will result in no further action, otherwise a Special Meeting will be called. A committee report to the Members finding the charge(s) to be substantiated shall include a recommendation for discipline or removal. Following the committee report, the accused Member of the Board of Directors shall be allowed to present argument in self-defense. A vote of the assembly on the committee recommendation shall then be taken. a two-thirds majority vote of the Members present is required to discipline or remove the individual from office and is effective immediately upon the taking of the vote. In the event that a recommendation for removal is upheld, the position vacated shall then be filled by proper appointment in accordance with the appropriate articles of these Bylaws.

3.6 Resignation and Vacancies. Any Director may resign effective upon giving oral or written notice to the President, the Recording Secretary or the Board of Directors, unless

the notice specifies a later time for the effectiveness of such resignation. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, or if the number of Directors then in office is less than a quorum by (i) unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice, or (iii) a sole remaining Director; however, a vacancy created by the removal of a Director by the vote or written consent of the Members or by court order may be filled only by the affirmative vote of a majority of the Members voting at a duly held meeting at which a quorum is present. Each Director so elected shall hold office until the next annual meeting of the Members and until a successor has been elected and qualified, or until his or her death, resignation or removal.

A vacancy or vacancies in the Board of Directors shall be deemed to exist (i) in the event of the death, resignation or removal of any Director, (ii) if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, (iii) if the authorized number of Directors is increased, or (iv) if the Members fail, at any meeting of Members at which any Director or Directors are elected, to elect the full authorized number of Directors to be elected at that meeting.

3.7 Place of Meetings. Meetings of the Board of Directors shall be held at the principal club address.

3.8 Participation at Meeting. So long as permitted by statute, Directors may participate in a meeting through any means of communication, including conference telephone, electronic video screen communication, electronic transmission by or to the Corporation, or other communications equipment. Participating in a meeting pursuant to this section constitutes presence in person at that meeting if each participating Director is provided the means to communicate with all of the other Directors concurrently in case of meetings by electronic transmission by or to the Corporation, and the meeting is held by conference telephone or video conferencing or other communications mode enabling participants to determine, through voice or image recognition, that a participant is or is not a Director entitled to participate in the meeting.

3.9 Annual and Quarterly Business Meetings. Annual and quarterly business meetings of the Board of Directors shall be held, without call or notice, immediately following each quarterly meeting of Members. Changes to the regularly scheduled business meetings will be communicated at least 30 days in advance of the meeting date. The business portion of the meeting of the Board of Directors shall be held in closed session, except that committee chairperson and members may be invited to attend from time to time at the discretion of the Board of Directors. The quorum requirement shall be as set forth in Article VII, Section 3. Additional Board of Directors' meetings may be called by the President to handle urgent or exigent issues.

3.10 Special Meetings: Notice. Subject to the provisions of the following paragraph, special meetings of the Board of Directors for any purpose or purposes may be called at

any time by the President, or any combination of the majority of the then serving Board of Directors or Officers of the Corporation.

Notice of the time and place of special meetings shall be delivered by electronic transmission by any Officer or Director identified in section 3.10 to each Director at that Director's email address as it is shown on the records of the Corporation. The notice need not specify the purpose of the meeting.

3.11 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.13 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

3.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

3.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3.14 Notice of Adjournment. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting, in the manner provided in Section 3.10 of these Bylaws, to the Directors who were not present at the time of the adjournment.

3.15 Board Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

3.16 Fees and Compensation of Directors. Directors and Members of committees of Directors shall be non-compensated positions held by Members in good standing who volunteer to manage the Corporation.

ARTICLE IV

Committees

4.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, to serve at the pleasure of the Board. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board. Any committee may consist of any combination of Board Members, Officers, and/or Members, subject to the

limitations set forth in the Corporation's Articles, these Bylaws, and RCW 24.03A.575.

