

**RESTATED BYLAWS
OF
CHEYENNE RIFLE AND PISTOL CLUB, INC.**

Article I. Name and Offices

The name of this organization is Cheyenne Rifle and Pistol Club, Inc. The principal office of the Corporation shall be in the City of Cheyenne, County of Laramie, and State of Wyoming. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

This Article I may not be altered or amended.

Article II. Purposes and Objectives

The purposes and objectives of the Cheyenne Rifle and Pistol Club Inc. are:

1. To protect and defend the Constitution of the United States, especially with reference to the inalienable right of the individual American citizen guaranteed by such Constitution to acquire, possess, transport, carry, transfer ownership of, and enjoy the right to use arms, in order that the people may always be in a position to exercise their legitimate individual rights of self-preservation and defense of family, person, and property, as well as to serve effectively in the appropriate militia for the common defense of the Republic and the individual liberty of its citizens;
2. To promote public safety, law and order, and the national defense;
3. To train members of law enforcement agencies, the armed forces, the militia, and people of good repute in marksmanship and in the safe handling and efficient use of small arms;
4. To foster and promote the shooting sports, including the advancement of amateur competitions in marksmanship at the local, state, regional, national, and international levels;
5. To promote hunter safety, and to promote and defend hunting as a shooting sport and as viable and necessary method of fostering the propagation, growth, conservation, and wise use of our renewable wildlife resources.

The Club may take all actions necessary and proper in the furtherance of these purposes and objectives.

Article III. Membership

Section 1. Classes of Members and Qualifications. There shall be three classes of members in the Corporation. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- a. **Annual Members.** Any person over the age of 18 years who is a citizen of the United States of America and has never been convicted of any crime of violence may, upon application, be admitted to the Cheyenne Rifle and Pistol Club as an annual member, subject to the right of the Board of Directors to make special rules for use of club facilities by persons under the age of 21 years. Annual Members shall have the right to

participate in all club activities during the year, for which dues have been paid, and shall have the right to use club facilities at any reasonable time.

b. **Life Members.** Any member who has been an annual member for ten consecutive years and has attained the age of 65 years shall automatically become a life member. Life members shall enjoy all benefits of annual members, but shall not be required to pay annual dues.

c. **Honorary Life Members.** Any annual member who has contributed outstanding service or contributions to the welfare of the Club may be awarded an honorary life membership by a two-thirds vote of the Board of Directors. Honorary Life Members shall have all the rights and privileges of annual members but shall not be required to pay annual dues. The number of Honorary Life Members that can be nominated and awarded in this category of membership cannot exceed two per calendar year. This Article III.1.c., may not be altered or amended.

Section 2. Admission. Admission to membership in the Cheyenne Rifle and Pistol Club shall be initiated in the following manner:

Admission to annual membership shall be by application to the Secretary of the Club, accompanied by the requisite dues and initiation fee, at which time the Secretary will determine whether the applicant meets the qualifications described in Section 1, Article III. The Secretary shall then issue a membership card to the applicant subject to Board approval. In the event any applicant is rejected, all prepaid dues and fees submitted with the application shall be returned to the applicant.

Section 3. Dues and Fees. The initial fee and annual dues will be established by the Board of Directors. Board, life and honorary life members and members of the Executive Council shall not be required to pay annual dues and members of the Executive Council will not pay range fees. The fiscal year for accounting and membership purposes shall be the calendar year from January 1 through December 31.

The dues of any annual membership issued during the last half of the year may be prorated for the remainder of the current year, but at the time the membership is issued, the initiation fee, prorated dues, and application fee will be collected.

Section 4. Voting Rights. All classes of members have the right to vote for the members of the Board of Directors and/or the question of dissolution. Information on candidates, prepared by the Nominating Committee, shall be mailed to all members at least 30 days in advance of the Annual Meeting along with the notice of the Meeting. All members who wish to vote either must be in attendance at the Annual Meeting to receive and to cast their ballot, OR must physically pick up their ballot when renewing their membership and vote at that time and place.

Any ballot containing fewer or greater votes than the number of seats to be filled shall be invalidated.

Section 5. Suspension of Members. Any member whose dues have not been paid on or before January 1 of the calendar year shall be suspended and shall lose all rights of membership. If by January 31st of the calendar year, suspended members have not yet paid their dues, the Secretary will automatically terminate membership and such person may be readmitted to membership only as a new member. The initiation fee may be waived by the Board of Directors if written notification is received explaining any extenuating circumstances

Section 6. ***Termination of Members.*** The Board of Directors, by affirmative vote of two-thirds of its members, may expel any member for cause after an appropriate hearing; and may terminate the membership of any member who was ineligible at the time of admission or became ineligible for membership at a later time. Any member may resign by tendering his or her membership card and key.

