

**AMENDED BYLAWS
OF
COEUR D' ALENE RIFLE AND PISTOL CLUB, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the members of the Coeur D' Alene Rifle and Pistol Club, Inc., a non-profit corporation organized and chartered by the State of Idaho, at a special meeting called and held on the _____ day of _____, 2011, in a manner prescribed by the Bylaws, as amended, at which a quorum was present, duly and regularly adopted the following Bylaws and declared that the Bylaws, as amended, of the Coeur D' Alene Rifle and Pistol Club, Inc. and are hereby, amended to read as follows:

ARTICLE I

Name

The name of this organization shall be: Coeur D' Alene Rifle and Pistol Club, Incorporated, (aka, CDARPC)

ARTICLE II

Object

The object of this organization shall be the encouragement of organized rifle and pistol shooting among citizens of the United States, resident in our community, with a view toward a better knowledge, on the part of such citizens, of the safe handling and proper care of firearms, as well as improved marksmanship. It shall be our further object and purpose to forward the development of those characteristics of honesty, good fellowship, self discipline, team play and self reliance which are the essentials of good sportsmanship and the foundation of true patriotism. It shall be our further object to promote such objectives as are set forth in the Amended Articles of Incorporation, subject to the limitations imposed upon non-profit corporations by the statutes of the State of Idaho or of the United States of America.

ARTICLE III

Membership

Section 1 Requirements of Membership

Applications for membership shall be in writing and accompanied by the required membership dues, signature of acknowledgement of Club Safety Policies and agreement to the following pledge:

I certify I am a citizen of the United States of America, I am not a member of any organization which advocates, as any part of its doctrine, the attempt to overthrow the government of the United States by force or violence, that I have never been convicted of a crime of violence, or other crimes that would revoke my right to bear arms, and I will fulfill the obligations and responsibilities of good sportsmanship and good citizenship.

Section 2 Classes of Membership

There shall be the following classes of membership in this organization:

1. Life Membership
2. Annual Membership
3. Junior Membership

Section 3 Life Membership

- a.) Any person eligible for membership shall be eligible for Life Membership upon approval of the Board of Directors of the CDARPC. Life Membership shall be non-transferable and shall terminate upon death, resignation, or revocation of membership of the Life Member.
- b.) Life Members shall be subject to all provisions of the CDARPC Bylaws and rules covering all members, except that a Life Member shall not be subject to payment of annual dues

Section 4 Annual Membership

Any person shall be eligible to Annual Membership, subject to the requirements set forth herein.

Section 5 Junior Membership

- a.) The CDARPC Board of Directors defines a Junior, shooting on the “Main Range”, as anyone under the age of 18 years old and accompanied by a supervising adult.
- b.) Any person competing for CDARPC, who is eligible for Junior Membership in the National Rifle Association of America, and who meets such other requirements as may be provided herein shall be eligible to Junior Membership. The Board of Directors may, from time to time, establish such additional requirements for Junior Members as may be required to conform to the rules of the National Rifle Association pertaining to Junior Divisions of National Rifle Association affiliated Clubs and the requirements of the Office of the Directorate of Civilian Marksmanship Program, (ODCMP).

Section 6 Rights and Privileges of Members of Each Class

The members of each class enjoy the same rights and privileges as the members of any other class, except as provided and limited by the Bylaws, and provided further, Junior Members shall not be entitled to vote until they reach the age of 18 years old.

Section 7 Authority to Establish Membership Classifications and Rules

The Board of Directors of CDARPC shall have the authority to establish membership classifications other than those herein set forth and the qualifications thereof, to specify such qualifications, privileges, and restrictions of privileges not in conflict with the provisions of these Bylaws for membership of any classification, to establish and alter, from time to time, the amount of initiation fees and dues payable by each class of membership and the period for which dues shall be paid, to close the membership in any classification

and reopen the same, and to make any other decision with respect to memberships not in conflict with the Articles of Incorporation, Bylaws, or the statutes of the State of Idaho, which the Board of Directors of CDARPC deems in the best interests of the CDARPC.

