Article I. Offices

The principal office of the corporation in the State of Wyoming shall be located in the City of Gillette, County of Campbell. The corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Article II. Members

Section 1. Membership. The corporation shall have one class of members. A person shall become a member of the Gillette Gun Club by the purchase of an annual membership or one of a limited number of life memberships. The membership price shall be determined from time to time by the Board of Directors.

Section 2. Voting Rights. Each membership shall be entitled to one (1) vote on each matter submitted to a vote of the members. If a membership stands of record in the names of two (2) or more persons, voting shall be handled in accordance with applicable Wyoming law, including proportional division of the membership vote when more than one coholder votes. Children included under a parent or guardian membership are not separate voting members unless they independently qualify for a voting membership. Elections of directors may be conducted in person and may also use written or absentee ballots under procedures adopted by the Board of Directors that are consistent with the Articles of Incorporation, these By-Laws, W.S. 17-19-708, W.S. 17-19-804, and other applicable law. If an action is taken entirely by written ballot without a meeting, the ballot shall be delivered to every member entitled to vote on the matter and shall satisfy the requirements of applicable law.

Section 3. Proxies. Proxy voting is prohibited. A member may vote only by a method expressly permitted by these By-Laws and applicable law.

Section 4. Termination, Suspension, or Expulsion of Membership. Failure of a member to renew a membership upon expiration shall result in termination of that membership. Any disciplinary suspension, expulsion, or termination of a membership by the corporation shall be carried out in good faith under a fair and reasonable procedure. Unless another procedure is fair and reasonable under applicable law, the member shall receive not less than fifteen (15) days prior written notice of the proposed action and the reasons for it and shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed action by the person or persons authorized to decide the matter. Any mailed notice shall be sent in the manner required by W.S. 17-19-621.

Section 5. Transfer of Membership. Membership in the corporation is not transferable or assignable except to the extent expressly permitted by the Articles of Incorporation, these By-Laws, and applicable law.

Article III. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in Gillette on the second Tuesday in September of each year at 7:00 p.m. for the purpose of electing directors and conducting other business properly brought before the membership. If the day fixed for the annual meeting is a legal holiday in the State of Wyoming, the meeting shall be held on the next succeeding business day. If an election of directors is not held at the annual meeting or an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as reasonably practicable. At the annual meeting, the president and the chief financial officer, treasurer, or other officer serving that financial function shall report on the activities and financial condition of the corporation as required by applicable law.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or by the holders of at least five percent (5%) of the voting power of the corporation through one or more written demands that describe the purpose or purposes of the requested meeting, in accordance with W.S. 17-19-702.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wyoming, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the meeting shall be held at the corporation's principal office or at another place permitted by applicable law.

Section 4. Notice of Meetings. The corporation shall give notice of each annual, regular, or special meeting of members in a fair and reasonable manner consistent with W.S. 17-19-141 and W.S. 17-19-705. Notice shall state the place, date, and time of the meeting and shall be given no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice of a special meeting shall describe the matter or matters for which the meeting is called. Notice of an annual or regular meeting shall describe any matter for which applicable law requires advance description. When members are asked to approve a bylaw amendment, the written notice shall state that consideration of the proposed amendment is a purpose of the meeting and shall contain or be accompanied by a copy or summary of the proposed amendment. Notice may be delivered by any method permitted by applicable law, including written electronic communication where legally effective and reasonably calculated to reach the member. Newspaper or public-broadcast notice may be used when personal forms of notice are impracticable and such notice is permitted by law.

Section 5. Action Without a Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting by written consent if notice and approval satisfy applicable law and, under these By-Laws, the written consent is signed by all members entitled to vote on the action. Action may also be taken by written ballot without a meeting when authorized and conducted in accordance with W.S. 17-19-708 and other applicable law.

