

CONSTITUTION AND AMENDED AND RESTATED BY-LAWS OF THE WAUKESHA GUN CLUB

(As amended through March 18, 2013)

Article I, Name

This club shall be known as the Waukesha Gun Club.

Article II, Object

The purpose of the Waukesha Gun 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 guns, to provide instruction in marksmanship, and to encourage good sportsmanship among its members.

Article III, Membership

Sec. 1. The membership of this club shall consist of such persons that may care to associate themselves for the above purposes. Membership shall not be denied because of sex, race, color, creed or national origin.

Sec. 2.

A. To become a member, a candidate shall apply by use of the membership application blank specified by the Executive Committee from time to time and shall be issued a membership card upon payment of the required annual or life time membership fee. Continued membership is contingent upon paying any annual fee and compliance with these Bylaws and any membership or safety rules established by the Executive Committee

B. A regular annual membership may be converted to a life membership by payment of the proper fee.

C. Non-members belonging to a national trap, sporting clays or skeet association entered in a registered shoot shall, upon payment of the daily registration fee, be considered a member for that day.

Sec. 3. A member may be expelled for poor sportsmanship, unbecoming or unsafe conduct, or any other reason considered by the Executive Committee to be detrimental to the Club. A majority vote of the Executive Committee shall be necessary for the purpose. Any member so expelled may demand hearing before any regular or special meeting of the Club. At such meeting a majority vote of the members present shall be necessary for final expulsion.

Article IV, Meetings

Sec. 1. Annual meetings of the Club shall be held in March on the date specified by the President.

Sec. 2. Special meetings may be called at any time by the President, or by a majority of the Executive Committee, or by written request of any ten percent of the members.

Sec. 3. Notice of all annual or special meetings of members shall be provided to all members at least ten days prior to the meetings by posting notice in an appropriate place or places at the Club facilities, by e-mail to the member's e-mail address or by posting such notice on the Club's website.

Sec. 4. A quorum shall consist of five percent of the members without which no business may be legally transacted at any meeting.

Sec. 5. Order of business:

1. Call to order by the President.
2. Roll call by the Secretary.
3. Reading of the minutes of the previous meeting.
4. Report of the Secretary on Executive Committee action during the previous year.
5. Report of the Treasurer.
6. Report of the President.
7. Report of Committees.
8. Report of Special Committees.
9. Report of Manager.
10. Unfinished business.
11. New business.
12. Election of officers (Annual Meeting only).
13. Adjournment.

Sec. 6. Robert's Rules shall govern all meetings except as otherwise provided in these By-laws.

Article V, Officers

Sec. 1. The officers of the Club shall consist of a president, vice-president, secretary and treasurer.

Sec. 2. The Board of Directors shall consist of five members.

Sec. 3. The president, vice-president, secretary, treasurer and the five members of the Board of Directors shall constitute the Executive Committee. In addition thereto, the most immediate living past president of the Club shall be ex-officio a member of the Executive Committee in an advisory capacity without vote. The immediate past president of the Club shall serve in an ex officio capacity for a period of two years following the end of their last elected term.

Sec. 4. The officers of the Club shall be elected by nomination and ballot at the annual meeting and shall take office immediately. The method of nomination and election shall be as follows: A Nominating Committee of members, which may include officers or members of the Board, shall be appointed by the Executive Committee. This committee shall submit a ballot at the annual meeting containing names of at least one member for each office and directorship 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 office, a second ballot shall be cast 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. Beginning with the first election following the adoption of these amended and restated Bylaws, the following terms shall apply to the officers of the Club:

- a. President – one year
- b. Vice President – two years
- c. Secretary – three years
- d. Treasurer – three years.

Upon the expiration of the term for each of the offices noted above, the subsequent term shall be three years for each such office. The purpose for staggering the terms of the officers is to provide continuity in the management of the Club.

Sec. 5. The Directors shall be elected in a similar manner and shall hold office for three years.

Sec. 6. Elections shall be conducted by an Elections Committee of three to five members appointed by the Executive Committee. This 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 right to vote on all questions. Any candidate in an election shall have the right to see the official count for the office concerned. An opportunity shall be offered to all candidates to challenge the election before a motion for adjournment shall be entertained.

Proxies and absentee ballots will not be allowed for any voting purpose whether it be for the election of officers and directors or for any changes to the Constitution and By-Laws. Only members who are present at the general or a special membership meeting will be allowed to vote. A quorum of the club membership must be present for a vote to be counted.

Sec. 7. Vacancies shall be filled by appointment by the remaining members of the Executive Committee and such appointee shall hold office until the next annual meeting, at which time an election shall be held to fill the vacancy for the remainder of the term.

Sec. 8. Any officer or director may be removed from office by a vote of two-thirds of the members present at any annual or special meeting of the Club, provided such proposed action be included in the notice of the meeting.

Sec. 9. If any member of the Executive Committee shall miss two consecutive meetings (including regular, special or Executive Committee meetings), his office may be declared vacant. The Executive Committee may reappoint the person whose office was declared vacant to serve the balance of the term.

Article VI, Duties of Officers and Directors

Sec. 1. President: The President shall preside at all regular and special meetings, have general supervision of the affairs of the Club, execute legal documents on behalf of the Club, and countersign checks in case of absence or incapacity of the Secretary.

Sec. 2. Vice-President: The Vice-President, in the absence of the President, shall assume the office of that official. He may be designated by the Executive committee as in charge of a specific field of activity in the same manner as are the directors in Sec. 5, and shall sign checks in case of absence or incapacity of the Treasurer.

Sec. 3. Secretary: The Secretary shall be the official correspondent of the Club, shall keep a record of all memberships which shall be available to any member but not for any commercial purpose, shall issue membership cards, shall countersign all checks and legal documents, shall approve all expenditures by the Club other than those for which Executive Committee approval is required, shall mail notices of meetings, and shall keep the minutes of the Club and of the Executive Committee.