4.2 Standing Committees. Board of Directors shall designate the following standing committees: Governance Committee, Audit Committee, Finance Committee, Conduct Committee, Teller Committee and Shooting Sports Advisory Committee

- A. Governance Committee.** There shall be a Governance Committee consisting of not less than three Members, a majority of whom shall be Directors. The Committee will recruit and nominate candidates for open director and officer/director positions. Additionally, the Committee shall conduct periodic self-assessments of skills and qualities needed by the Board, compliance with the Corporation's governing documents and the Board's policies. The Committee will provide on boarding training for new Board members and periodic training to the Directors on their corporate responsibilities. The Governance Committee shall also oversee the Board's Conflict of Interest policy and compliance in addition to any other activities assigned in its charter.
- B. Finance Committee.** The Finance Committee shall consist of at least three Members and shall include the Treasurer, who shall serve as the Committee's Chair. The Committee shall be responsible for overseeing the preparation of the annual budget for approval by the Board of Directors. The Committee shall also be responsible for monitoring the Corporation's performance against the annual budget and tracking the Corporation's assets. The Finance Committee shall meet at least quarterly.
- C. Audit Committee.** The Audit Committee shall consist of at least three Members, a majority of whom shall be members of the Board of Directors and at least half of whom shall not be members of the Finance Committee. The Treasurer shall be an *ex officio* member with no vote. Each Member shall be independent of WCW employees and contractors and have no family or professional relationship with the selected outside independent accountant. The Audit Committee shall be responsible to act on behalf of the Board of Directors to ensure proper financial reporting standards are followed, high quality financial and operational controls are in place and followed and financial risk is properly identified and managed. The Committee shall meet at least quarterly and present audit findings in writing to the Board of Directors each quarter, and present an annual audit report to the Members at the Annual Members Meeting.
- D. Teller Committee.** The Teller Committee shall consist of the Vice President who shall serve as Chair and six Members appointed by the President and approved by the Board of Directors. The Teller Committee shall oversee the security and counting of ballots for the annual election of Directors and Officers. The Committee shall serve from the date of the regular March meeting of the Board of Directors until thirty days following the election at the Annual Members meeting in May.
- E. Shooting Sports Advisory Committee.** The Shooting Sports Advisory Committee shall consist of at least six members including coordinators for Archery, Pistol, Rifle and Shotgun shooting disciplines, a representative of youth and adult competitive teams and the Vice President, who shall serve as chair. Coordinators shall be appointed by the President and approved by the Board of Directors. The Committee shall ensure strong collaboration among the shooting disciplines and teams, plan individual and group activities, and advise the Board of Directors on program

development, equipment, maintenance and financial support.

- F. Conduct Committee.** The Conduct Committee shall consist of at least five Members, three of whom shall be Directors. The Committee shall investigate all complaints of member misconduct, inappropriate behavior or violation of posted or otherwise established rules governing range safety. The Committee shall report the findings and rulings of all investigations to the Board of Directors. The Committee shall follow the process set forth in Section 2.16, as may be amended from time to time by the Board. All investigation reports shall be maintained on file in accordance with the Corporation's record retention policy.

4.3 Committee Chairpersons. Every committee that is authorized by the Board shall have at its head a Committee Chairperson to act on its behalf. The President will appoint each group a Committee Chairperson at its March meeting and the Chairperson's name will be submitted to the Board of Directors for approval. The President will appoint a temporary Committee Chairperson to fill a vacant position which will be submitted to the Board of Directors for approval at the next regular meeting of the Board.

ARTICLE V

Officers

5.1 Officers. At the annual meeting, the Members shall elect the Officers of the Corporation. The Officers shall be The President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer. The President and Treasurer shall be elected in even numbered years. The Vice President, Corresponding Secretary and Recording Secretary shall be elected in odd numbered years. The President, Vice President, Treasurer, Corresponding Secretary and Recording Secretary of the Corporation shall be *ex officio* Directors of the Corporation with voting rights as Directors. The *ex officio* Directors automatically serve as Directors by virtue of the office they hold. Their status as an *ex officio* Director ends when the individual ceases to be an Officer for any reason. The *ex officio* Directors shall be included in the total number of Directors authorized in subsection 3.3 above.

5.2 Duties of Each Officer. The Officers of the Corporation shall manage the day-to-day affairs of the Corporation, with each having the following duties:

- A. The President** shall preside at all Officer and Member meetings, and enforce all laws and regulations of the Corporation. He/She shall, along with the Corresponding Secretary, sign all written contracts, and all written obligations of the Corporation. He/She shall appoint all committees and delegates not otherwise provided for by the Board of Directors. He/She shall have a full vote and shall cast an additional deciding vote in case of a tie, and shall be an ex-officio member of all committees, except the Governing Committee.
- B. Vice-President** shall, in the absence of the President, perform the duties of the President. He/She shall perform other duties as the Board of Directors may direct. He/She shall serve as Chair of the Shooting Sports Advisory Committee and the Teller Committee.

