

AMENDED AND RESTATED BYLAWS OF THE WAUKESHA GUN CLUB

Article I - Formation

The Waukesha Gun Club (the “Club”) was incorporated in the State of Wisconsin on July 9, 1936, for the purpose of operating and maintaining a gun club at N22 W23170 Watertown Road in the Town of Pewaukee, Waukesha County, Wisconsin. Its Articles of Incorporation were last restated on August 29, 1972.

Article II – Club Purposes

The purpose of the Club shall be to promote an interest in clay target shooting of all kinds, to provide fellowship through mutual interest, to provide instruction in the safe handling of firearms, to provide instruction in marksmanship, and to encourage good sportsmanship among its members.

Article III - Membership

3.1. Members. The membership of the Club shall consist of such persons who may care to associate themselves for the above purposes. Membership shall be open to any adult who is not prohibited by law from possessing firearms, and shall not be denied because of age, sex, race, color, creed, or national origin.

3.2. Application. To become a member, a candidate shall apply by completing a membership application and paying the fee associated with the type of membership desired. In the discretion of the President, a candidate may be asked to demonstrate proficiency and safety with firearms before the candidate’s application is accepted. Continued membership shall be contingent upon paying any annual fee and compliance with these Bylaws and any membership or safety rules then in force.

3.3. Membership Dues. Regular annual members shall pay an annual membership fee as established by the Board of Directors. Regular annual memberships shall run from January 1 through December 31 of each year. Life members shall pay a one-time life membership fee as established by the Board of Directors. A regular annual membership may be converted to a life membership by payment of the designated fee. The Board of Directors may establish additional membership categories and establish the fees for those categories. Any members of such additional categories shall be subject to these Bylaws and the general rules of the Club.

3.4. Member Benefits. Membership in the Club shall entitle the member to receive Club mailings, to shoot practice, league, and Club events at member rates, to vote on any matter on which members are entitled to vote, and to enjoy any other rights or benefits of membership as may be established by the Board of Directors. Member rates shall also apply to a member’s spouse and minor children.

3.5 Removal of Members. A member may be expelled upon a majority vote of the Executive Committee for poor sportsmanship, unbecoming or unsafe conduct, or any other reason considered by the Executive Committee to be detrimental to the Club. Any member so expelled may demand a hearing before any regular or special meeting of the Club. At such meeting, provided that a quorum is present, a majority vote of the members present shall be necessary for final expulsion. The shooting privileges of a member may be suspended upon a majority vote of the Executive Committee for a period of up to thirty (30) days for unsafe conduct.

3.6 Annual Meeting. An annual meeting of the members shall be held on the first Monday in May of each year at such location and at such time as may be determined by the President and set forth in the notice of meeting.

3.7 Special Meetings. Special meetings of the members may be called at any time by the President, by a majority of the Executive Committee or Board of Directors, or by written request of ten percent (10%) of the members.

3.8 Notice of Meetings. Notice of all annual or special meetings of members shall be posted on the Club premises and given to all members by mail at their last known address or by e-mail at least ten (10) days prior to the date of the meeting.

3.9 Quorum. A quorum shall consist of sixty (60) members or twenty percent (20%) of the total membership, whichever is smaller.

3.10 Order of Business for Annual Meetings:

1. Call to order by the President.
2. Roll call by the Secretary.
3. Reading of the minutes of the previous meeting.
4. Introduction of Board and officer candidates and call for nominations from the floor
5. Report of the Secretary on Board of Directors and Executive Committee action during the previous year.
6. Report of the Treasurer.
7. Report of the President.
8. Report of Committees.
9. Report of the Manager.
10. Old Business.
11. New Business.
12. Election of Officers and Directors
13. Adjournment

Article IV - Directors

4.1 Power of Board and Qualification of Directors. The Club shall be managed by its Board of Directors. The Board of Directors shall consist of the President, Vice President,

Secretary, Treasurer, and five (5) non-officer directors at large. Each director shall be at least eighteen (18) years of age and a member of the Club in good standing for at least one (1) full year.

