

BY-LAWS

MOOSE OLD SKAGIT GUN CLUB SPC, INC.

ARTICLE I: ORGANIZATION

SECTION 1. NAME

The name of this organization shall be Moose Old Skagit Gun Club SPC, Inc. (MOSGC). The organization may at its pleasure, in accordance with Article X, change its name.

SECTION 2. OFFICE

The location of the principal office of the corporation shall be fixed by the Board of Directors (Board) and located within the State of Washington. The secretary of this corporation shall keep the original or a copy of these by-laws, as amended to date, at the principal office.

The officers of this corporation shall cause the corporation to file an annual statement with the Secretary of State as required by State law specifying the street address of the corporation's principal executive office.

The corporation may also have offices at such other places as the Board may designate, or as the business of the corporation may require.

SECTION 3. PURPOSE

Purposes of this organization include, but are not limited to:

The encouragement and advancement of recreational and organized competitive shooting among the citizens and legal residents of the United States.

Increase knowledge of safe gun handling and proper care of firearms.

Improve marksmanship.

Develop the characteristics of honesty, good fellowship, self-discipline, team play, and self-reliance—all essentials of good sportsmanship and foundations of patriotism.

ARTICLE II. SHAREHOLDERS' MEETINGS

SECTION 1. PLACE OF MEETINGS.

All meetings of the shareholders shall be held at Moose Old Skagit Gun Club, located at 14933 Josh Wilson Road, Burlington, Washington, 98233, or at such other place as may be determined by the Board.

SECTION 2. ANNUAL MEETINGS.

The annual meeting of the shareholders shall be held each year on the first Saturday of April at which time the shareholders shall elect a Board and transact any other proper business. If this date falls on a legal holiday, then the meeting shall be held on the following business day at the same hour.

SECTION 3. SPECIAL MEETINGS.

Special meetings of the shareholders may be called by any member of the Board or by one or more shareholders holding at least 25 percent of the voting power of the corporation.

SECTION 4. NOTICES OF MEETINGS.

Notices of meetings, annual or special, shall be given in writing to shareholders entitled to vote at the meeting by the secretary or an assistant secretary or, if there be no such officer, or in the case of his or her neglect or refusal, by any director or shareholder.

Such notices shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the record of shareholders of the corporation or given by the shareholder to the corporation for the purpose of notice. Notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice may not be waived.

Such notice shall state the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) in the case of an annual meeting, those matters which the Board at the time of the mailing of the notice, intends to present for action by the shareholders, but, subject to the provisions of Section 5 of this Article, any proper matter may be presented at the annual meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of the nominees which, at the time of the notice, the Board intends to present for election. Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

SECTION 5. SPECIAL NOTICE AND WAIVER OF NOTICE REQUIREMENTS

Except as provided hereafter, any shareholder approval at a meeting, with respect to the following proposals, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting, or in any written waiver of notice:

- (a) Approval of a contract or other transaction between the corporation and one or more of its directors or between the corporation and any corporation, firm, or association in which one or more of the directors has a material financial interest;
- (b) Amendment of the Articles of Incorporation after any shares have been issued;
- (c) Approval of the principal terms of a reorganization;
- (d) Election to voluntarily wind up and dissolve the corporation;
- (e) Approval of a plan of distribution of shares as part of the winding up of the corporation.

ARTICLE III. CONDUCT OF BUSINESS

SECTION 1. QUORUM AND SHAREHOLDER ACTION.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of shareholders represented at the meeting and entitled to vote on any matter shall be the act of the shareholders, unless the vote of a greater number is required by law and except as provided in the following paragraphs of this section.

Once a quorum is established, and the number determined for the majority of shareholders present is determined, that number will be valid for voting on any matter until that meeting is adjourned, notwithstanding the withdrawal of enough shareholders at the meeting to leave less than a quorum,

In the absence of a quorum the meeting will be adjourned except as provided in the foregoing provision of this section.

All meetings will be held in an orderly and respectful manner in accordance with Robert's Rules of Order.

SECTION 2. VOTING.