Article IV. Meetings of Members

Section 1. Annual Meetings. The Annual Meeting of Members shall be held at a place in the City of Cheyenne, designated by the President, within 60 days of the beginning of the fiscal year for the purpose of discussing club activities, receive the report of the officers, and for the election of the Board of Directors. The Secretary shall prepare an Agenda to be distributed to the Board of Directors at the beginning of the Meeting. For purposes of the election of the Board of Directors, no minimum number of members are required to be present to constitute a quorum.

Section 2. Special Meetings. Special Meetings of the Members may be called by the President. The meeting may be held at any place in Cheyenne, Wyoming or vicinity.

Section 3. Notice of Meetings. Written or printed notice stating the place, date, and hour of any Meeting of Members shall be delivered, either personally or by mail, to each member at least 30 days prior to the date of such meeting. In the case of a called Special Meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be considered 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 required postage affixed.

Article V. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Election and Term. Nine members will be elected to the Board of Directors, each serving 3 year terms. Initially the three with the most votes will serve three years; the next three with the most votes will serve for two years; and the next three in number of votes will serve one year terms. After the third year all directors duly elected will serve three-year terms. No director will serve more than two consecutive three-year terms. Any board member chosen to replace a board member, who has resigned, become deceased, or been removed, shall be allowed to serve two consecutive three (3) year terms subsequent to the replacement term.

The nine-member Board will then elect the President and Vice President from the nine members and then nominate and elect their Secretary and Treasurer from the membership. The Secretary and Treasurer will serve until they are not reelected by the Board of Directors or until they tender their resignation. The Secretary and Treasurer will have all the rights and privileges of the Board of Directors.

Section 3. Composition. The number of the Board of Directors shall be eleven; nine elected by the voting members, and the Secretary and Treasurer who shall be elected by the Board of Directors. To avoid any possibility of conflict of interest, any member who has been a qualified member of the Club for three successive years may be elected to the Board of Directors as long as he or she is not a voting

member or an officer in another local Club having the same purposes and objectives as the Cheyenne Rifle and Pistol Club. The above statement in no way precludes dual membership or membership in or service as an officer of a sanctioned league.

Section 4. Regular Meetings. Meetings of the Board of Directors shall be held the first Friday of every month at the time and place designated by the President. Notification is not required.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by the President or at the request of any two Directors. Such meeting would be held at a time and place convenient to the Board of Directors. Notice may be given verbally by phone or in person, or by written notice by mail, or delivered personally. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum and Proxy Voting. In all cases except those specifically noted in these Bylaws, a quorum shall be at least a majority of the Directors and the passage or defeat of any motion or resolution shall require a majority vote of those present. If a quorum is not present at the meeting, then the members present shall adjourn from day to day until a quorum can be present, at which time the quorum will proceed with the business at hand. Any Director who is absent from three meeting in the period of one year must meet with the Board of Directors to explain the circumstances of his absence and if he/she can be a viable member to the board and membership. The Board of Directors will then make a determination as to whether his/her position as a Director shall be forfeited for cause and a new Director shall be elected as provided in the following Section. There will be no voting by proxy.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by election by the remaining Directors at the next regularly called meeting. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. Informal Action by Directors. Any action, including any action required by law, can be taken without a called meeting of the Board of Directors if a consent in writing, stating the action to be taken, is signed by a two-thirds majority vote of the Directors.

Section 9. Removal. Any Director may be removed from office by a two-thirds majority vote of all the Board of Directors whenever in its judgment the best interests of the Corporation would be served.

Article VI. Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. No two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the Annual Meeting of Members. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3. Removal and Vacancies. Any officer may be removed from office by a two-thirds majority vote of all the Board of Directors whenever in its judgment the best interests of the Corporation

would be served. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired term of office.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other legal instruments which the Board of Directors have authorized to be executed. He shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of duties. He/she shall have charge and custody of and be responsible for the records, receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall insure that 67 percent of the annual dues shall be allocated to the Annual Fund and 33 percent shall be allocated to the Building Fund.

Section 7. Secretary. The Secretary shall keep the Minutes of all meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member as provided by the member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Secretary shall be bonded for the faithful discharge of duties.

Section 8. Executive Council. Past Officers of the Club (President, Vice President, Treasurer, and Secretary) may be elected to the Executive Council by a two-thirds majority vote of the Board of Directors. Members of the Council will serve for life; will have a voice and be allowed to make motions in all meetings; but may not vote. All dues and fees will be waived for the members of the Executive Council.

Article VII. Committees

Section 1. Appointment. The Board of Directors, by resolution, may designate one or more committees, each of which shall consist of three or more members. The resolution creating a committee shall set forth the purposes, composition, and objectives of the committee, and the committee shall report to the Board of Directors.