C. The Corresponding Secretary shall be responsible for the issuance of all notices of meetings in cooperation with the President. He/She shall be in charge of all correspondence in cooperation with the President except financial reporting. He/She shall include in the minutes the names of the Directors and Officers present. In coordination with the President, He/She shall prepare and distribute the written agenda of all regular, Board and Special Meetings, along with all Committee Reports/minutes prior to the meeting. He/She shall keep all records of membership, applications for membership, and shall issue all membership cards. All letters shall be written in duplicate and he/she shall be responsible for acquiring all Corporate stationery, membership cards, applications and any other forms or stationery that may be required to properly perform his/her duties.

D. The Recording Secretary shall keep an accurate file of the minutes of all regular, Board and Special meetings, and shall report on same at the next meeting. He/She shall include in the minutes the name of the Executive Officers present. He/She shall copy all matters of Policy into a permanent Policy Book and keep same up to date at all times. He/She shall perform other duties as the Board of Directors may direct.

E. The Treasurer shall keep a permanent account of all moneys received by him or her on behalf of the Corporation. The Treasurer shall prepare with assistance of the Finance Committee, the annual Budget to be submitted to the Board of Directors. He/she shall be responsible for all financial correspondence relating to the affairs of the Corporation. He/she shall write and sign all checks for payment of lawful indebtedness as approved by the Board of Directors. He/she shall submit all books of account to the auditing committee upon demand or at least quarterly and shall provide a financial report on the financial standing of the Corporation for the year at the Annual Meeting.

5.3 Removal and Resignation of Officers. Subject to the rights, if any, of an Officer under any contract of employment, all Officers serve at the pleasure of the Members and any Officer may be removed, either with or without cause, by majority vote of the Members at any regular or special meeting, except in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

5.4 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors until the following annual meeting at which time the members shall fill the vacancy.

5.5 Fees and Compensation of Directors. Officers shall be non-compensated positions held by Members in good standing who volunteer to manage the Corporation.

ARTICLE VI

Indemnification of Directors, Officers,

Employees, and Other Agents

6.1 Indemnification of Directors, Officers, Employees, and Other Agents. The Corporation shall, to the maximum extent and in the manner permitted by the Washington Nonprofit Corporation Act under Chapter 24.03A RCW, indemnify and defend each of its Directors, Officers, employees, and other agents against, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was a Director of the Corporation. For purposes of this Article VI, an "employee" or "Officer" or "agent" of the Corporation (other than a Director) includes any person (i) who is or was an employee, Officer, or agent of the Corporation, (ii) who is or was serving at the request of the Corporation as an employee, Officer, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee, Officer, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

6.2 Indemnity Not Exclusive. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office to the extent that such additional rights to indemnification are authorized in the Articles of Incorporation. The rights to indemnity hereunder shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

6.3 Insurance Indemnification. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article VI.

6.4 Conflicts. No indemnification or advance shall be made under this Article VI, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

A. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

6.5 Amendment, Repeal or Modification. Any amendment, repeal or modification of any provision of this Article VI shall not adversely affect any right or protection of a Director or agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE VII

Maintenance and Inspection of Records

7.1 Maintenance of Member List. The Corporation shall keep at its principal office a record of its Members listing the names, addresses and email addresses of all Members.

7.2 Maintenance and Inspection of Bylaws. The Corporation shall keep at its principal office the original or a copy of these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. An electronic copy shall also be available via the Corporation's Member portal and/or website.

7.3 Maintenance and Inspection of Other Corporate Records. The Corporation shall keep at its principal office the accounting books and records and the minutes of proceedings of the Members and the Board of Directors, and committees of the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

The minutes and accounting books and records shall be open to inspection upon the written demand on the Corporation of any Member, Director, or Officer at any reasonable time during usual business. Such inspection may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts.

ARTICLE VIII

General Matters

8.1 Checks: Drafts: Evidences of Indebtedness. From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Corporation, and only the persons so authorized shall sign or endorse those instruments.

8.2 Corporate Contracts and Instruments: How Executed. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an Officer, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.3 Construction: Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Washington Nonprofit Corporation Act under Chapter 24.03A RCW shall govern the construction of these Bylaws.

