

**BYLAWS  
OF  
CUSTER SPORTSMEN'S CLUB**

**ARTICLE I  
OFFICES**

**Section 1 Registered Office:** The **Custer Sportsmen's Club** shall at all times maintain in the **State of Washington** a registered agent, whose business office shall be the registered office of the **Custer Sportsmen's Club**.

**Section 2 Other Offices:** The **Custer Sportsmen's Club** may also have such other offices within or without the **State of Washington** as the Board of Directors may, from time to time, designate, and as the business and affairs of the **Custer Sportsmen's Club** may require.

**ARTICLE II  
PURPOSES**

**Section 1 Nature of Corporation:** The **Custer Sportsmen's Club** is a nonprofit corporation formed under the **RCW 24.03**, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the regulations issued there under.

**Section 2 Primary Purposes:** The **Custer Sportsmen's Club** is organized for the purposes set forth in its Articles of Incorporation which are filed with the **State of Washington**.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1 General Powers:** The Board of Directors shall have sole authority for administration of the facility, and to manage and control the affairs and property of the **Custer Sportsmen's Club**, and shall have full power, by majority vote, to adopt rules and regulations governing the **Custer Sportsmen's Club** and actions of the Board of Directors.

**Section 2 Number, Election, and Term of Office:** The Board of Directors (officers and trustees), shall consist of a minimum of 11 and a maximum of 13 board members. Directors must be a member of the corporation, be current on any monetary assessments to members of the corporation and agree to abide by the bylaws of the corporation. Officers and trustees shall be elected at the Annual Meeting as follows: 4 trustees shall be elected on odd-numbered years, 4 trustees shall be elected on even-numbered years, and 5 officers shall be elected to a one year term. In the event there are fewer nominations than are required to fill all open positions, those currently serving the unfilled positions shall continue to do so.

**2.1 Voting:** Each member who is current in all his obligations of membership shall be eligible to cast a vote on corporate decisions taken at the Annual Meeting. Family memberships shall be entitled to a total of 2 votes each, providing that each voter is

18 or older.

**Section 3 Officers:** The officers of the corporation shall be a President, Vice President, Recording Secretary, Treasurer, and a Chief Executive Officer. Any two or more offices may be held by the same person, except the offices of President and Secretary. To be eligible to serve as an officer of the corporation, a person must be a member in good standing of the corporation, and be an active member of the corporation.

**Section 4 Vacancies:** Any vacancy occurring on the Board of Directors prior to the expiration of a term may be filled by the Board of Directors within 60 days. In the event that a quorum of the Board of Directors is not available to fill the vacancy(s), the remaining Board members may use a special election to fill the vacant position(s) on the Board of Directors. For election details, refer to Standing Rule #1. Nominees for the position(s) must be active members of the corporation and must be in good standing with the corporation. The replacement(s) will serve on the Board of Directors for the unexpired term of their predecessor(s).

**Section 5 Annual and Regular Meetings:** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

#### **5.1 Annual Meeting:**

**5.1.1 Election of Board Members:** The first item on the agenda of the Annual meeting shall be the election of new Board members and officers. There shall be no proxies accepted for the annual meeting. After the election results are determined, the new officers and Board members shall take their places and conduct the remainder of the Annual meeting. The Recording Secretary shall retain the election results for Board use on an as needed basis.

**5.1.2 Proxies for Action Items:** There shall be no proxies accepted for action items.

**5.1.3 Membership Confirmation:** During the Annual meeting, only members of the corporation shall be admitted to the meeting. To be considered a member, dues for the current year must have been paid 2 business days prior to the annual meeting which will take place the 2<sup>nd</sup> Thursday of January each year. Membership confirmation shall be accomplished using procedures established by the Board.

**5.1.4 Protocol for Speaking at Annual Meeting:** During the Annual meeting, when recognized to speak, each member will state his or her name for the record. This procedure may apply each time a member asks to be recognized to speak, at the discretion of the presiding officer.

**5.15 Continuation of Annual Meeting:** Should for any reason it prove impractical to conclude the Annual Meeting in one session, the Annual Meeting shall be continued within a reasonable time of the first session, with notice to the membership as provided for in Article III, Section 7 of these bylaws. At such continuations of the Annual Meeting, action by the membership on motions from the floor shall be valid only if a majority of the membership that attended the original session of the Annual Meeting is in attendance at the continuation of the Annual Meeting. If said majority is not present, action on motions from the floor shall be taken only by the Board.

**5.16 Annual Meeting Notice:** Written or printed notice stating the place, day, and hour of the Annual Meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by electronic means, or by mail, by or at the direction of the president, or the recording secretary. 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 on the records of the corporation, with postage thereon prepaid.