Section 2. Term of Office. Each member of a committee shall continue as such until the next Annual Meeting of Members or until a successor is appointed, or until the committee is terminated, or the member ceases to qualify.

Section 3. Standing Committees.

a. ***Nominating Committee.*** The Nominating Committee will consist of three members, one life and two annual members, none of which can be members of the Board of Directors. This Committee will select a slate of two more than the required number of vacancies to be filled on the Board of Directors. The nominees must be selected from Life, Honorary Life, or Annual members with at least three consecutive years of membership. The Committee will contact each candidate to determine his or her willingness to serve. The resulting slate of candidates will be supplied to the Secretary in October. The resulting slate of candidates will be reviewed by the Board of Directors. Should any candidate be rejected by a majority of the Board present, the Nominating Committee will present another candidate for Board approval. The ballots will be distributed and counted during the Annual Meeting of Members by the Nominating Committee.

b. ***Junior Committee.*** A committee consisting of three members will be appointed by the Board of Directors to direct the affairs of the Cheyenne Junior Rifle Club. From this Committee the Board of Directors will appoint the Junior Club Leader or instructor, who will serve as Chairman of the Junior Committee and be responsible to the Board of Directors for activities of the Junior Division.

The Cheyenne Junior Rifle Club will be affiliated with the National Rifle Association of America as a Junior Club.

The principal activity of the Junior Division will be the conduct of Junior Rifle Club activities such as, but not limited to, marksmanship training and competition.

The Junior Club will collect an annual membership fee from juniors in the Club. Such fees will be established by the Board of Directors.

These fees will be retained by the Junior Committee in a separate Cheyenne Junior Rifle Club account and may be expended by this Committee to pay day by day expenses. The Committee will not however, obligate either the Junior Club or the Cheyenne Rifle and Pistol Club for any capital expenditure without prior approval of the Board of Directors.

The Junior Rifle Club is an integral part of the Cheyenne Rifle and Pistol Club and there can be no other official sponsorship. In the event any other organization desires to contribute funds to the Cheyenne Rifle and Pistol Club for junior activities, the Board of Directors will consider whether such donation will be accepted. It must be understood, however, that such a donation must be unconditional.

The Junior Committee will prepare a written report once a year for the Annual Members Meeting. The Chairman will present the report verbally to the members and a copy will be made part of the permanent records of said meeting. The report will contain any and all activities of the Junior Club and a financial statement including all income and expenditures with balance on hand.

If a Junior member of the Cheyenne Rifle and Pistol Club has been a member for a minimum of three (3) years within the last five (5) years prior to his/her 19th birthday, he/she is eligible to become a full adult member of the Club. The junior member will pay the appropriate annual membership fee. The junior member is required to attend a scheduled Orientation Class and will not be required to pay the new member initiation or waiting list fees.

b. **Audit Committee.** A committee of three, one life and two annual members, none of whom are members of the Board of Directors, will audit the books annually prior to the annual members meeting. Their final written report must be available for the meeting and be made part of the records of the Corporation.

Section 4. Special Committees. Such other committees may be approved by the Board of Directors as required from time to time to accomplish the purposes of the Corporation.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment, made in the same manner as provided in Article VII, Section 1.

Article VIII. Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. (Refer to Article V, Section 1)

Section 2. Corporate Funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings institutions, and trust companies or other depositories as the Board of Directors may designate. The President shall have authority to use part of the funds only for the purpose of repairing and maintaining the present club facilities, but shall have no authority to make capital improvements or expenditures. All expenditures, except for repair and maintenance, shall be first authorized by the Board of Directors at a legal meeting. After an expenditure is authorized, the designated officer shall take the requisite action. At no time will a deficit expenditure be approved unless an amendment of the Bylaws allowing such an action is approved.

Amendment I: A one time deficit expenditure is hereby approved in an amount not to exceed \$20,000.00 for the purpose of purchasing 80 acres lying west of the outdoor range entrance and east of that county road known as "Telephone Road." This shall be allowed for the duration of the loan term required for said purchase, only.

Section 3. Checks. All checks, drafts, or orders for the payment of money issued in the name of the Corporation shall be signed by the President or Vice President and the Treasurer. Should the Treasurer be unavailable or unable to sign a check, only then may the President and Vice President sign jointly. Checks issued by the chairman of the Junior Committee or the account designee will require only one signature.

Section 4. Dissolution. Dissolution or termination of the Cheyenne Rifle Pistol Club, Inc. may be done, but it would require a 100% majority vote of all voting members.

a. In the event the Club is dissolved or terminated, all assets of the club, including but not limited to cash, investments, land and improvements, must be donated to an IRS 501(c) entity with the same purposes and objectives as the original Club.

b. Section 4 of Article VIII cannot be altered or amended.