Only shareholders of record on the record date shall be entitled to vote at a meeting. (See Article III, Section 3)

Proposals. Every shareholder entitled to vote shall be entitled to one vote for each share held, except as otherwise provided by law, by the Articles of Incorporation or by other provisions of these by-laws. Any shareholder entitled to vote may vote any number of his or her shares in favor of a proposal and refrain from voting the remaining shares or vote them against the proposal. A shareholder may not vote a fraction of a share. If a shareholder fails to specify the number of shares he or she is affirmatively voting, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares the shareholder is entitled to vote. Upon the request of any shareholder made before the voting begins, the vote on a proposal shall be by ballot rather than by voice vote.

Election of Board of Directors. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected. Votes cast against a candidate or which are withheld shall have no effect. At each election of directors, shareholders shall be entitled to one vote for each share held for each candidate up to the number of directors to be elected. Upon the request of any shareholder made before the voting begins, the election of directors shall be by ballot rather than by voice vote.

SECTION 3. RECORD DATE FOR VOTING PURPOSES.

The record date for determining shareholders entitled to notice of, or to vote, at a meeting of shareholders, shall be at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.

The record date for determining the shareholders entitled to give consent to corporate actions in writing without a meeting, shall be the day on which the first written consent is given.

SECTION 4. PROXIES

Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to such shares by filing a written proxy with the secretary of the corporation, executed by such person or his or her duly authorized agent.

A proxy shall not be valid after the expiration 60 days from the date thereof unless otherwise provided in the proxy, but in no event shall a proxy be valid for more than 330 days. In the event of expiration of a proxy, a shareholder may elect to authorize a subsequent proxy by filing such with the secretary of the corporation. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in corporations code.

SECTION 5. ACTION WITHOUT MEETING

Consent Forms. Any action that may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice if a consent, in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Such consent shall be valid and deemed filed upon receipt by the secretary of the corporation.

Revocation of Consent Form. A signed Consent Form may be revoked by a writing received by the corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the secretary of the corporation, but may not be revoked thereafter. Such revocation is effective upon its receipt by the secretary of the corporation.

Notice of Action Taken by Consent Form without a Meeting. Prompt notice shall be given of the taking of any corporate action approved by shareholders without a meeting by less than a unanimous written consent to all shareholders entitled to vote. Notice shall be given not less than ten (10) days prior to any such consent becoming effective, which notice shall include a copy of the Consent Form under consideration.

Notice of Certain Action Taken by Consent Form without a Meeting-- Additional 10 day Waiting Period. With respect to any one of the following proposals, prompt notice shall be given of the taking of any corporate action approved by shareholders without a meeting by less than a unanimous written consent to all shareholders entitled to vote, at least ten (10) days before the consummation of the action authorized by such approval:

- (a) Approval of a contract or other transaction between the corporation and one or more of its directors or another corporation, firm or association in which one or more of its directors has material financial interest;
- (b) To indemnify an agent of the corporation;
- (c) To approve the principal terms of a reorganization; or
- (d) Approval of a plan of distribution as part of the winding up of the corporation.

Election of Board by Consent Form. Notwithstanding any of the foregoing provisions of this section, and except as provided in Board Vacancies of these by-laws, directors may not be elected by written consent except by the unanimous written consent of all shares entitled to vote for the election of directors.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. POWERS.

The Board shall have the power to conduct the business and general management of the corporation as outlined in these bylaws, the Articles of Incorporation, the Stock Subscription Agreement, and the Washington Business Corporation Act (the “Act”).

SECTION 2. NUMBER

The corporation Board shall consist of five shareholder members. The number of directors may only be amended by approval of at least a 2/3 majority of the shares entitled to vote; provided, that a by-law reducing the number of directors to less than five cannot be adopted.

SECTION 3. ELECTION AND TENURE.