4.2 Number and Election. Directors at large shall be elected by the members at the annual meeting of the members. The number of directors at large may be increased at any time and from time to time by the vote of a majority of the directors then in office. The number of directors at large may be decreased at any time and from time to time by the vote of a majority of the directors then in office, but not below three (3) and only to eliminate vacancies existing by reason of the death, resignation, removal, or expiration of the term of one or more directors.

4.3 Terms in Office. Each director shall serve for a term of three (3) years. Terms of office shall be staggered so that no more than half of the Board stands for election/re-election in any one year. If the number of directors is increased or decreased, the Board of Directors may change the terms of any new and/or re-elected directors by resolution in order to provide for staggered terms of office.

4.4 Tenure. Notwithstanding any provisions to the contrary contained herein, each director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal.

4.5 Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the directors then in office, although less than a quorum of the enlarged Board, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the end of the term established by the Board of Directors or until his or her successor is elected and qualified, or his or her earlier death, resignation, or removal.

4.6 Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Executive Committee. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

4.7 Removal of Directors. Any director may be removed, with or without cause, by the vote of a majority of the directors then in office. The director to be removed shall be entitled to vote on his or her removal.

4.8 Meetings of the Board. Meetings of the Board of Directors, annual, regular, or special, may be held at any time and place, within or outside of the State of Wisconsin, as shall be specified in the respective notice of meeting or waivers thereof. The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given. Special meetings of the Board may be called at any time by the President or by any two (2) directors by a written notice delivered in person or e-mail, or mailed to each director

at his last known address at least five (5) days prior to the day of the meeting. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice, either prior to the meeting or at its commencement. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

4.9 Quorum and Voting. Unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. The vote of a majority of the directors then in office means, except where otherwise provided, the vote of a majority of the entire Board.

4.10 Written Consent of Directors; Meetings by Conference Telephone. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if the members of the Board or such committee constituting a quorum for such action consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.11 Compensation of Directors. The Club shall not pay compensation to directors, but may reimburse directors for expenses actually incurred in performing services rendered to the Club in such capacities. Nothing herein shall prohibit any director from contracting with, becoming employed by, or entering into a business relationship with the Club in another capacity, including, without limitation, as an attorney, accountant, investment representative, or independent consultant, for the purpose of providing services to the Club in such capacity. Any director acting in such other capacity with the Club shall be entitled to his or her usual and customary fee for services rendered in such other capacity.

Article V - Officers, Agents and Employees

5.1 General Provisions. The officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.

5.2 Term of Office, Vacancies, and Removal. The officers shall be elected by the members at the annual meeting of the members. Each officer shall be at least eighteen (18) years of age and a member of the Club in good standing for at least one (1) full year. The Board may appoint other officers, who shall have such authority and perform such duties as may be prescribed by the Board. Each officer shall hold office for a term of three years and until his successor has been appointed and qualified. Officer terms shall be staggered so that no more than two officers stand for election or re-election in any one year. If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the term of his predecessor shall have expired unless reelected. Any officer may be removed by the Board with or without cause. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent, or employee of the Club shall not of itself create contract rights.

5.3 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Club shall have such authority and perform such duties in the management of the property and affairs of the Club as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

5.3.1 President. The President shall serve as the chief executive officer of the Club. The President shall preside at all meetings of the Board of Directors and the Executive Committee and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Club in accordance with policies and directives approved by the Board.

5.3.2 Vice President. In the absence of the President or in the 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 of and be subject to all the restrictions on the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board. If there is more than one Vice President, the Vice Presidents shall perform the duties of President in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment.

5.3.3 Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the members, Board of Directors, and Executive Committee, shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Club, if any, and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Club, if any, and to attest the affixing by his or her signature. In the absence

of the Secretary, one or more of the Assistant Secretaries, if any, may perform such duties of the Secretary as the Secretary, the President, or the Board of Directors may designate.

5.3.4 Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Club. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Club, and shall deposit all monies and other valuable property of the Club in the name and to the credit of the Club in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Club, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. In the absence of the Treasurer, one or more of the Assistant Treasurers, if any, may perform such duties of the Treasurer as the Treasurer, the President, or the Board of Directors may designate.