Section 6. Quorum and Voting. The members present at a membership meeting shall constitute a quorum for purposes of the meeting unless a greater quorum is required by applicable law, the Articles of Incorporation, or these By-Laws. If less than one-third (1/3) of the voting power is present at an annual or regular meeting, only matters described in the meeting notice may be voted upon, as required by law. Except when a greater vote is required by applicable law, the Articles of Incorporation, or these By-Laws, an action is approved by the affirmative vote required under applicable Wyoming law. Nothing in this Section permits approval of a bylaw amendment or other matter by fewer votes than the minimum required by law.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed under the direction of its Board of Directors. The Manager/CEO shall manage day-to-day operations to the extent authorized by these By-Laws, the Manager/CEO Employment Agreement, Board resolutions, and applicable law. The Manager/CEO is not a director solely by virtue of serving as Manager/CEO and, unless separately elected by the membership to a director position, shall not vote as a director or be counted in determining Board quorum. The Manager/CEO may attend Board meetings in a management or ex officio staff capacity, subject to any lawful executive-session, conflict-of-interest, or confidentiality restrictions imposed by the Board.

Section 2. Manager/CEO. The Manager/CEO may perform and execute day-to-day operational decisions and facility improvements without prior Board approval when the expenditure does not exceed $1,000.00. Purchases or improvements greater than $1,000.00 and not greater than $5,000.00 may be approved by the president. Purchases or improvements greater than $5,000.00 require approval of the Board of Directors. The Manager/CEO Employment Agreement shall be governed by its terms, these By-Laws, Board authority, and applicable law and shall be reviewed and approved no less than once every two (2) years, and may be revised and approved more frequently as needed. The Manager/CEO may be removed from the position by the affirmative vote of at least two-thirds (2/3) of the directors then in office, subject to the Manager/CEO Employment Agreement and applicable law.

Section 3. Number, Tenure, and Qualifications. The Board shall consist of nine (9) regular director positions, all of which shall be filled by election of the membership in accordance with the Articles of Incorporation, subject to temporary vacancy appointments permitted by Section 9 of this Article and applicable law. Directors need not be residents of Wyoming, but each director shall be a member of the corporation. Each elected director shall serve a three (3) year term and until a successor is elected and qualified. Terms shall be staggered in three groups as nearly equal in number as practicable, consisting of three groups of three (3) director positions, so that one group is elected at each annual meeting. Upon adoption of these Amended and Restated By-Laws, existing member-elected directors shall be assigned to the staggered groups in a manner that preserves existing term expirations as nearly as practicable. Any seat necessary to bring the Board to nine (9) regular director positions shall be treated as a vacancy and filled in accordance with Section 9. If an election results in a tie for a director position, the tie shall be resolved by a vote of the members present at the annual meeting or by another fair election procedure adopted by the Board that is consistent with these By-Laws and applicable law.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without further notice immediately after, and at the same place as, the annual meeting of members for the purpose of electing officers of the Board. The Board of Directors may provide by resolution the time and place, either within or without the State of Wyoming, for holding additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call a special meeting may fix any place, either within or without the State of Wyoming, as the place for holding the meeting.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given to each director at least two (2) days before the meeting and shall state the date, time, and place of the meeting. Notice may be oral or written when permitted by law and may be delivered personally, by telephone, by mail, or by another legally effective method. The purpose of a special meeting need not be stated unless required by applicable law, the Articles of Incorporation, or these By-Laws. A director may waive notice in accordance with applicable law, and attendance or participation may constitute waiver except when the director timely objects to lack of notice as provided by law.

Section 7. Quorum. A majority of the directors then in office immediately before a meeting begins shall constitute a quorum for the transaction of business, provided that the quorum shall never be fewer than the minimum permitted by applicable law. If less than a quorum is present, the directors present may adjourn the meeting without further notice except as otherwise required by law.

Section 8. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors unless a greater vote is required by applicable law, the Articles of Incorporation, or these By-Laws.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by the Board of Directors to the extent permitted by applicable law. A director appointed by the Board to fill a vacancy in an existing director position shall serve for the unexpired term of the predecessor to the extent permitted by applicable law. A director appointed to fill a newly created or otherwise unassigned director position shall serve until the next election of directors by the membership unless a different term is established in a manner permitted by law. Nothing in this Section alters the membership's authority under the Articles of Incorporation to elect directors as their terms expire.

Section 10. Compensation. Directors as such shall not receive stated salaries for their services. By resolution of the Board of Directors, reasonable compensation or reimbursement of expenses may be allowed for attendance at meetings or for other authorized service, to the extent permitted by law. Nothing in this Section prevents a director from serving the corporation in another lawful capacity and receiving reasonable compensation for that separate service, subject to applicable conflict-of-interest requirements.