The directors shall be elected by the shareholders from shareholder members at the annual meeting of the shareholders. Except as provided below, Directors shall be elected and shall serve for two year terms. Terms shall be initially staggered as follows. At the next annual meeting of shareholders, two Directors shall be elected to serve initial 2-year terms and three Directors shall be elected to serve initial 1-year terms. All subsequent elections shall be for 2-year terms to maintain the staggering of elections. Directors will hold office until their respective terms expire and until their successors have been elected and qualified. Non-shareholders shall not be eligible to serve as directors. *(Revised 6/7/2016.)*

SECTION 4. VACANCIES

A vacancy on the Board may occur in case of resignation, removal, death, or increase in number of directors or in case the shareholders fail to elect the full authorized number of directors at any annual or special meeting of the shareholders at which any director is elected. The Board may declare vacant the office of a director who has been declared of unsound mind by an order of the court or who has been convicted of a felony.

Except for a vacancy created by the removal of a director, vacancies on the Board may be filled by the Board by selecting a shareholder in good standing to serve the remainder of the term of the vacated office. Vacancies occurring on the Board by reason of the removal of directors may be filled only by approval of the shareholders. Each director so elected shall hold office until the next annual meeting of the shareholders and until his or her successor has been elected and qualified.

Any director may resign effective upon giving written notice to the Board, which resignation is effective 30 days after received, unless the notice specifies a later time for the effectiveness of the resignation.

SECTION 5. REMOVAL.

Any or all of the directors may be removed without cause if such removal is approved by at least a 2/3 majority of the outstanding shares entitled to vote, subject to the provisions of the Act. Except as provided in the Act, a director may not be removed prior to the expiration of such director’s term of office.

SECTION 6. MEETINGS

An annual meeting of the Board shall be held without notice immediately after and at the same place as the annual meeting of the shareholders in order to elect officers.

Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Notice of these meetings shall not be required.

Special meetings may be called by any director. Special meetings may be held upon notice delivered personally or within 24 hours if notice delivered by telephone, email, or like means.

SECTION 7. QUORUM AND BOARD ACTION.

A quorum for all meetings of the Board shall consist of a majority of the authorized number of directors.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, subject to the provisions of the Act. Notice of such act or decision shall be provided to all directors not present at said meeting within 24 hours of such act or decision, delivered personally or by telephone, email, or like means. A majority of the directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at the meeting.

All meetings will be held in an orderly and respectful manner in accordance with Robert's Rules of Order.

SECTION 8. WAIVER OF NOTICE.

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof.

SECTION 9. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent shall be filed with the minutes.

SECTION 10. CONTRACTS.

The Board, except as otherwise provided by the bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.

SECTION 11. COMPENSATION

No salary shall be paid to directors, as such, for their services but, by resolution, the Board may allow a reasonable fixed sum or stipend and expenses to be paid for attendance at regular or special meetings. Nothing contained herein shall prevent a director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attendance at meetings.

ARTICLE V. OFFICERS

SECTION 1. OFFICERS

The Board of Directors shall initially serve as the officers of the corporation and shall consist of a President, co Vice-Presidents, Secretary, and Treasurer. When deemed necessary to fill a temporary need, the Board may create committees and appoint committee chairmen and may delegate responsibilities of the directors or officers when appropriate to serve the best interests of the corporation.

SECTION 2. ELECTION

All officers of the corporation shall be chosen by, and serve at the pleasure of the Board, at the annual meeting of the Board.

SECTION 3. REMOVAL AND RESIGNATION

An officer may be removed at any time, either with or without cause, by the Board. Any such removal shall be effective immediately. An officer may resign at any time upon written notice to the Board of the corporation. Any such resignation shall take effect 30 days after notice is received, unless the notice specifies a later time for the effectiveness of the resignation. The removal or resignation of an officer shall be without prejudice to the rights, if any, of the officer or the corporation under any contract of employment to which the officer is a party.

SECTION 4. PRESIDENT

The President shall be the chief executive officer and general manager of the corporation, subject to the direction and control of the Board. He or she shall preside at all meetings of the shareholders, general membership, and Board and be an ex officio member of all committees. He or she shall have the general powers and duties of management usually vested in the President of a corporation and have such powers and duties as maybe prescribed by the Board.

SECTION 5. VICE PRESIDENTS.

In the absence or disability of the President, the Vice-President designated by the Board shall perform all the duties of the President. Each vice president shall have such other powers and duties as prescribed by the Board.

SECTION 6. SECRETARY.

