

WILDLIFE COMMITTEE OF WASHINGTON

A WASHINGTON NONPROFIT

BYLAWS

Revised August 22, 2022

Article I NAME AND ADDRESS

Section 1 The name of this organization is and shall be **Wildlife Committee of Washington**, and herein referred to as "WCW."

The Board of Directors may designate one or more d/b/a(s) for the organization.

Section 2 The official club address shall be:
1031 228th S.W.
Bothell, WA 98021.

The official mailing address shall be the same as the official club address, unless a different address is designated by the Board of Directors.

Article II PURPOSE

Section 1 WCW is a charitable nonprofit corporation organized and operated exclusively for charitable and educational purposes as well as to lessen the burdens of government within the meaning of Code Section 501(c)(3). These purposes shall include, but not be limited to, preserving, conserving, and propagating wildlife in Washington's fields, forests, and streams; operating an archery and shooting facility open to the general public on an objective and non-discriminatory basis; carrying on educational programs that promote sportsmanship and citizenship; and offering training opportunities to state, local, and federal law enforcement officers. WCW may carry out its purposes directly or by making gifts, grants, or other payments to qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 2 WCW shall operate its range facility located at the official club address for the benefit of its Members and the shooting public. It shall ensure the facility is run in a safe, professional, and lawful manner and that sufficient revenue is allocated to cover proper staffing, maintenance, and capital expenditures.

Article III QUALIFICATION, MEMBERSHIP AND DUES

Section 1 Any person of suitable character and with the desire to cooperate in the interests and conditions set forth in Article II may become a Member of WCW upon application, payment of the prescribed fees, recommendation by the Membership Committee, and the approval of the Board of Directors. Provided, no individual who cannot lawfully possess a firearm shall be admitted as a Member of WCW.

Section 2 Membership initiation fees, membership annual dues, and voluntary and mandatory work assessments, shall be established and published by the Board of Directors in the form of a schedule of fees, dues, and assessments. The Board of Directors may increase annual dues by up to 20% each per annum without approval of the Members. Membership initiation fees shall be set in the discretion of the Board of Directors. Annual dues may be paid in a lump sum, or on such other periodic terms in the discretion of the Board of Directors.

The defined membership categories shall include an Individual Membership, a Family Membership, or a Junior Membership.

An Individual Membership shall be defined as an individual 21 years of age older.

A Family Membership shall be defined as a head of household and spouse or partner and all dependent children to the extent set forth in Section 3 of this Article, or a single head of household and all dependent children as described in Section 3 of this Article.

A Junior Membership shall be defined as a non-voting membership for Juniors 18 to 21 years old with restrictions on their activities and privileges as established by the Board of Directors.

Procedures to convert from an Individual Membership to a Family Membership, or vice versa shall be established by the Board of Directors. Procedures to convert from a Junior Membership to an Individual or Family Membership shall be established by the Board of Directors.

Exceptions to the membership options may be made by the Board of Directors on an individual case-by-case basis as they deem appropriate.

The dues and fees for a Junior Membership will be one-half of an individual membership.

Section 3 Dependents under twenty-one years of age or dependents who are full time undergraduate students under twenty-six years of age whose parent(s) or legal guardian(s) hold a valid Family Membership as defined in Section 2, above, shall be eligible to receive all club privileges except voting, at the discretion of the Board of Directors. Upon reaching the age of twenty-one or leaving full time student status, these persons must establish Individual Membership in WCW in order to enjoy club privileges and responsibilities.

Junior Members converting to Individual Membership or Family Membership as described above, shall not be required to pay an initiation fee and their first year's dues shall be one-half the current dues for an Individual or Family Membership.

Section 4 The fiscal year of WCW shall begin on April 1st and end on March 31st.

Section 5 The Board of Directors may extend a non-Member the same range privileges as Members for services to WCW.

Section 6 Members who are over sixty-five and have been a Member of WCW for the five preceding years, may elect to pay one-half of the current dues at renewal.

Article IV YOUTH ORGANIZATION

Section 1 WCW may establish and support youth organizations and programs which the Board of Directors deems appropriate to advance the purposes of WCW.

Article V MEETINGS

Section 1 A business meeting of the Members will be held quarterly, on the second Wednesday of January, April, July, and October. The April meeting will be WCW's Annual Meeting.

WCW business meetings will be held at the official address, or may be held by electronic means as provided in Article V, Section 4 .

Guests may be invited or accompanied by any Member in good standing.

