

**AMENDED BYLAWS
OF
CENTRALIA RIFLE CLUB AND JUNIOR DIVISION
(A Washington State Non-Profit Corporation)**

**ARTICLE I
Statutory Authority**

This corporation is organized and will be operated pursuant to RCW 7.75, as amended from time to time.

**ARTICLE II
Corporate Seal**

The corporation shall not have a corporate seal, unless the Board of Directors shall hereafter by resolution provide for the same.

**ARTICLE III
Registered Office and Registered Agent**

The registered office and the registered agent of this corporation shall be as designated in the Articles of Incorporation, and said registered office and/or registered agent may be changed from time to time by resolution of the Board of Directors in the manner provided by the laws of the State of Washington, including the filing of notice of such change(s) with the Secretary of State of the State of Washington.

**ARTICLE IV
Membership**

- 4.1. Membership shall consist of persons interested in the objectives of the corporation, and who are elected to such category by a unanimous vote of a quorum of the Board of Directors at any meeting thereof.
- 4.2. The membership of this corporation shall consist of two classes of members, the first class to be designated "Adult", and the second class to be designated "Student". Adult members shall be those members who have attained the age of eighteen (18) years, and who shall be and remain members of the National Rifle Association. Student members shall be those members under the age eighteen (18) years and over the age of twelve (12). Only Adult members need be approved by the Board of Directors. Student members may not serve as officers of the corporation or as a member of the Board of Directors, and shall be without vote at meetings of the corporation.

- 4.3 Membership of any Adult or Student member may be terminated upon good cause shown at any properly called meeting of the board of directors with at least ten (10) days written notice to the member and upon a seventy-five percent (75%) vote in favor of such termination by the total membership of the Board of Directors. Violation of range rules or membership agreement may constitute good cause.
- 4.4 Membership dues and fees shall be set by the Board of Directors.

ARTICLE V
Meetings of the Corporation

An annual meeting of the corporation shall be held at the regularly scheduled meeting time in January of each year, and such additional meetings as are deemed necessary by the Board of Directors for the management of the affairs of the corporation.

ARTICLE VI
Board of Directors

- 6.1 The business and affairs of the corporation shall be managed by a Board of Directors, which shall be elected by the corporation at its annual meeting.
- 6.2 The Board of Directors shall consist of not less than seven (7) and more than eleven (11) Adult members of the corporation. Directors shall be elected by a majority vote and shall serve a three (3) year term.
- 6.3 All corporate power and authority of the corporation shall be vested in the Board of Directors. Such Board of Directors shall have the authority and power authorized by law, including but not limited to the following:
- A. The direction and management of all affairs and staffing of the corporation.
 - B. The acceptance, receipt, purchase, maintenance, custody, preservation, sale, gift, or disposition of any of its properties and funds.
 - C. The management and reinvestment of its funds including the determination of whether the corporation should enter into agreements or receive or accept trusts, bequests.
 - D. To carry out all obligations and agreements undertaken by the corporation.

- E. The acquisition, holding and disposition of real and personal property.
 - F. The hiring, purchasing or erecting of buildings and other improvements.
 - G. The power to borrow money and incur indebtedness and to issue promissory notes, bonds and other obligations and to secure the same by mortgages or pledges.
 - H. The power and authority to do every lawful act and thing necessary or proper to accomplish these objectives and purposes of the corporation, as set forth in the Articles of Incorporation and these bylaws, and any amendments thereto which may be adopted.
- 6.4 The Board of Directors shall have the authority to delegate any or all such duties, powers, or authority to officers, employees and agents and other personnel or representatives at any time selected by the Board of Directors.
- 6.5 The Board of Directors may fix investment policies, select depositories and places of safekeeping for the funds and properties of the corporation or properties in trust of the corporation, arrange for fidelity bonds and other appropriate security to assure the faithful fulfillment of all officers and personnel of their trust, but the Board shall not be required to do so.
- 6.6 Vacancies in the membership of the Board of Directors shall be filled by vote of the corporation.

ARTICLE VII
Meetings of Board of Directors

Meetings of the Board of Directors will be open to the membership and will be normally held on a monthly basis, on a time and date to be set by the Board of Directors.