**5.17 Suspension or termination of membership:** The Board shall have the authority to suspend or terminate the membership of any member of the corporation for cause.

**5.2 Regular Meeting:** Regular board meetings shall be held at the corporate offices, or other location if required, at 7 pm on the 2<sup>nd</sup> Thursday of each month ~~with the exception of July and August, when there will be no regularly scheduled board meeting.~~

Additional Board meetings may be called by, or at the request of, the President or any two trustees or other officers.

**Section 6 Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the **State of Washington**, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7 Notice:** Notice of any special meeting of the Board of Directors, including the continuation of the annual meeting, shall be given at least 5 days previously thereto by written notice delivered personally or sent by mail, facsimile or other means of electronic transmission to each Director at the address recorded by the Recording Secretary for that Board of Director member of the **Custer Sportsmen's Club**. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of improper notice or the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any such meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

**Section 8 Quorum and Proxies:** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**8.1 Proxies:** Any Board member may tender their voting proxy to the President of the corporation, or any other Board member that the absent member may designate, for any given meeting, by notice to the Secretary either by phone, or in writing, or by fax, or by electronic means; such proxy is automatically revoked upon adjournment of said meeting. Phone proxies must be confirmed in writing to the Secretary within ten (10) days after the date of the vote.

**Section 9 Manner of Acting:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**9.1 Presumption of Assent:** There is no presumption of Assent. A trustee or officer of the corporation present at a Board meeting at which action on any corporate matter is taken shall place a vote of yes, no, or shall abstain from voting.

**Section 10 Compensation:** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. However, nothing herein shall be construed to preclude any Director from serving the **Custer Sportsmen's Club** in any other capacity and receiving compensation for said services.

**Section 11 Informal Action:** Any action may be taken without a meeting of the Directors, if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 12 Resignation/Removal:** (a) A Trustee may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Custer Sportsmen's Club** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any regular or special meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with cause, by the vote of a super majority (two-thirds) of the Directors at the meeting.

**Section 13 Conflict of Interest:** All Trustees shall sign a conflict of interest form (after the election at the annual meeting or if absent the next meeting attended) and file it with the Recording Secretary. Upon acceptance of the conflict of interest form by the Recording Secretary, they shall not vote on budget or other items relating directly, or indirectly, to actions or projects undertaken by the corporation for which said Trustee is providing paid services.

**Section 14 Attendance:** Attendance at Board meetings is open only to board members and members of the corporation. The Board may refuse attendance at board meetings to any other person. The Board may extend invitations to specific persons to attend board meetings, or grant

requests for such attendance, for the purposes of gathering input on matters before the

corporation.

**14.1 Executive Meetings of the Board:** From time to time the Board may ask that corporation members retire from any type of meeting while the Board goes into executive session to discuss matters of a sensitive nature.

**Section 15 Authority to Establish and Modify Dues:** The Board of Directors is authorized to establish all membership dues rates for the corporation for all categories of membership. The Board may, at its sole discretion, modify such dues rates from time to time, provided that such modifications shall apply immediately only to prospective members and to renewing members only when their membership renewal comes due.

## **ARTICLE IV MEMBERSHIP**

**Section 1 Eligibility:** Any individual who is legally eligible to own and operate firearms in the United States of America and Washington state is eligible for consideration for membership in the corporation.

**Section 2 Membership Dues:** To become or remain a member of the corporation, each eligible participant must pay annual dues, as established by the Board of Directors pursuant to Article III, Section 15 of these bylaws.

**2.1 Term of Membership:** The term of all types of annual memberships shall commence on January 1 and terminate on December 31 (except for Life memberships).

**Section 3 Membership Privileges:** Members of the corporation are entitled to access and use of corporate facilities according to the rules kept by the Chief Range Officer as approved by the Board of Directors. Members are entitled to vote on matters before the corporation, including election of Board members, at the Annual Meeting, as provided for in Article III, Section 5 of these bylaws, and to serve as Board members of the corporation.

### **Section 4 Categories of Membership:**

**4.1 Life membership:** Life membership, the cost of which shall be fifteen (15) times the annual renewal membership rate.

**4.2 Annual membership:** There are 6 subcategories.

**4.2.1 General membership:** General membership includes ages 17-59.

**4.2.2 Senior membership:** Senior membership includes age 60 and older.

**4.2.3 Disabled membership:** Disabled membership has the same dues rate as senior membership.

**4.2.4 Junior membership:** Junior membership, ages 5 to 16.

**4.2.5 Family membership:** Family memberships, where all members of one immediate family, including those children up to age 21 living at home.

