

**AMENDED BYLAWS
Of
COUER D'ALENE RIFLE AND PISTOL CLUB, INC.**

KNOW ALL MEN BY THESE PRESENTS that the members of the Coeur d'Alone Rifle and Pistol Club, Inc., and non-profit corporation organized and chartered by the State of Idaho, at a special meeting called and held on the _____ day of _____, 1986, 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. have been, 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, Inc.

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

Section I

Membership

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

- (a) life membership, (b) annual membership, (c) junior membership.

Section II

← **Life Membership**

- ← a. Any person eligible for annual or junior membership shall be eligible to life membership. The spouse and minor children of life members shall have and enjoy the privileges of the Club as prescribed from time to time.
- b. Life membership shall be non-transferable and shall terminate upon death or resignation of a life member.
- c. Life members shall be subject to all provisions of the Club Bylaws and rules covering all members, except that a life member shall not be subject to payment of annual dues.

← **Section III**

← **Annual Membership**

- a. Any person shall be eligible to annual membership, subject to the requirement set forth herein below.

Section IV

Junior Membership

Any person under the age of twenty (20) years 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 NRA-affiliated clubs, and the requirements of the Directorate of Civilian Marksmanship (DCM) of the Department of Defense.

Section V

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, that junior members shall not be entitled to vote until they reach the age of eighteen (18).

Section VI

Authority to Establish Membership Classifications and Rules

The Board of Directors 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 deems in the best interests of the Club.

ARTICLE IV

Requirements of Membership

Section I

Application to Membership

Applications for membership shall be in writing and accompanied by the required initiation fee. Applications shall be endorsed by two (2) members in good standing.

Section II

Investigation and Balloting by Board of Directors

Applications for membership shall be considered by the Membership Committee and presented, whenever practicable, to the Board of Directors at the next meeting following receipt of such application.

Section III

Balloting by Board of Directors

Applicants shall be elected by vote of the members of the Board of Directors. A majority vote of the Directors present at the meeting shall be sufficient to approve the application for membership.

Section IV

Notification

It shall be the duty of the Secretary to notify the applicant of the acceptance or rejection of his or her application.

Section V

Reapplication

No applicant who is rejected for membership shall be again considered for membership within one (1) year after his or her application has been rejected.

Section VI

NRA Pledge

As a condition of the membership, and in addition to payment of the usual initiation fees and dues, each U.S. member shall subscribe to the following pledge:

The NRA Pledge

I certify that I am a citizen of the United States of America and that I am not a member of any organization or group which has as any part of its program the attempt to overthrow the government of the United States or any of its political subdivisions by force or violence; that I have never been convicted of a crime of violence, and if admitted to membership, I will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship.

The requirement of this Pledge shall be waived for citizens of Canada, so long as they are otherwise eligible for membership.

ARTICLE V

Resignation of Members

Members may resign by written resignation addressed to the Board of Directors and by paying all dues to the 31st of August of the year in which said resignation is made.

ARTICLE VI

Dues of Members

The initiation fee and dues of the Club shall be in such amounts as the Board of Directors may from time to time determine. All dues shall be for a year's membership, and shall be payable in advance upon invitation of the Secretary, 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; provided, however, that an applicants first year's dues shall be pro-rated, and paid for the remaining part of the year only. The Board of Directors shall have the authority (but not the obligation) to establish dues , fees, and/or other requirements for life membership.

No member of the Club in arrears In dues shall be eligible to vote or to enjoy any other of the privileges or benefits offered by this Club.

A portion of the annual dues of each member may be immediately forwarded by the Club Secretary to the National Rifle Association of America for membership therein; provided, however, that in the case of newly enrolled members, the sum remitted to the National Rifle Association shall be pro-rated in accordance with the National Rifle Association dues schedules then In effect.

ARTICLE VII

Suspension and Expulsion of Members

Section I

Any member willfully infringing the rules and regulations of the Club or conducting himself or herself In an unsportsman-ship manner or in a manner unbecoming a lady or gentleman or recklessly endangering or injuring persons or property shall be subject to suspension or expulsion from the privileges of the Club on majority vote of the Directors at a meeting at which a quorum is present, called for the purpose of considering the case. Notice of the meeting shall be given to the accused offending member two (2) weeks before the date for which the meeting is called, at which time the accused of-fending member shall be allowed to be heard on his or her own behalf.

Section II

Any member suspended or expelled by the Board may appeal to the full membership of the Club. Such appeal shall be made in writing to the Secretary who will notify the President. The president will call a special meeting of the Club for the purpose of acting on the appeal. The Secretary shall give at least fifteen (15) days notice in writing to all members of the Club in good standing stating the date, time, place, and reason for such special meeting. At the meeting of the full Club the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds (2/3) vote shall be required to reverse of the action of the Board of Directors.

Section III

Any official or member of the Club who has been suspended or expelled by the National Rifle Association of America shall automatically stand suspended or expelled from this Club immediately upon receipt of official notice by the Secret-ary of this Club from the Secretary of the National Rifle Association,

Section IV

The National Rifle Association shall be given a complete report whenever a member of this Club is suspended or ex-pelled, showing charges and actions taken.