ARTICLE IV

Resignation of Members

Members may resign by written resignation addressed to the Board of Directors of CDARPC.

ARTICLE V

Section 1 Dues of Members

The initiation fee and dues of the CDARPC shall be in such amounts as the Board of Directors may, from time to time, determine. All dues shall be for a years membership and shall be payable in advance upon invitation of the Board of Directors, or Board Designee acting by and through the authority and direction of the Board of Directors. For the purpose of dues, each year shall commence upon the 1st day of September of each year. The Board of Directors shall have the authority, (but not the obligation) to establish dues, fees, and or other requirements for membership.

Section 2 Members in Arrears

No member of the CDARPC, in arrears of dues or fees, shall be eligible to vote or to enjoy any other of the privileges or benefits offered by the CDARPC.

ARTICLE VI

Suspension and Expulsion of Members

Any member of CDARPC, or a Visitor, is subject to Suspension or Expulsion of Privileges from the Coeur D' Alene Rifle and Pistol Club or its property.

Section 1 Violations for Cause of Suspension or Expulsion

Privileges may be Suspended or Charges of Expulsion, from Membership, may be brought for acts or violations committed concerning:

- a. Any CDARPC Safety Policy.
- b. Violations of safe firearm handling procedures.
- c. Lack of respect or obedience to requests made by the CDARPC Range Master, Range Safety Officer (RSO), or any person so designated in an emergency.
- d. Failure to comply with CDARPC Standard Operating Procedures.
- e. Failure to comply with the intent of the CDARPC membership pledge.
- f. Destruction of CDARPC property.

Section 2 Persons who can bring Charges of Violations for Suspension or Expulsion

- a. Any CDARPC Range Master, CDARPC Range Safety Officer, or CDARPC Board Director may bring Charges of Suspension or Expulsion. Further any CDARPC mem-

ber or person, who feels their safety is in doubt, may bring to the attention of the Range Master, RSO, or a Board Director, accusations of safety policy violations that may threaten other CDARPC members.

- b. All accusations shall be in writing, with any accompanying witness statements, and must be signed and filed by the appropriate Range Master, RSO, or Board Member. The Charges of Violation will be presented to the President of the Board of Directors, or designee, within 48 hours of the incident.

Section 3 Procedure for Judging Charges of Violations for Suspension or Expulsion

The process shall be:

- a. The CDARPC designated Range Master or RSO, on site, shall have judgment to remedy any issue experienced by them. CDARPC Standard Operating Procedures will dictate actions that shall be allowed by the onsite Range Master or RSO: this may include immediate cessation of all shooting activities by the accused offender and prompt exit from CDARPC property, if need be, to insure the safety of all involved in use of the property.
- b. Anyone asked to leave is considered “Suspended” until Board of Directors judgment is passed.
- c. Anyone considered Suspended must leave the property immediately upon making their firearms safe, packing up their gear, and leaving in a safe orderly manner. If necessary Law Enforcement will be asked to help expedite this situation for the safety of all users of the CDARPC property.
- d. Anyone Suspended may not enter CDARPC property except to attend meetings, at the meeting facility, concerning their violation.
- e. The Charges of Violations shall be acted on by the Board of Directors at the next regular meeting, with a full Board present, as the first agenda item. If there is not a full Board present to deliberate the Charges of Violation, for three (3) successive months, the Charges will be Null and Void and the accused will be returned to normal privileged status.

Section 4 Appeal of Suspension or Expulsion

The party given a Suspension shall have no right to appeal.

The party given an Expulsion shall be allowed the following options for reinstatement:

- a. After two years of Expulsion the person may come before the Board of Directors and show they have successfully completed NRA course work to improve their safety violations or what ever caused the initial violations.
- b. Successfully completed accredited course work to improve their failures that lead to Charges of Expulsion. Accredited course work will be spelled out in the CDARPC Standard Operating Procedures.

Section 5 National Rifle Association of America notice of Suspension or Expulsion

Any official or member of the CDARPC who has been Suspended or Expelled by the National Rifle Association of America shall automatically stand suspended or expelled from the CDARPC immediately upon receipt of official notice from National Rifle Association of America.