5.4 Executive Committee. The President, Vice-President, Secretary, and Treasurer shall constitute the Executive Committee. In addition, thereto, the most immediate living Past President of the Club shall be an ex-officio member of the Executive Committee in an advisory capacity without a vote. The Executive Committee shall have such authority as is granted by these Bylaws or by the Board of Directors from time to time. The Executive Committee shall report to the Board of Directors.

5.5 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

5.6 Other Employees. The Board of Directors may delegate the hiring, retention, and termination of employees to the President. In the absence of any direction from the Board of Directors, any other employees of the Club shall have such duties and be entitled to such compensation as shall be determined by the President.

5.7 Compensation of Officers, Agents, and Employees. The Club shall not pay any compensation to officers for services rendered to the Club, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Club, in reasonable amounts as approved by a majority of the entire Board. Nothing herein shall prohibit any officer from contracting with, becoming employed by, or entering into a business relationship with the Club in another capacity, including, without limitation, as an attorney, accountant, investment representative, or independent consultant, for the purpose of providing services to the Club in such capacity. Any officer acting in such other capacity with the Club shall be entitled to his or her usual and customary fee for services rendered in such other capacity. The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent, or

employee as to persons under that person's direction or control. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

Article VI - Elections

6.1 Nominations. Directors and officers of the Club shall be elected by nomination and ballot at the annual meeting and shall take office immediately. A nominating committee of members, which may include directors and officers, shall be appointed by the Executive Committee. This committee shall submit a ballot at the annual meeting nominating at least one member for each Board and officer position to be filled. Additional nominations may be made from the floor prior to the vote for such office or directorship. In case of a tie vote for any position, a second ballot shall be taken to break the tie, in which case only the candidates involved in the tie shall be voted upon. If the second ballot results in a tie, the tie shall be broken by lot.

6.2 Conduct of Elections. Elections shall be conducted by an elections committee of three to five members appointed by the Executive Committee. The elections committee shall check all persons entering the meeting and issue a ballot to each qualified member attending in person, recording in proper form those so qualified. No lost ballots shall be replaced. Possession of a ballot during the meeting shall be evidence of the right to vote on all matters. Any candidate in an election shall have the right to see the official count for the position concerned. An opportunity shall be offered to all candidates to challenge the election before a motion to adjourn shall be entertained.

6.3 Proxy and Absentee Ballots Prohibited. Proxies and absentee ballots will not be allowed for any purpose, whether it be for the election of officers and directors or for any changes to the Bylaws. Only members who are present at an annual or special meeting shall be entitled to vote.

Article VII – Committees

7.1 Standing Committees. The Board of Directors shall establish and maintain the following regular, standing committees:

7.1.1 Audit. The Audit Committee shall annually audit the books of the Club and establish procedures designed to ensure the security of, and full and accurate accounting for all Club assets.

7.1.2 Budget and Finance. The Budget and Finance Committee shall establish annual and long-range budgets, and shall monitor the investment of Club funds.

7.1.3 Governance and Nominating. The Governance and Nominating Committee shall nominate members for open officer and director positions, and ensure that Club meetings and activities are conducted according to these Bylaws.

7.1.4 Safety. The Safety Committee shall be responsible for maintaining the Range Safety Manual, the safe storage and operation of Club firearms, and the establishment of signage, programs, and procedures designed to promote safety in all Club activities.

7.1.5 Buildings and Grounds. The Building and Grounds Committee shall be responsible for overseeing the management and maintenance of all Club grounds and facilities.

7.1.6 Marketing and Programs. The Marketing and Programs Committee shall be responsible for overseeing Club advertising and marketing campaigns, promoting events, and maintaining a positive public image for the Club.

7.1.7 Youth Programs. The Youth Programs Committee shall act as a liaison to school and club teams that shoot at the Club, and shall suggest events and programs to promote the clay target sports to youth shooters.

7.2 Additional Committees. The Board of Directors, or the Executive Committee with the approval of the Board of Directors, may establish such additional committees for such purposes and of such duration as they shall determine to be necessary or advisable.

7.3 Committee Members and Duties. Members of committees shall be members in good standing of the Club and may, but need not be, directors or officers. All committees shall report to the Board of Directors at all Board meetings.