**4.2.6 Honorary membership:** Honorary membership, where by an act of the Board a person is made an Honorary member for a period specified by the Board in said act, without dues being required.

**Section 5 Membership Meetings:** at the discretion of the Board, periodic special membership meetings may be held at a location to be determined by the board.

## **ARTICLE V REGULAR COMMITTEES**

**Section 1 Purpose:** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2 Number, Election, and Term of Office:** The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until their resignation or removal by the affirmative vote of a *super* majority (*two thirds*) of the Board of Directors.

**Section 3 Officers:** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4 Vacancies:** Vacancies in the membership of any committee *may* be filled by the Board of Directors on an as needed basis.

**Section 5 Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6 Rule:** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7 Powers:** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

**Section 8 Committee and Discipline Chairs:** The Board may, at its discretion, appoint by its acts, the Board Chairs of corporate departments of legislation, membership, facilities improvement, and of each discipline supported by the corporation, as well as any other departments that the Board shall from time to time, create. To be eligible to serve as a discipline chair, a person must be active in that discipline as well as being a member in good standing of the corporation. Such committee and discipline chairs are expected to attend Board meetings but do not have a vote on Board proceedings.

## **ARTICLE VI ADVISORY COMMITTEES**

**Section 1 Purpose:** The Board of Directors may establish a Campus Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the **Custer Sportsmen's Club** as the Board of Directors designates.

**Section 2 Number, Election, and Term of Office:** The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until their resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3 Powers:** Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

**Section 4 Audit Committee:** The Board shall appoint an audit committee of at least 3 people, that committee should consist of at least 1 trustee (excluding the Executive board) and up to 2 general CSC members, who shall audit the Treasurer's books and report its findings to the Board no later than the December Board meeting.

## **ARTICLE VII OFFICERS**

**Section 1 Officers:** The Officers of the **Custer Sportsmen's Club** shall be a President, Vice President, Secretary, Treasurer, Chief Executive Officer and such other Officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2 Election and Term of Office:** The Officers of the **Custer Sportsmen's Club** shall be elected by a majority vote of the members at the annual meeting of the Board. Each Officer shall hold office for a term of one (1) year and thereafter until his/her successor shall have been duly elected and qualified. In the event that an officer must be replaced before their term is



completed, the Board of Directors may, at any meeting, take action to fill that position. The replacement officer shall serve until the next Annual meeting.

**Section 3 Resignation/Removal:** (a) An Officer may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Custer Sportsmen's Club** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any regular or special meeting of the Board of Directors called expressly for that purpose, any Officer may be removed, with cause, by the vote of a super majority (two-thirds) of the Directors at the meeting.

**Section 13 Conflict of Interest:** All Officers shall sign a conflict of interest form and file it with the Recording Secretary. Upon acceptance of the conflict of interest form by the Recording Secretary, they shall not vote on budget or other items relating directly, or indirectly, to actions or projects undertaken by the corporation for which said Officer is providing paid services.

**Section 4 Vacancies:** A vacancy on the Board because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors within 60 days of the date of the vacancy. The Board may appoint a member in good standing of the corporation to serve as an acting Board member for the remainder of the term of the vacant seat.

**Section 5 President:** The President shall be the principal executive officer of the **Custer Sportsmen's Club** and, in general, shall supervise and control all of the business and affairs of the **Custer Sportsmen's Club**. He may sign any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed, except when the execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or is required by law to be otherwise executed by some other officer or in some other manner. In general he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6 Vice President:** In the event of the death, resignation, removal of the President or in any absence of the presence of the President in the room, the person who serves as Vice President shall assume the office of President until the President returns. The Vice President shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7 Recording Secretary:** The Recording Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; keep a register of the mailing address of each Board member as furnished to the Secretary by each Board member; have secondary signing authority; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8 Treasurer:** The Treasurer shall be responsible for all funds and securities of the **Custer Sportsmen's Club**; receive and give receipts for monies due and payable to the **Custer Sportsmen's Club** and deposit all such monies in the name of the **Custer Sportsmen's Club** in

such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; complete and file all applicable federal and state tax forms and other such reports; and in general perform such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine; the premium for said bond shall be paid for by the corporation. Disbursements of funds of the corporation that are of a routine operating nature, as defined by the Board, do not require the approval of the Board.

**Section 9 Chief Executive Officer:** The Chief Executive Officer (CEO) shall, working closely with the Chief Range Officer as needed, be charged with ensuring the smooth functioning of various facilities of the corporation, including the scheduling and coordination of use of the corporate facilities by each discipline supported by the corporation, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The CEO shall keep the President informed of any changes to the operations of the club, conforming to Standing Rule #2.