The secretary shall keep a book of minutes of all meetings of directors and shareholders. Minutes shall include time and place of meeting, type of meeting, names of those present at directors' meetings, number of shares present or represented at shareholders' meetings, and an account of the proceedings thereof.

The secretary shall keep a record of shareholders, showing the names of shareholders, their addresses, the number of shares held, the date of certificates issued for shares, and the number of shares and date of cancellation of every certificate surrendered for cancellation.

The secretary shall keep a copy of the By-Laws of the corporation as amended to date.

The secretary shall give or cause to be given notice of all meetings of shareholders and directors required to be given by law or the provisions of these by-laws.

And shall have such other powers and duties as otherwise provided under these By-Laws or as may be prescribed by the Board.

SECTION 7. TREASURER.

The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation.

The treasurer shall deposit monies and other valuables in the name and to the credit of the corporation with such depositories as designated by the Board. He or she shall disburse the funds in payment of just demands against the corporation as authorize by the Board. He or she shall render to the president and directors, whenever requested, an account of all transactions as treasurer and of the financial condition of the corporation. And shall have such other powers and duties as maybe prescribed by the Board.

Checks drawn on the account of the corporation shall be signed by the Treasurer or any other Board member designated by the Board to do so. Only one signature is required unless the disbursement is over \$5000 in which case prior Board approval is required.

SECTION 8. AUDITS.

The Treasurer's records shall be audited annually, by an individual or entity selected by the Board.

SECTION 9. SUCCESSION.

In the event of an extended absence of the President, either Vice-President, or Treasurer, or Secretary shall temporarily succeed in serving as President, as determined by the Board, provided the succession is temporary and effective only until the President is able to return to office, or, if necessary, a new President is elected.

SECTION 10. COMPENSATION

The officers of this corporation shall receive such compensation for their services as may be fixed by resolution of the Board.

ARTICLE VI. MEMBERSHIP.

SECTION 1. SHAREHOLDER

Shareholders are automatically entitled to Gun Club membership at no charge and shall be entitled to all rights and benefits conferred as part of Club membership, which rights and benefits may be determined by the Board.

Documentation. All members, including shareholder, must maintain a current Membership Form, including a signed Range Use Agreement (signed and dated for the current year).

Membership Status. Any shareholder whose documentation is current is considered a member in good standing.

A purchaser who ceases to be a shareholder and wishes to retain membership may do so in the manner and under the terms and conditions as may be determined by the Board.

SECTION 2. GENERAL (NON-SHAREHOLDER)

Membership in the Gun Club is open to all persons of good moral character legally allowed to possess firearms, upon satisfying the membership application requirements established by the corporation Board. New membership applications will include a required background check.

Dues. Dues for general (non-shareholder) memberships and life memberships shall be determined annually by the Board.

Documentation. All members, including annual and life (as set forth below), must maintain a current Membership Form, including a signed Range Use Agreement (signed and dated for the current year).

Membership Status. Any general member (annual or life) whose dues and documentation are current is considered a member in good standing.

Waivers. The Board shall have full authority to waive any membership requirements when deemed to be in the best interest of MOSGC.

SECTION 3. GENERAL MEMBERSHIP MEETINGS.

Periodic meetings of the general membership may be held and input on club matters may be solicited. This input will be advisory to the Board and shareholders.

SECTION 4. PERSONAL CONDUCT.

A Range Use Agreement must be signed by all shooters as outlined above.

All members are responsible for the compliance and enforcement of all Gun Club Rules and Regulations (as outlined in the Membership Application Documents and as may be amended) while on corporation property.

All guests are responsible for the compliance and enforcement of all Gun Club Rules and Regulations (as outlined in the Membership Application Documents and as may be amended) while on corporation property.

Violation of the Range Use Agreement may result in immediate revocation of membership and forfeiture of dues by the Board. Renewal or future membership request may be denied at Board discretion.

SECTION 5. DUES.

Annual dues for the coming year shall be set by the Board. Dues shall be based on past and anticipated future normal operating expenses.

Life membership dues shall be fifteen times the current year's annual membership dues.

The membership year will be concurrent with the calendar year. Renewal dues will be due and payable on January 1st. Life members are not required to pay dues. Shareholders are not required to pay dues but a voluntary annual maintenance fee equal to the amount of the annual membership fee is recommended.

