

**BYLAWS
OF
FIVE DOGS ACTION SHOOTERS**

The name of the organization is Five Dogs Action Shooters. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the Directors, Officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(7) of the Internal Revenue Code.

The name "Five Dogs" is being used with the permission of David C. Olds and Five Dogs Range Inc. Mr. Olds reserves the rights to the use of this name.

The members of this organization have voluntarily associated together to achieve certain civic and athletic objectives. The objectives of this organization are as follows:

- a. To encourage the growth of safe and practical pistol, rifle, and shotgun shooting in our community by presenting a program of shooting matches open to qualified shooters;
- b. To encourage participants in the sport to develop those characteristics of self-control, honor, integrity and politeness which are the hallmarks of the Practical Shooter.
- c. To promote greater gun safety and awareness in our community by sharing the knowledge of safe, practical gun handling techniques and ethics through an annual series of educational courses on safe shooting open to qualified shooters;
- d. To foster liaison with local and national organizations that promote similar goals and purposes.

**ARTICLE I
MEMBERSHIP**

Section 1. Membership Types. There are four membership categories, General Member, Working Member, Officer and Director.

General Member. General Members shall be at least eighteen (18) years of age, legally able to own firearms, and legally reside in the United States. Applicants must appear in person at a monthly match or regular meeting to apply for membership; mail in membership or renewal is not allowed. The benefits of General Membership are limited to discounted match fees, use of the Five Dog Action Shooters Range on non-match days when no other club function is being setup or held at the range, and liability insurance coverage for all club related shooting activities.

Working Member. A Working Member shall meet all of the requirements of the General Member. After participation in at least three (3) months of club activities and acceptance by a simple majority of the Officers and other Working Members, a General Member may be promoted to a Working Member. Working Members will help in development and/or construction of stages, participate in work events, etc. In addition to benefits granted to General Members, Working Members will be granted voting rights at club meetings, access to club equipment on non-match days and opportunities to be considered for slots to National events as they become available.

Officer. An Officer shall have been a Working Member for the previous twelve (12) months. Each Officer will be nominated, seconded, and affirmed by a simple majority of the Board of Directors at their annual meeting. In addition to benefits granted to General and Working Members, Officers will not be charged annual dues and shoot without cost at regular monthly matches.

Director. A Director shall have been a Working Member for the previous twelve (12) months. Each Director shall be nominated, seconded, and affirmed by a simple majority of the Working Members at the Annual Meeting.

Section 2. Membership Dues. Dues are \$40 per year and shall be paid no later than the February monthly meeting. The membership year begins February 1 of each year and terminates January 31 the following year. Any new membership or renewal after February 1 will not be prorated nor will it extend beyond the January 31 expiration.

Section 3. Member Suspension. Members who do not regularly support the club at meetings, work events and matches may have their membership suspended at the Officers' discretion by a simple majority vote. This is to prevent persons from being members solely to hold office or for the use of the club's private range. Also, as the club meets and competes on land owned and controlled by Five Dogs Range Inc. (a private club), a member in any category can also have their membership suspended if they are denied access to the property by Mr. Olds or Five Dogs Range, Inc.

Section 4. Member Expulsion. Any member who seeks the removal of any club member must file a written charge with the Secretary. The charge must clearly state the facts and be accompanied by all supporting evidence. The Secretary will immediately inform the President, who will set the date of a special meeting to hear the charges. The Secretary shall give written notice of the special meeting to all Officers and Working Members via email. The notice shall contain the time and place of the meeting and a statement of the charges. Notification must be at

least 10 days before the meeting. An Officer or Member may be removed from office or expelled from membership only upon a two-thirds (2/3) vote of the Officers and Working Members present at the special meeting called for this purpose, provided a quorum is present. Charges and evidence will be presented, and witnesses examined and the concerned member given the opportunity to refute them before the vote is taken.

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Regular Meetings. Regular meetings shall be held monthly for the purpose of conducting club business. New business may be raised at these meetings but some business may require a written summary be submitted to the Officers five (5) days prior to the meeting. The monthly meetings shall be held at the time and place designated by the Board of Directors.

Section 3. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be displayed on the calendar of the club website, at least 10 days prior to the meeting.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the Directors and at least two (2) Working Members shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum

may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of five (5) Directors. It is the Directors' responsibility to direct, guide and oversee the organization. Each Director may also serve as an Officer, but it is not a requirement. If a Director wishes to not hold a position of Officer, the Board of Directors shall elect Working Members to fill any Officer vacancies. Directors must be active Working Members.

Section 2. Election and Term of Office. The Directors shall be elected at the annual meeting. Each Director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of Directors shall constitute a quorum.

Section 4. Annual Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing new Officers if there exists vacancies not filled by the new Directors. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 5. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 6. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE IV OFFICERS

Section 1. Number of Officers. There shall be five (5) Officers of organization: a President, a Vice-President, a Treasurer, a Secretary, and an Engineer. It is the Officers' responsibility to ensure that the organization runs effectively within the objectives set forth by the Board of Directors. Two or more offices may be held by one person, if necessary. The President may not

concurrently serve as the Vice-President, Secretary or Treasurer. Officers may consist of Directors or Working Members.

President. The President shall preside at all organization and any committee meetings. The President shall be an *ex officio* member of all regular and special committees and shall perform all such other duties as usually pertains to the office of President. The President will take the lead in promoting the club and interaction with other organizations and associations with Five Dogs Range, Inc.

Vice-President. The Vice-President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice-President shall also be responsible for the club's Safety Program and act as liaison with Five Dogs Range, Inc.

Secretary. The Secretary shall keep an accurate list of the Directors and all members, have the authority to certify any records, or copies of records, as the official records of the organization, and shall conduct all official correspondence on behalf of the organization. The Secretary shall keep the minutes of all organization or committee meetings and have custody of the books and papers of the organization, except the Treasurer's account books.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and shall make reports of corporate finances as required, but no less often than at each regular meeting. The Treasurer shall also be responsible for the collection of all membership dues and handle repayment for expenses paid by members on behalf of the organization.

Engineer. The Engineer is responsible for the mechanical condition of the props and equipment which belong to the club, organizing the quarterly work events and inventory of supplies.

Section 2. Election and Term of Office. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each Officer shall serve a two (2) year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an Officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments

executed by the organization, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors. Only the President shall have the authority to verbally obligate the organization for any purpose.

ARTICLE VI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds (2/3) majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Michael St.Claire, President of Five Dogs Action Shooters, and Cliff Van Kopp, Secretary of Five Dogs Action Shooters certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on

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Michael St.Claire, President

Cliff Van Kopp, Secretary