Article IX. Certificates of Membership

The Board of Directors shall provide for the issuance of membership cards, which shall be in such form as may be determined by the Board. When a member has been duly elected to membership and has paid the required fees, a membership card, signed by the secretary, shall be issued and delivered to him or her by the Secretary. The name and address of each member, the date of issuance, and the key number shall be entered by the Secretary on the records of the organization. If any card shall become lost or destroyed, a new card may be issued upon such terms and conditions as determined by the Board of Directors, at a cost of \$5.00.

Life members and honorary life members will be issued suitable permanent cards as designated by the Board of Directors.

Article X. Seal

This Corporation shall not be required to have and maintain a Seal. Execution of any instrument by the Corporation shall be by officers named by a specific resolution of the Board of Directors authorizing the action be taken.

Article XI. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws of this Corporation or the laws of the State of Wyoming, a waiver in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. Order of Business

Section 1. Order of Business. The following shall be the regular order of Business at all meetings of the members and the Board of Directories:

1. Roll Call (for Directors meetings only)
2. Approval of minutes of previous meeting
3. Report of officers
4. Fill vacancies and conduct prescribed elections
5. Report of committees
6. Old or unfinished business (for Directors meetings only)
7. New business (for Directors meetings only)

Section 2. Parliamentary Authority. Roberts Rules of Order Newly Revised shall govern the deliberation of all meetings of the Corporation.

Article XIII. Amendments to Bylaws

These Bylaws may be altered, amended, or repealed by a two-thirds majority vote of all the Board of Directors and new Bylaws may be adopted at a regularly called meeting or a special meeting of the Board of Directors, with four exceptions:

1. Article I. Name

2. Article III. Section 1.c. Honorary Life Members
3. Article VIII. Section 4. Dissolution of Club
4. Article XIV. Provisions Related to the Cheyenne Rifle and Pistol Club Irrevocable Trust

*Article XIV. Provision Related to the
Cheyenne Rifle and Pistol Club Irrevocable Trust*

The Corporation shall establish the Cheyenne Rifle and Pistol Club Irrevocable Trust. The Corporation shall also place restrictions on all deeds evidencing ownership of real estate which will require that the proceeds from the sale of such real estate be deposited into the Cheyenne Rifle and Pistol Club Irrevocable Trust. Use of the assets of the Trust must comply with the provisions of the Trust and the following provisions:

1. Any request for use of the Trust principal must be approved by a two-thirds vote of all members of the current Board of Directors of the Corporation and a simple majority of all Life members. The following documents are required to be secured by the Corporation and submitted to the Trustee:
 - a. A legal description of the land to be purchased and/or a specific construction proposal detailing the construction work to be performed.
 - b. Evidence in the form of acknowledged delivery of certified mail or signed notice that all current Board members and Life members of the Corporation were notified of the proposal to use Trust principal for the purchase of real estate and/or to fund construction costs.
 - c. Signatures from at least two-thirds of the current Board members and a simple majority of Life members of the Corporation approving the proposed use of Trust funds for the specific land purchase and/or construction project.
 - d. A minimum of two certified appraisals for land sought to be purchased and/or two bona fide bids for construction of facilities. The construction bids may come from members of the Corporation but all such bids shall be in response to a public legal notice requesting competitive bids for the construction project. The appraisals may not be prepared by a current member of the Corporation.
 - e. A copy of the billing statement, closing statement or notice from the seller of the real estate or contractor who may perform the construction work.
2. By June 1st of each year, the Treasurer will remit to the Trustee of the Trust an amount equal to ten dollars (\$10) per annual member or an amount equal to twenty percent (20%) of the current year's annual dues, whichever is greater, if the market value of the Trust is less than \$500,000 on December 31st of the preceding year. The Treasurer will include a list of members with the remittance. The list will show the name and status of the member, that is, either Life or Annual. The Treasurer will also state the amount of the current annual dues in the written submission to the Trustee and designate the current Board members.
3. Until the market of the Trust reaches \$500,000 the Corporation shall contribute all distributions of income from the Trust back into the Trust.
4. Upon approval of a simple majority of all current Board members, the Corporation may make principal contributions to the Trust in any amount at any time. These additional principal contributions are not in lieu of the annual principal contribution required if the market value of the Trust is less than \$500,000.

5. After the market value of the Trust reaches \$500,000, the Board will decide annually whether or not to contribute income distributions back into the Trust.
6. Any land purchased after the creation of the Trust or any new buildings constructed after the creation of the Trust must carry the same restriction or covenant regarding the deposit of sale proceeds into the Trust.

This Article XIV may not be altered or amended.