Dues are considered past due if not paid prior to March 1st of the current year. Any dues past due shall invalidate the membership, causing the member to reapply as a new member. The member may file an appeal with the Board to waive this requirement in case of extenuating circumstances.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

SECTION 1. INSPECTION BY SHAREHOLDERS

The record of shareholders shall be open to inspection and copying on corporate property by any shareholder at any time upon written demand on the corporation for a purpose reasonably related to such holder's interest as a shareholder. Such inspection and copying under this section may be made in person or by agent or attorney.

The accounting books and records of the corporation and the minutes of proceedings of the shareholders and the Board and committees of the Board shall be open to inspection upon written demand of the corporation by any shareholder for any proper purpose reasonably related to such holder's interest as a shareholder. Such inspection and copying on corporate property under this section may be made in person or by agent or attorney.

Shareholders shall also have the right to inspect the original or copy of these By-Laws, as amended to date and kept at the corporation's principal executive office, at all reasonable times.

SECTION 2. INSPECTION BY DIRECTORS.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Such inspection may be made in person or by agent or attorney. The right of inspection includes the right to copy and make extracts.

SECTION 3. ANNUAL REPORT.

An annual report shall be prepared and publicly accessible at the corporation's principal office and also furnished to the shareholders by such means as approved by the Board. To the extent required by law, the annual report will also be made available on the MOSGC website.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE OF CORPORATE AGENTS

SECTION 1. INDEMNIFICATION.

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent not prohibited by the Washington Business Corporation Act or other applicable State or Federal law.

SECTION 2. INSURANCE.

The corporation shall have the power to purchase and maintain insurance on behalf on any agent (as defined in the Act) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the corporations code.

ARTICLE IX. SHARES

SECTION 1. CERTIFICATES.

The corporation shall issue certificates for its shares when fully paid.

SECTION 2. TRANSFER OF SHARES.

Upon surrender to the secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the secretary of the corporation to issue a new certificate to the person entitled thereto, to cancel the old certificate, and to record the transaction upon the record of shareholders of the corporation. Notwithstanding any provision contained in these by-laws, any sale, assignment, transfer, pledge, hypothecation, encumbrance, disposal, loan, gift, attachment or levy of any shares or certificate for shares shall be subject to and pursuant to any and all agreements, terms, and conditions contained in any applicable shareholder subscription agreement or as otherwise provided for the corporate Articles of Incorporation or pursuant to the laws of the State of Washington and of the United States of America. Said secretary or transfer agent prior to issuance of any new certificate shall confirm that all such agreements, terms, and conditions have been fully performed pursuant to such agreement, Articles, or laws.

ARTICLE X. AMENDMENT OF BYLAWS.

SECTION 1. SHAREHOLDERS

By-laws may be adopted, amended, or repealed by the affirmative vote or by the written consent of holders of at least a 2/3 majority of the outstanding shares of the corporation entitled to vote. Any proposed change in the By-Laws must be in writing and limited to a single Section of the current By-Laws. Proposed changes must include the components listed below, and be mailed to the Board of Directors at the corporate address of record not less than seventy-five (75) days in advance of any meeting at which such change may be considered and acted upon.

- The proposed amendment, adoption, or repeal precisely worded

- The current By-Law

- The By-Law as it will read if the change is adopted

Additionally, the notice will contain the proposer(s) names and the rationale for offering the change.

In the event that a By-Law change is presented from the floor at any shareholders' meeting it must be in writing and include the same components. By-Law changes presented in this manner will not be voted on by shareholders until it has received due consideration and until properly noticed for the next shareholders' meeting. *(Revised 12/13/2016.)*

SECTION 2. DIRECTORS

Subject to the approval by the shareholders as stated in Section 1, the Board may adopt, amend or repeal any by-law.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the Moose Old Skagit Gun Club SPC., Inc. and that such by-laws were duly adopted by the Board of Directors of the corporation as approved by a majority of shareholders on December 10, 2015, and revised on the date set forth below.

Date: December 13, 2016

Sherry Greene, Secretary