ARTICLE VII

Meetings of Members

Section 1 Meeting Conduct

All meetings of CDARPC shall be conducted following Roberts Rules of Order.

Section 2 Annual Meeting

The annual meeting of members shall be held on the 2nd Saturday of September in each year at 7:00 o'clock p.m., for the election of Directors for the ensuing year and for the transaction of such other business as may properly come before the meeting. If the annual meeting shall fall on a legal holiday, the annual meeting for that year shall be held on the following Saturday at 7:00 o'clock p.m.

Section 3 Special Meetings

Special meetings of members may be called at any time by the President or the Board of Directors. At any time ten (10) or more voting members may petition, at a regular Board of Directors meeting, for a special meeting to be called. The Board of Directors will then accept or reject the petition for a special meeting.

Section 4 Place of Meeting

Meetings of the members shall be held at the Club Headquarters of the Corporation at Coeur D' Alene, Idaho or at such other place in the city of Coeur D' Alene as shall be specified in the notice of such meeting.

Section 5 Notice of Meetings

Written or printed notice stating the place, day and hour of the Annual Meeting and, in case of a Special Meeting, the purpose for which the meeting is called, shall be mailed in sufficient time to permit delivery not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally, or phone, by regular mail, electronic mail, or at the direction of the President, or Secretary or the Officers or persons calling the meetings, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears in the records of the Corporation, with postage thereon prepaid. Notice of any meeting, including Annual Meetings, shall also be posted in a conspicuous place at the headquarters of the Corporation.

Section 6 Quorum

At all meetings of Members, ten percent (10%) of members having voting rights must be present in person to constitute a Quorum.

Section 7 Right to Vote

Life Members and Annual Members shall have the right to vote on all matters brought before any meeting of the members in person, but not by proxy. Junior Members, under eighteen (18) years of age, shall have no vote.

ARTICLE VIII DIRECTORS

Section 1 Powers of the Board of Directors

The control of the property, business and affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors may exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the members, provided that any provision contained in any statute, charter or bylaws to the contrary notwithstanding, the Board of Directors shall have the right and power to sell or encumber any real property owned by the Club only after first obtaining the authorization and approval of the members at a special meeting called and held for that purpose.

Section 2 Number and Qualifications of Directors/Officers

The Board of Directors shall consist of a maximum of seven (7) Directors and a minimum of five (5) Directors. The Officers of the Club shall be a President, Vice President/Club Safety Officer, Secretary and Treasurer. All of said Director/Officers shall be members of the Board of Directors. Only adult voting members in good standing are eligible to be elected to the Board of Directors.

The Board shall be:

1. Director and Office of President
2. Director and Office of Vice President
3. Director and Office of Treasurer
4. Director and Office of Secretary

Section 3 Duties of the President

The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the members and of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages and other contracts, approved by the Board of Directors, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Club.

Section 4 Duties of the Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Section 5 Duties of the Treasurer, Officer Bonding

The Treasurer shall have such duties with respect to the financial affairs of the Club as the Board of Directors shall from time to time direct. If required by the Board of Directors, the Treasurer, Assistant Treasurer or any other officer or agent of the club shall give the club a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors conditioned upon the faithful performance of the duties of the said respective offices, and the Club shall pay the premium of such bond. The Treasurer shall furnish a copy of any financial statement required by Federal or State law to any voting member who makes a written request.

Section 6 Duties of the Secretary

The Secretary shall attend all sessions of the Board and all meetings of the members and record all notes and minutes of all proceedings. He shall give or cause to be given notice of all meetings of the members and of Special Meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. He shall cause to be maintained in the Club office a register of all Articles, Bylaws, house rules, qualifications, and privileges relating to the several membership classifications adopted by the Board of Directors pursuant to these Bylaws, rules and regulations relating to visitors and all amendments and additions with respect to the forgoing matters which are now in effect and which shall in the future be duly adopted by the members, by the Board of Directors, or by any authorized committee.