ARTICLE VIII

Meetings of Members

Section I

Annual Meeting

The annual meeting of members shall be held on 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 II

Special Meetings

Special meetings of members may be called at any time by the President or the Board of Directors. At any time upon writ-ten request of ten (10) or more voting members, It shall be the duty of the Secretary to call a special meeting of the mem-bers to be held at the place designated, at such date and hour as the Secretary may fix, not less than ten (10) nor more than thirty (30) days after the receipt of such request, and if the Secretary shall neglect or refuse to issue such a call, the ten members making the request may do so.

Section III

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 IV

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 by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, 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 his 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. It shall not be necessary to give members actual notice of the meetings as set forth herein above, but reasonable efforts to notify all members shall be required.

Section V

Quorum

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

Section VI

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 under eighteen (18) years of age members shall have no vote.

ARTICLE IX

Directors

Section I

Number

The number of Directors which shall constitute the whole Board shall be seven (7).

Section II

Qualifications

Only adult life members or adult annual members -in good standing are eligible to be elected to the Board of Directors.

Section III

Term

The term 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. Should a Director for any reason be unable to complete the term to which he or she has been elected, the Board of Directors shall have authority to appoint any member to fill the unexpired term only, as set forth herein below.

Section IV

Nominating Committee

Thirty (30) days prior to the annual meeting and election of Directors, the President shall appoint a nominating committee of four (4) members having voting rights, two (2) of which must not be Directors, whose duty it shall be to nominate candidates for Directors to be elected at the annual meeting and notify the Secretary of said nominations not less than fifteen

(15) days prior to the annual meeting. 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 V

Election of Directors

A simple majority of votes of those attending the annual meeting shall constitute election as Director, provided a quorum is present,

Section VI

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. 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 day period, a special meeting of the members shall be called forthwith to meet in not 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 VII

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 VIII

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 X

Meetings of the Board of Directors

Section I

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 thereafter as practicable, 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 may be held without notice.

Section II

Special Meetings

The President or any three (3) Directors may call a special meeting of the Board of Directors by delivering a request therefor to the Secretary who shall forthwith cause notice to be given to the Board of Directors of the time and place of the meeting. Notice of the meeting may be given in person, by telephone, by telegraph or by mail. Actual notice shall not be required, but reasonable efforts to accomplish notice shall be made. 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 III

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 XI i

Compensation of Directors

Directors as such 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 therefor.

ARTICLE XII

Officers

Section I

Officers Designated

The officers of the Club shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors may establish other offices, from time to time, if deemed in the best interests of the Club. The offices of Secretary and Treasurer may be combined. The officers shall be elected by a majority of the vote by ballot of the members in good standing present at the annual meeting of the Club. They shall hold office for one (1) year or until their successors are elected.

Section II

Election of Officers

At the conclusion of the election of Directors at the annual meeting, the election of officers shall be accomplished. All of said officers shall be members of the Board of Directors except the Secretary who may be elected from the membership at large. A Secretary elected from the membership at large is not a Director and shall have no vote on the Board. The order of election shall be President, Vice-President, Treasurer and Secretary. A simple majority of votes of those attending the annual meeting shall constitute election provided a quorum is present. The officers shall assume office on the date following the annual meeting and their term of office shall be for one (1) year.

Section III

Vacancies

In case a vacancy occurs in any of the offices named, the Board of Directors shall elect a new officer to fill the vacancy for the unexpired term as soon as practicable.

Section IV

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 V

Salaries

The President, Vice-President and Treasurer shall serve without compensation. The Secretary may be salaried. The salaries of all employees and agents of the Club shall be fixed by the Board of Directors.

Section VI

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.

Section VII

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 requiring a seal under the seal of the Club, 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 VIII

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 IX

Duties of the Treasurer

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 the latest financial statement of the Club to any member who makes a written request therefor.

Section X

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 in a book to be kept for that purpose. 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 keep in safe custody the seal of the Club and when authorized by the Board affix the same to any instrument requiring a seal and when so affixed it shall be attested by his signature or by the signature of the Treasurer or Assistant Secretary, if any. 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 foregoing 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.

ARTICLE XI

Committees

Section I

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 II

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.

ARTICLE XII

Indemnification of Officers and Directors

Section I

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 or officer 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 II

It is the intent of this corporation of indemnify officers and directors to the fullest extent permitted by the laws of the State of Idaho.

Section III

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 foregoing 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 I

Anyone eligible for membership may be a guest of a member of the Club in good standing at any time (a limited number of times). Any such person may, upon application of a member of the Club, receive a card granting the privileges of the Club for a period of ten (10) days, and this privilege may be renewed by the Board of Directors,

Section II

All visitors must be registered in the visitors book by the member introducing them at the time of the introduction, and the member shall be responsible for his guests in all respects, including their indebtedness to the Club.

Section III

Membership cards of other NRA affiliated clubs may be recognized and persons bearing such cards may be admitted to the privileges of the Club as guests for a reasonable time and over a reasonable period.

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 laid down by the National Rifle Association of America, approved by the National Board for the Promotion of Rifle Practice and the Secretary of the Army; provided, however, that for such black powder, metallic silhouette or other competitions as may not be sanctioned or governed by the NRA or NBPRP, 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. So long as this Club is affiliated with the National Rifle Association of America, such proposed amendments shall be submitted to the National Rifle Association for approval. Following approval by the NRA, they 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 _____, 1986

SECRETARY _____