ARTICLE VIII
Officers

- 8.1 The elected officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall be first elected by the Board of Directors at its organizational meeting. Each officer will serve for a period of one (1) year following his election or until his successor shall have been elected and qualified. Election of officers shall be by the Board of Directors at a meeting following the annual meeting of members. Any two or more offices may be held by the same person, except the offices of president and secretary. In the event of a vacancy, the Board may elect a successor to fill the unexpired term. Officers will be members of the Board of Directors.
- 8.2 Duties of the officers shall be as follows:

- 8.2.1 President. The duties of the president shall be to conduct the affairs of the corporation between meetings and to do and execute all such other things and matters as are normally done and executed by the president of a similar corporation. The president may be elected to only 3 one year terms, after which he/she is ineligible to hold that office again.
- 8.2.2 Vice-president. The vice-president shall act in the president's stead when the president is not available, in accordance with the provisions of the preceding section. The vice-president shall also be responsible for controlling access to corporate facilities.
- 8.2.3 Secretary. The secretary shall cause notices of all special meetings of the Board of Directors and the corporation to be sent out, and shall keep and publish minutes of all meetings of the Board of Directors and the corporation. The secretary shall be responsible for keeping records of the names and addresses of members of the corporation and of members of the Board of Directors. The secretary shall also be responsible for keeping records of all correspondence and other dealings of the corporation, except those hereinafter described under the duties of the treasurer. The secretary shall take such steps as are necessary to maintain the corporation's standing with the Secretary of State of Washington and shall keep records of the same. The secretary shall also be responsible for receiving and receipting and disbursing all mail, and shall also be responsible for keeping records of all other dealings of the corporation, except hereinafter described under the duties of the Treasurer.
- 8.2.4 Treasurer. The treasurer shall be responsible for the financial affairs of the corporation, and shall deposit the funds of the corporation in one or more bank accounts in the name of the corporation maintained in federally insured institutions. Checks upon any bank account of the corporation shall be signed only by the president and treasurer, or vice-president and treasurer, or if the treasurer is unavailable, the secretary, provided, however, that the other two signors' names not be members of the same household. The treasurer shall present at each regular meeting of the Board of Directors a signed, written report detailing the income and expenditures of the month preceding and the financial position of the corporation, including the balances in all accounts. The treasurer shall be responsible for all Internal Revenue Service reports which may, from time to time, need to be filed.

ARTICLE IX

Audits

The books, checking accounts and other financial records of the corporation shall be audited annually and at the time a new treasurer takes office by a committee to be appointed by the president.

The audit may, but does not need to be performed by a CPA or to conform to generally accepted accounting practices (GAAP).

ARTICLE X
Quorums

- 10.1 Annual meetings. Ten percent (10%) of the membership of the corporation shall constitute a quorum for the transaction of business.
- 10.2 Board of Directors. A quorum of the Board of Directors shall be fifty percent (50%) of the membership of the Board of Directors.
- 10.3 Amendment of bylaws. The members, by majority vote at any annual meeting of the corporation, or upon notice of such purpose at any special meeting, may alter, amend or repeal any of these bylaws or add thereto in whole or in part, provided that written notice of the proposed alteration, amendment or appeal must have been submitted to the members at least ten (10) days prior to the meeting.

ARTICLE XI
Proxy Voting

Proxy voting is not permitted.

ARTICLE XII
Chief Instructor

- 12.1 The Chief Instructor of the Centralia Rifle Club & Junior Division shall be appointed by the President, with the knowledge and consent of the Board of Directors, to serve a one year term, or until the next annual meeting. There shall be no limit on the number of terms a Chief Instructor may serve. The Chief Instructor may be a member of the Board of Directors, but should not be the President, if at all possible.
- 12.2 The Chief Instructor must be an NRA Certified Instructor in the disciplines of Rifle, Pistol, and Personal Protection in the Home. Additional disciplines are desirable. The Chief Instructor should be, or seek to become an NRA Training Counselor. The Chief Instructor must be a Range Safety Officer, and should be, or seek to become a Chief Range Safety Officer.
- 12.3 The duties of the Chief Instructor shall include the following:
 - 12.3.1 To present, or cause to be presented in Centralia NRA Instructor courses in Rifle, Pistol, and Personal Protection in the Home, and a Range Safety Officer course, plus any others appropriate, on an annual basis.

- 12.3.2 To maintain and publish, with the assistance of the Secretary or Recording Secretary, a list of all club members qualified as Instructors or Range Safety Officers.
- 12.3.3 To coordinate and control the scheduling of all NRA classes offered, including monthly Pistol First Steps. The Chief Instructor is responsible for the assignment of lead and assistant instructors for the various classes, with the goal of having each instructor given the opportunity to instruct at least once per year.
- 12.3.4 To coordinate and control advertising for the various classes, with the goal of avoiding duplication or excessive costs.

CERTIFICATION

I certify the foregoing is an exact copy of the bylaws of the Centralia Rifle Club and Junior Division which were adopted unanimously by the Board of Directors on the 2nd of January, 2018.

Secretary

President