Article V. Officers

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents as determined by the Board of Directors, a secretary, a treasurer, and such other officers as may be elected or appointed in accordance with this Article. The Board may elect or appoint assistant secretaries, assistant treasurers, and other officers as it deems desirable and may prescribe their duties. Two (2) or more offices may be held by the same person except that the offices of president and vice president shall not 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 its regular annual meeting. If the election of officers is not held at that meeting, it shall be held as soon thereafter as reasonably practicable. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor is duly elected or appointed and qualified, unless the officer earlier resigns or is removed.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served, subject to applicable law and without prejudice to any contractual rights of the officer.

Section 4. <u>Vacancies.</u> A vacancy in any office because of death, resignation, removal, disqualification, or other cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. <u>President.</u> The president shall be the principal elected officer of the corporation and shall preside at meetings of the members and of the Board of Directors. On behalf of and subject to the direction of the Board, the president shall generally supervise the Manager/CEO and shall perform the duties incident to the office of president. The president may sign, with the treasurer, Manager/CEO, or another proper officer or agent authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except where execution is otherwise delegated or required by law. The president shall perform such other duties as may be prescribed by the Board from time to time.

Section 6. <u>Vice President.</u> In the absence of the president, or in the event of the president's inability or refusal to act, the vice president, or if there is more than one vice president the vice president in the order designated by the Board, shall perform the duties of the president and, when so acting, shall have the powers and be subject to the restrictions of the president. A vice president shall perform such other duties as may be assigned by the president or the Board of Directors.

Section 7. <u>Treasurer.</u> If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such amount and with such surety as the Board determines. The treasurer shall perform the financial duties assigned by the Board and shall support the financial reporting required at the annual meeting and by applicable law.

Section 8. <u>Secretary.</u> The secretary shall keep the minutes of meetings of the members and the Board of Directors in one or more books or by lawful electronic means; ensure that notices are duly given in accordance with these By-Laws and applicable law; be custodian of the corporate records and corporate seal, if any; maintain the records and addresses required by law; authenticate records of the corporation when required; and perform all other duties incident to the office of secretary or assigned by the president or the Board of Directors.

Section 9. <u>Assistant Treasurer and Assistant Secretary.</u> If required by the Board of Directors, an assistant treasurer may be required to give a bond for the faithful discharge of assigned duties in such amount and with such surety as the Board determines. Assistant treasurers and assistant secretaries shall perform such duties as may be assigned by the treasurer, secretary, president, or Board of Directors.

<u>Article VI. Committees</u>

Section 1. <u>Committees of Directors.</u> The Board of Directors, by resolution approved as required by applicable law, may designate one or more committees of the Board. Each Board committee shall consist of two (2) or more directors and may exercise the authority of the Board only to the extent provided in the resolution and permitted by W.S. 17-19-825 and other applicable law. No delegation to a committee relieves the Board or any director of responsibilities imposed by law.

Section 2. <u>Other Committees.</u> Other committees that do not exercise the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation and the president shall appoint the members. The Board may establish advisory committees and may provide different appointment procedures in the resolution to the extent permitted by applicable law. A committee member may be removed when the appointing authority determines that removal is in the best interests of the corporation.

Section 3. Term of Office. Each committee member shall continue to serve until the next annual meeting of the members and until a successor is appointed, unless the committee is sooner terminated, the member is sooner removed or replaced, or the member ceases to satisfy any qualification required for committee service.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the committee members unless the Board resolution establishing the committee provides otherwise.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment in the same manner as the original appointments unless the Board resolution establishing the committee provides otherwise.

Section 6. 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 a meeting at which a quorum is present shall be the act of the committee, subject to applicable law.

Section 7. Rules. Each committee may adopt reasonable rules for its own governance that are not inconsistent with these By-Laws, the Articles of Incorporation, applicable law, or rules and policies adopted by the Board of Directors.

Article VII. Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer, officers, employee, or agents of the corporation, in addition to officers otherwise authorized by these By-Laws, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, Manager/CEO, or other agent of the corporation 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 corporation shall be deposited to established financial accounts in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors and/or Manager/CEO may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of the corporation, subject to any restrictions on acceptance imposed by law or Board policy.