ARTICLE IX

Amendments

9.1 Amendments by the Board of Directors. Except as otherwise reserved to the Members under the Corporations Articles of incorporation, these Bylaws, and RCW Chapter 24.03A, these Bylaws may be amended or repealed by the vote or written consent of the majority of the Board of Directors.

9.2 Amendments Requiring Member Approval. The following amendments to these Bylaws shall require majority approval of the Members:

- A.** Any amendment which changes the authorized number of Directors;
- B.** Any amendment which authorizes the Corporation to increase annual dues by an amount greater than 20%; and,
- C.** Any amendment which alters the right of Members to remove a Director or Officer with or without cause, and to elect a removed Director or Officer's replacement.

9.3 Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written consent was filed, shall be stated in said book.

ARTICLE X

Interpretation

10.1 Reference in these Bylaws to any provision of the Washington Nonprofit Corporation Act under Chapter 24.03A RCW shall be deemed to include all amendments thereof.

10.2 When deviation from the Act is authorized under RCW Chapter 24.03A RCW, governance under the Corporation's Bylaws shall be controlling over any contrary provision under RCW Chapter 24.03A RCW.

10.3 When deviation from the Act is prohibited under RCW Chapter 24.03A RCW, governance under RCW Chapter 24.03A RCW shall be controlling over any contrary provision under the Corporation's Bylaws

10.4 When the Act and the Corporation's Bylaws are complementary, RCW Chapter 24.03A and the Corporations' Bylaws shall both apply to the governance of the Corporation.

ADOPTION OF AMENDED BYLAWS
OF
WILDLIFE COMMITTEE OF WASHINGTON

I, the undersigned, do hereby certify adoption of these amended Bylaws pursuant to Article XX of the Corporation's Bylaws dated February 15, 2023.

Dated: _____

Joseph Rinaldi
President

ADDENDUM A

MEMBERSHIP

- A. Membership initiation fees, membership annual dues, and voluntary and mandatory work assessments, shall be established and published by the Board of Directors in the form of a schedule of fees, dues, and assessments. Membership initiation fees shall be set in the discretion of the Board of Directors. Annual dues may be paid in a lump sum, or on such other periodic terms in the discretion of the Board of Directors. The Board of Directors may increase annual dues by up to 20% each per annum without approval of the Members. An increase in excess of 20% shall require majority vote of the Members.
- B. The defined membership categories shall be as determined by the Board of Directors. The Board shall have the authority to establish qualifications, pricing structure and pricing for each membership class.
- C. Membership classes established by the Board currently include an Individual Membership, a Family Membership, or a Junior Membership, with each defined as follows:
 - 1. An Individual Membership shall be defined as an individual 21 years of age older. The membership has one (1) vote that shall be voted by the named Member.
 - 2. A Family Membership shall be defined as a head of household, a spouse or partner and all dependent children under the age of twenty-one (21) years or a single head of household and all dependent children under the age of twenty-one (21) years. The Board of Directors may restrict the rights and activities of dependent children as they deem appropriate. Dependents who reach the age of twenty-one years (21) must establish an Individual Membership in WCW to continue to enjoy membership privileges. A Family Membership has One (1) vote that shall be voted by the named head of household.
 - 3. A Junior Membership shall be defined as a non-voting membership for individuals between the ages of eighteen (18) and twenty-one (21) years with restrictions on their activities and privileges as established by the Board of Directors. Junior Members who reach the age of twenty-one years (21) must establish an Individual Membership in WCW to continue to enjoy membership privileges.
- D. Procedures to convert from an Individual Membership to a Family Membership, or vice versa shall be established by the Board of Directors. Procedures to convert from a Junior Membership to an Individual or Family Membership shall be established by the Board of Directors.
- E. Exceptions to the membership options may be made by the Board of Directors on an individual case-by-case basis as they deem appropriate.
- F. The dues and fees for a Junior Membership will be one-half of an individual membership.
- G. Junior Members converting to Individual Membership or Family Membership as described above, shall not be required to pay an initiation fee and their first year's dues shall be one-half the current dues for an Individual or Family Membership.
- H. The Board of Directors may extend a non-Member the same range privileges as Members for services to WCW.
- I. Members who are over sixty-five and have been a Member of WCW for the five preceding years, may elect to pay one-half of the current dues at renewal.

- J. WCW may establish and support youth organizations and programs which the Board of Directors deems appropriate to advance the purposes of WCW.