Section 10 Terms of Directors

The terms of Directors shall be three (3) years, with the Directors' terms so staggered that at least two (2) Directors' terms expire in each calendar year. Vacancies on the Board created by expiring terms shall be filled by election at the Annual Meeting, with all voting members in attendance having one (1) vote.

Section 11 Terms of Director/Officers

The terms for President, Vice President/Club Safety Officer, Treasurer, and Secretary shall be for one year. These positions will be elected by the Members at large at the Annual Meeting. If a Director/Officer's term as a Director expires or a Director/Officer resigns then the Board of Directors shall meet as soon as possible to elect a new Officer to fill the unexpired term until the next Annual Meeting. The Board of Directors shall follow all applicable Articles and Bylaws to replace a Board Member, if need be, in order to elect a new Director/Officer.

Section 12 Nominating Committee

At least thirty (30) days prior to the Annual Meeting and Election of Directors the President shall appoint a nominating committee of three (3) members, having voting rights, one (1) of which must be a Director and one (1) of which must be a member at large, whose duty it shall be to nominate candidates for each Directors position to be elected at the Annual Meeting and notify the Secretary of said nominations, and accompanying position, not less than fifteen (15) days prior to the Annual Meeting. The report of the nominating committee shall be published by the Secretary in the notice of the meeting. Nominations for Directors shall also be accepted from the floor at the Annual Meeting.

Section 13 Election of Directors

A simple majority of votes of those attending the Annual Meeting shall constitute election as a Director.

Section 14 Election of Successor Directors

In the event of a vacancy occurring on the Board of Directors for any reason, a successor Director shall be elected by the remaining Directors to fill the un-expired term for the remainder of the year at which time the position will be filled by a majority vote of the membership at the next Annual Meeting, at which time the newly elected Director will fill the remainder of the term of the original Director. The Board shall fill the vacancy within forty-five (45) days after it occurs. In the event the Board shall not be able to elect a successor Director within the said forty-five (45) day period, a Special Meeting of Members shall be called forthwith to meet in no less than thirty (30) days from the date of the call to fill said vacancy under such procedures as the Board of Directors shall prescribe.

Section 15 Automatic Termination

If any member of the Board of Directors shall be absent for two (2) consecutive regular meetings of the Board, his seat as Director shall automatically become vacant. Nothing in this Section shall prevent the re-election to the Board of the person whose term was declared vacant if considered warranted by the Board.

ARTICLE IX

Meetings of the Board of Directors

Section 1 Regular Meetings

The Board of Directors shall meet once during each calendar month at the Corporation Headquarters, unless the Board of Directors shall designate some other place for a particular meeting. The members of the Board of Directors at the Annual Meeting, or as soon as possible, shall designate the regular meeting date, and in case of their failure to do so, the President shall designate the date. Regular meetings of the Board of Directors shall be posted on all CDARPC bulletin boards.

Section 2 Special Meetings

The President or any three (3) Directors may call a Special Meeting of the Board of Directors by delivering a request therefore to the Secretary who shall forthwith cause notice to be given to the Board of Directors of the time and place of the meeting. Reasonable efforts to accomplish notice of the meeting may be given in person, by telephone, by electronic mail or by mail. The meeting shall be called not less than two (2), nor more than five (5) days after the request for the meeting is filed with the Secretary.

Section 3 Quorum

At all meetings of the Board, a quorum for the transaction of business shall be two-thirds (2/3) of the Directors then in office.

ARTICLE X

Compensation

Section 1 Compensation of Directors and Director/Officers

Directors and Director/Officers shall not receive any monetary compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefore.

Section 2 Salaries

The salaries of all employees and agents of the Club shall be fixed by the Board of Directors.

ARTICLE XI

Committees and Agents

Section 1 Appointment

The Board of Directors shall have authority to appoint such “standing” and “ad hoc” committees, and to prescribe their rules of operations and duties as it shall deem necessary from time to time.

Section 2 Appointment of Members of Committees

Members of “standing committees” shall be appointed by the President. Members of “ad hoc committees” shall be appointed as the Board of Directors shall direct.