Section 5. Certificates of Deposit. The Board of Directors may purchase certificates of deposit on behalf of the Gillette Gun Club in financially sustainable increments with 3-month, 6-month, 9-month, and 12-month terms or such other terms as the Board determines are prudent. The Board shall designate two authorized signers for such accounts.

The Board may determine whether to renew the certificates or return funds to checking or savings accounts at maturity. The Board shall not invest the corporation's savings in high-risk investments in a manner inconsistent with its fiduciary duties or duly adopted investment policies.

Article VIII. Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation. Any certificate shall be in a form determined by the Board and may be issued upon satisfaction of the membership requirements and payment of any applicable fees.

Article IX. Books and Records

The corporation shall keep correct and complete books and accounting records; minutes of proceedings of its members and Board of Directors; records of committees having authority of the Board; and a record of the members entitled to vote, together with such other records as are required by applicable law. Records shall be maintained at the corporation's principal office, registered office, or another lawful location as required or permitted by law. A member, or the member's agent or attorney, may inspect and copy corporate records only to the extent, for the purposes, and under the procedures provided by W.S. 17-19-1601 through 17-19-1605 and other applicable law. Nothing in these By-Laws requires disclosure of confidential or privileged records, including personnel matters, disciplinary files, individual member files, attorney-client communications, or other records protected from disclosure by law.

Article X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Article XI. Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of any initiation fee and annual dues payable to the corporation by members.

Section 2. Payment of Dues. Annual memberships shall run for a one-year term from the date of purchase and shall expire on the corresponding date in the following year, subject to any lawful renewal procedures adopted by the Board of Directors.

Section 3. Termination for Nonrenewal. Failure of a member to renew and pay any required dues when the membership expires shall result in termination of the membership, subject to any applicable contractual rights and law.

Article XII. Waiver of Notice

Whenever notice is required under the Wyoming Nonprofit Corporation Act, the Articles of Incorporation, or these By-Laws, the person entitled to notice may waive the notice in writing before or after the time stated in the notice. Attendance at or participation in a meeting may also constitute waiver to the extent provided by applicable law. Any waiver shall be documented and maintained with the corporate records when required by law.

Article XIII. Amendments to By-Laws

These By-Laws may be altered, amended, repealed, or restated, and new By-Laws may be adopted, only after completion of all approvals required by the Articles of Incorporation, these By-Laws, and applicable law. Any amendment or restatement initiated by the Board of Directors shall first be approved by the affirmative vote of a majority of the directors present at a regular or special meeting at which a quorum is present. Because the corporation has voting members, the amendment or restatement shall also be approved by the members in accordance with W.S. 17-19-1021, including approval by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, unless a greater vote or class vote is required by applicable law, the Articles of Incorporation, these By-Laws, the Board, or the members as permitted by law. If member approval is sought at a membership meeting, written notice shall comply with W.S. 17-19-705 and W.S. 17-19-1021 and shall state that consideration of the proposed amendment or restatement is a purpose of the meeting and contain or be accompanied by a copy or summary of the proposed amendment or restatement. If member approval is sought by written consent or written ballot, the materials soliciting approval shall contain or be accompanied by a copy or summary of the proposed amendment or restatement and shall comply with applicable law.

ADOPTION AND CERTIFICATION

These Amended and Restated By-Laws shall become effective only after receipt of all approvals required by the Articles of Incorporation, Article XIII of these By-Laws, and applicable Wyoming law. Upon effective adoption, they supersede prior versions of the By-Laws to the extent permitted by law.

BOARD APPROVAL

Board Approval Date: ____
Board Vote / Result: ____
President Signature: ____
Secretary Signature: ____

MEMBER APPROVAL

Notice Date / Method: ____
Member Vote Date: ____
Votes Cast: ____
Votes In Favor: ____
Votes Against: ____
Approval Threshold Satisfied: ____

SECRETARY CERTIFICATION

The undersigned Secretary certifies that these Amended and Restated By-Laws received the approvals required by the Gillette Gun Club's Articles of Incorporation, these By-Laws, and applicable law and became effective on the date stated below.

Secretary Name: ____
Secretary Signature: ____
Effective Date: ____