Article VIII – Discipline Captains

8.1 Discipline Captains. The Board of Directors shall appoint a member or members as a Captain for each of trap, skeet, sporting clays, five stand, and any other disciplines that may be offered from time to time.

8.2 Duties. The duty of each Captain shall be to ensure that the targets for his or her discipline are thrown in accordance with the rules and regulations established by the National Governing Body (“NGB”) for that discipline. The Captain shall work with the Building and Grounds Committee and any Club grounds managers to ensure that the grounds and equipment for such discipline are properly maintained and on par with NGB criteria.

Article IX – Club Resources

9.1 Reserve Fund. The Club shall at all times maintain a reserve fund of liquid assets in an amount of not less than Five Hundred Thousand Dollars (\$500,000). Such fund may be used to cover expenses during times of extended business interruption due to fire, natural disaster, pandemic, government-ordered closure, target or ammunition shortages which cause a substantial decrease in business, or other unanticipated adverse business conditions, but shall not be used or depleted for normal business operations or capital improvements without the approval of two-thirds (2/3) of the members present at a meeting at which a quorum is present. For purposes of this section, “liquid assets” means cash or

cash equivalents, and marketable securities which may be converted to cash within two (2) business days.

9.2 Sale of Club Real Estate. No real estate owned by the Club may be sold or otherwise disposed of without the approval of two-thirds (2/3) of the members present at a meeting at which a quorum is present.

Article X - Miscellaneous

10.1 Conduct of Meetings. Roberts Rules of Order shall govern the conduct at all meetings except as otherwise provided in these Bylaws.

10.2 Fiscal Year. The fiscal year of the Club shall be the calendar year or such other period as may be fixed by the Board of Directors.

10.3 Corporate Seal. The Club shall not be required to have a seal. The seal of the Club, if any, shall be circular in form and contain the name of the Club, the words "Corporate Seal" and "State of Wisconsin" and the year the Club was formed in the center. The Club may use the seal by causing it or a facsimile to be affixed, impressed, or reproduced in any manner.

10.4 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Club's behalf to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments. Any person so authorized shall, if required by the Board, give such bond or security for the faithful performance of his/her duties as the Board may require.

10.5 Books and Records. The Club shall keep at its principal office: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its Board and any committee of the Club; and (3) a current list or record containing the names and addresses of all members, directors, and officers of the Club. Any of the books, records, and minutes of the Club may be in written form or in any other form capable of being converted into written form within a reasonable time.

10.6 Indemnification. The Club shall, to the fullest extent permitted or required by Sections 181.0871 - 181.0889 of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Club to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is a Director or Officer of the Club. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a director or officer may be entitled under any written agreement, board resolution, the Wisconsin Statutes, or otherwise. The Club may, but shall not be required to, supplement the foregoing

rights to indemnification against Liabilities and advancement of Expenses under this section by purchasing insurance on behalf of any one or more of such Directors or Officers, whether or not the Club would be obligated to indemnify against Liabilities or advance Expenses to such Director or Officer under this section. All capitalized terms used herein and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes. All expenses incurred in the determination process provided by the Wisconsin Statutes by either the Club or the Director or Officer, including without limitation, all Expenses of the entity selected by the Director or Officer to determine his or her right to indemnification, shall be paid by the Club.

10.7 Interested Directors and Officers. No contract transaction between the Club and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that any one or more of the officers or directors of the Club has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested officer or director was present at the meeting of the Board of Directors that acted on or in reference to such contract or transaction, or because he or she participated in such action, provided that the interest of each such officer or director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested officer or director may be counted in determining whether ratification or approval is given.

Article XI – Amendments

These Bylaws may be amended by the Board of Directors, except that any provision that requires a vote of the members may only be amended by a vote of two-thirds (2/3) of the members present at a meeting at which a quorum is present. Any proposed amendment requiring a vote of the members shall be in the hands of the Secretary not less than thirty (30) days prior to the date of the meeting at which the proposed amendment will be voted upon, and written notice of the proposed amendment shall be mailed or e-mailed to all the members at least five (5) days prior to that meeting.

Approved by a vote of _____% of the Membership on _____, 2024.