Section 3 Other Officers and Agents

The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties in the management of the property and affairs of the Club as shall be determined from time to time by the Board of Directors.

Section 4 Removal

Any officer or agent of the Club elected or appointed by the Board of Directors, may be removed at any time by the Board of Directors whenever in the judgment of the Board the best interests of the Club will be served thereby.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1 Intent

It is the intent of this Corporation to Indemnify Officers and Directors to the fullest extent permitted by the laws of the State of Idaho. This Corporation may Indemnify any person who may be a party or may be threatened to be made a party to any action, suit or proceeding, whether Civil, Criminal, Administrative, or Investigative, by reason of the fact that he or she has been, now is, or hereafter shall be a Director of the Corporation, or is or was serving at the request of the Corporation, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, if he or she acted in good faith and without willful misconduct, in a manner he or she reasonably believes to be in or not opposed to the best interests of the Corporation and , with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, that the person acted with willful misconduct or in a manner which he or she believed to be opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 2 Intent of Insurance Protection

It is the intent of this provision that the Corporation shall obtain such insurance or other protection as may be reasonably and economically available to accomplish the forgoing purposes, and not to authorize or direct that this Corporation act as insurer, or engage in the business of insurance in violation of the laws of the State of Idaho governing non-profit corporations and insurance companies. In any event, no liability for indemnification as set forth in this Article shall be personal to any of the Officers or Members of this Corporation, or assessable to such members; provided, however, that the dues of members may include a specified sum to be allocated to the payment of premiums for such insurance.

ARTICLE XIII Order of Business

At the Regular or Special meetings of the Corporation or of the Board of Directors, the following Order of Business shall be generally followed:

1. Roll Call
2. Reading of Minutes
3. Secretary's Report
4. Treasurer's Report
5. Reports of Committees
6. Elections, if any are to be held
7. Old Business
8. New Business
9. Adjournment

ARTICLE XIV

Assessments

Assessments shall be levied on the members only by a majority vote of members having voting rights in a meeting called for that purpose.

ARTICLE XV

Visitors

Section 1 Definition

All persons not a current CDARPC member will be considered a Visitor. Visitors are expected to follow all safety procedures and policies set forth by CDARPC for use of its facilities.

Section 2 Sign In and Fees

Visitors will sign in the daily Visitors Book, at each range, read all appropriate posted rules, and pay all fees if they plan to shoot on a range.

Section 3 Fees

Visitors' fees will be set as part of the fee package approved by the Board of Directors.

Section 4 Visiting Competitors

If a Visitor is a registered competitor at a CDARPC competition the Visitor will pay the Match Bulletin Fees to use the ranges only for that competition.

Section 5 Approval to Use Ranges as a Visitor

Visitors use of a Range shall be subject to approval of a CDARPC designated Range Safety Officer or Range Officer on Duty.

ARTICLE XVI

Pronouns and Designation of Persons

Whenever in the Articles or Bylaws of this Club the masculine form is used, it shall include the feminine; and the words "they", "person", and like terms shall include the masculine and feminine.

ARTICLE XVII

Match Rules

All rifle and revolver or pistol competitions held by the Club will be governed by the rules and regulations established by the National Rifle Association of America, approved by the Office of the Directorate of Civilian Marksmanship; provided, however, that for such Black Powder, Metallic Silhouette or other competitions as may not be sanctioned or governed by the NRA or ODCMP, the rules and regulations of such other appropriate sanctioning organization may be observed, as appropriate.

ARTICLE XVIII

Amendments

Any proposed amendments to these Bylaws may be introduced by any member of the Club at any Regular Meeting or Special Meeting called for the purpose. Proposed Amendments must be acted upon by the Club Membership at a Regular Meeting or a Special Meeting Called for the purpose. Such amendments may be made only by a majority vote of members attending such Regular or Special Meeting, provided a Quorum is present.

CERTIFICATION

I hereby certify that the foregoing Bylaws have been adopted by the Coeur D'Alene Rifle and Pistol Club, Inc.

DATED this _____ day of _____, 2011.

SECRETARY _____