**Section 10 Chief Range Officer:** The Chief Range Officer (CRO) shall be a paid staff member of the corporation, answerable to the Board of Directors. The duties of the CRO are enumerated in the employment contract between the corporation and the CRO, filed with the corporation employee records. The CRO must provide a written report to the Board before each Board meeting and may be directed to attend said meetings upon request of the Board.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1 Contracts:** The Board of Directors may authorize any Officer or Officers, agent or agents of the **Custer Sportsmen's Club**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Custer Sportsmen's Club**, and such authority may be general or confined to specific instances.

**Section 2 Checks, Drafts, and Similar Documents:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Custer Sportsmen's Club**, shall be signed by such Officer or Officers and/or agent or agents of the **Custer Sportsmen's Club** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3 Deposits:** All funds of the **Custer Sportsmen's Club** shall be deposited in a timely manner, as specified in the financial Standard Operating Procedures, to the credit of the **Custer Sportsmen's Club** in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4 Gifts and Contributions:** The Board of Directors may accept on behalf of the **Custer Sportsmen's Club** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Custer Sportsmen's Club**. Such contributions, gifts, bequests, or devises

shall be in conformity with the laws of the United States, the **State of Washington**, and any other relevant jurisdiction.

**Section 5 Loans:** No loans shall be contracted for on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

**5.1 Loans to Officers and Trustees:** No loans shall be made by the corporation to its officers, trustees, or members.

## **ARTICLE IX BOOKS AND RECORDS**

**Section 1 Books and Records:** The **Custer Sportsmen's Club** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE X FISCAL YEAR**

**Section 1 Fiscal Year:** The fiscal year of the **Custer Sportsmen's Club** shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XI RULES OF ORDER**

**Section 1 Rules of Order:** All meetings of the **Custer Sportsmen's Club** will be conducted in accordance with Robert's Rules of Order.

## **ARTICLE XII CONFIDENTIALITY**

**Section 1 Confidentiality:** In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of the CUSTER SPORTSMEN'S CLUB believes confidentiality must be maintained. Therefore, each director, member, or staff member shall keep confidential any and all information relating to the discussions at all of its meetings.

**1.1 Executive Session:** In the event of Executive Session, action items will remain confidential between Directors.

**1.2 Electronic Communication:** Electronic communication between Directors on action items will remain confidential. Refer to Standing Rule #3

## **ARTICLE XIII DEFINITIONS**

**Standing Rule:** Standing rules are rules or resolutions that are of a continuing (or standing) nature. These rules deal only with administrative matters and function under the umbrella of the organization's bylaws. To change Standing Rules, Board action is required.

**Standard Operating Procedures:** Standard Operating Procedures (SOP) are established or prescribed methods to be followed routinely for the performance of designated operations or in designated situations. These procedures do not require Board action to be changed. The process for changes is determined by the person responsible for the operation or situation.

## **ARTICLE XIV WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Washington or under the provisions of the Articles of Incorporation or the Bylaws of the **Custer Sportsmen's Club**, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XV INDEMNIFICATION**

To the full extent permitted by the Washington State Non-profit Corporations Act (RCW 24.03, including especially RCW 24.03.025(4)(c) and RCW 23B.08), the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding, whether brought by or in the right of the corporation or otherwise, by reason of the fact that he is or was a trustee or officer of the corporation, or is or was serving at the request of the corporation as a trustee or officer of another corporation, against expenses, including attorneys' fees, judgments, fines and liabilities, reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit, or proceeding, provided that he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation. The termination of any action, suit, or proceeding by judgment, order, settlement or 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 and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation. The Board may obtain insurance on behalf of any person who is or was a trustee, officer, employee, or agent against any liability arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability. The Board may, at any time, approve indemnification under the Washington State Non-profit Corporations Act (RCW 24.03), of any other person which the corporation has the power to indemnify. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a person may be entitled to as a matter of law or by contract.

## **ARTICLE XVI**

## **AMENDMENTS TO BYLAWS**

**Section 1 Amendment by Board of Directors:** These bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board; provided that said alterations, amendments or repeal and replacement shall not take effect until and unless sustained by a simple majority of the members of the corporation in attendance at the next Annual Meeting of the corporation following said action by the Board on the bylaws and provided, that notice of such proposed amendments, alterations or repeal and replacement, including the text thereof, shall be provided to all members of the corporation, in accordance with the notice requirements of Article III, Section 7 of these bylaws.

### **ARTICLE XVII SEVERABILITY**

In the event any term, covenant, condition, provision or agreement herein contained is held to be invalid, void or otherwise unenforceable by any court of competent jurisdiction, the remaining provisions of these bylaws shall nevertheless be binding with the same effect as though the void parts were deleted.