Sec. 4. Treasurer: The Treasurer shall keep the books of the Club according to the form specified by the Executive Committee, shall account for all monies received by the Club, and sign all checks issued by the Club.

Sec. 5. Board of Directors: The Board of Directors shall be a part of the Executive Committee. Each Director may be designated as Director in Charge of a specific field of activity, with the designations determined by the Executive Committee. These designations define the responsibility of each director, who shall give a report at each Executive Committee meeting. Each officer or director so designated shall be ex-officio a member of all committees whose activities fall within his area of responsibility.

Sec. 6. Indemnification.

A. The corporation shall indemnify a director or officer, to the extent that he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

B. In other cases not included in paragraph 1, above, the corporation shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer breached or failed to perform a duty that he or she owes to the corporation and the breach or failure to perform constitutes any of the following: a willful failure to deal fairly with the corporation or its shareholders in connection with a matter in which the director or officer has a

material conflict of interest; a violation of the criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; a transaction from which the director or officer derived an improper personal profit; or willful misconduct.

Sec. 7. Executive Committee: The Executive Committee shall have general control of the policies and activities of the Club. It shall approve budgets and expenditures and shall approve all expenditures by establishing from time to time expenditure authorizations and guidelines. The Executive Committee shall meet when called by the President or any two of its members. Such meetings shall be held at least once each three months. A majority vote shall govern the actions of the Executive Committee. The Executive Committee shall report at each Club meeting upon its activities since the last meeting of the Club. Minutes of the Committee Meetings shall be posted on the official bulletin board within two weeks after approval by the committee.

Article VII, Appointed or Retained Officials

Sec. 1. Manager: The Executive Committee may engage a full or part-time manager, whose duties shall be specified by the Executive Committee.

Sec. 2. Accounting, bookkeeping or other professional services. The Executive Committee may engage accounting, bookkeeping, legal or other professional s from time to time to assist in keeping the books and records of the Club or to provide tax or other necessary professional advice to the Treasurer, the Executive Committee or the Board of Directors.

Sec. 3. A Trap Field Captain or Captains may be appointed by the Executive Committee or the manager. He shall have charge of the trapshooting line and shall see to it that targets are thrown according to current trap rules. Any line supervisors at tournaments shall be under his direction.

Sec. 4. A Skeet Field Captain or Captains may be similarly appointed and shall have comparable duties concerned with the skeet fields.

Article VIII, Dues

Sec. 1.

A. Annual Memberships: All annual memberships terminate on December 31 of each year. The annual membership fee shall be set annually by the Executive Committee and may be pro-rated in a manner deemed appropriate by the Executive Committee the year in which this provision is added to the Amended and Restated Bylaws In addition to the memberships set forth below, special non-voting memberships, including corporate memberships covering the employees of a corporation, partnership or other form of business organization may be established from time to time by the Executive Committee.

B. Life Memberships: Life membership dues shall be \$500.00 (five hundred) or more, at the option of the member, and is not subject to the initiation fee of a new member.

C. Endowment, Patron and Benefactor Memberships: Members desiring to make a substantial contribution will be granted Life Memberships as an Endowment Member, \$750.00 (Seven Hundred Fifty); Patron Member, \$1,000.00 (One Thousand); Benefactor Member, \$1,500.00 (One Thousand Five Hundred). These memberships are not subject to the initiation fee if a new member.

D. All above dues and fees include any State and Federal sales tax where applicable.

Article IX, Fees and Shooting Regulations

Sec. 1. The schedule of fees for practice shooting shall be fixed by the Executive Committee and posted in a prominent place on the grounds.

Sec. 2. Non-members of the Club shall be charged an additional fee of \$2.00 per round of any shooting discipline. This added charge will be in addition to the regular member fee.

Sec. 3. Regular practice shooting shall be held each week at hours designated by the Executive Committee.

Sec. 4. The shooting fees for all regular tournaments shall be fixed by the committee in charge subject to approval by the Executive Committee and shall be the same for members and non-members. A member's wife and children under 18 years of age are entitled to the same shooting privileges as is the member.

Article X, Committee

Sec. 1. The President, with the advice of the Executive Committee, shall appoint various regular or temporary committees as required. Such committees may include those for: Audit, Building and Grounds, Classification and Handicap, Finance, Safety, Shoot Program and others.

Article XI, Miscellaneous

Sec. 1. All members who have their dues paid at or before the first annual meeting of the club held April 21, 1936, shall be considered charter members.

Sec. 2. Shooting privileges shall be refused any member or non-member when such action is deemed justified and advisable by those in charge of the shoot but such denial shall not be on the basis of sex, race, color, creed or national origin.

Article XII, Amendments

This Constitution and these By-laws may be amended or altered by a vote of two-thirds (2/3) of the members present at any annual meeting, or at any special meeting called for the purpose, provided that such proposed amendment be in the hands of the Secretary not less than 30 days prior to the date of that meeting, and that written notice has been mailed to all members at their last known addresses at least five days prior to that meeting.

Proxies and absentee ballots will not be allowed for any voting purpose whether it be for the election of officers and directors or for any changes to the Constitution and By-Laws. Only members who are present at the general or a special membership meeting will be allowed to vote. A quorum of the club membership must be present for a vote to be counted.

Article XIII, Sale of Club Land

The Board of Directors will not be allowed to sell any Waukesha Gun Club land without the prior consent of the membership. A vote on any land sale shall be held at the general membership meeting or a special meeting called for this purpose. Only members who are present at such meeting will be allowed to vote on any proposed land sale. A quorum of the club membership must be present for a vote to be counted