The quorum requirements shall be as set forth in Article VII, Section 1, unless business involving expenditures or transfer of funds more than 5% of the budget for the fiscal year approved by the Members at the Annual Meeting or involve the question of WCW real properties where the quorum requirements shall be set forth in Article VII, Section 2.

Section 2 Unless otherwise designated by the Members in attendance, the order of business shall be as follows: (1) call to order; (2) roll call of Executive Officers; (3) reading and approval of the previous regular or Special Meeting minutes; (4) reading of the previous Board of Directors meeting minutes; (5) financial report; (6) reports of Executive Officers; (7) reports of committees; (8) unfinished business; (9) new business; (10) announcements; (11) adjournment.

Section 3 Special meeting of the Members may be called on written notice by the President upon approval of the majority of the Board of Directors, or as requested by a majority vote of the Members. The notice shall state the purpose of the meeting to be held. The quorum requirements shall be as set forth in Article VII, Section 2.

Section 4 All meetings shall be conducted according to parliamentary procedure as written in "Robert's Rules of Order, Revised" and open discussion from the floor on all measures shall be encouraged. All meetings shall be construed to mean annual, regular, special and Board of Directors meetings.

Section 5 Meetings may be conducted in-person, or by electronic means such as video conferencing, with some or all attendees attending the meeting remotely. This includes the making of motions and voting of a quorum as defined in Article VII.

Section 6 The Board of Directors shall meet regularly on the first Wednesday of each month. Changes to the regularly scheduled meeting will be communicated at least 30 days in advance of the meeting date. Any Member of WCW may appear and present to the Board of Directors any matter the Member deems to be a benefit to WCW. The business portion of the meeting of the Board of Directors shall be held in closed session, except that committee chairperson and members may be invited to attend from time to time at the discretion of the Board of Directors. The quorum requirement shall be as set forth in Article VII, Section 3. Addition Board of Directors' meetings may be called by the president to handle urgent or exigent issues.

Article VI AFFILIATION

Section 1 WCW may affiliate with those national, state and regional organizations which the Board of Directors deems appropriate to advance the purposes of WCW.

Article VII QUORUM

Section 1 At the Annual Meeting and Special Meetings of the Members four (4) Executive Officers, three (3) Trustees and the Members present shall constitute a quorum.

Section 2 Any meetings involving expenditure or transfer of funds in excess of 20% of the budget for the fiscal year approved by the Members at the Annual Meeting or involving the question of WCW real properties, ten (10) percent of the Members in good standing, including four (4) Executive Officers and three (3) Trustees shall constitute a quorum.

Section 3 At all meetings of the Board of Directors, a minimum of seven (7) Directors including three(3) Trustees is required for a quorum.

Section 4 Unless otherwise provided in the Articles or these Bylaws, any action requiring approval of the Members or the Board of Directors, shall be exercised by majority of the quorum present at any meeting.

Article VIII BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Section 1 The Board of Directors shall consist of:

The Executive Officers;

The Board of Trustees; and,

The immediate Past President.

Provided, the immediate Past President shall be a one-year advisory position, with no right to vote.

- Section 2 The Executive Officers shall consist of the President, First Vice-President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer.
- Section 3 The Board of Trustees shall consist of the Chairperson of the Board of Trustees, Chairperson-Elect of the Board of Trustees, and three Trustees.
- Section 4 The Executive Officers, Board of Trustees, and the immediate Past President shall be non-Compensated positions held by Members in good standing who volunteer their time to manage and promote WCW's purpose.

Article IX ELECTION OF BOARD OF DIRECTORS AND VACANCIES

- Section 1 The election of the Board of Directors shall be held at the Annual Meeting each year.
- Section 2 A person must be a Member in good standing consenting to fulfill the duties as an Executive Officer or Trustee as set forth in these Bylaws to be nominated for or hold office in WCW. Nominations must be delivered in writing to the Board of Directors by their regular March meeting. The nomination shall include a statement of commitment to serve signed by the candidate and the support of at least two other Members.
- Section 3 The President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer shall be elected annually. The person elected Second Vice-President shall serve for 2 years, the second year he/she shall serve as First Vice-President.
- Section 4 The Chairperson-Elect of the Board of Trustees shall be elected annually and shall serve for a two year term, the second year he/she shall serve as Chairperson of the Board of Trustees. Two Trustees shall also be elected annually, with the one receiving the greatest number of votes serving a two year term.
- Section 5 All contested Executive Officer and Trustee positions shall be elected by the Members entitled to vote upon submission of written secret ballot. Ballots shall identify each contested open position, and the candidate(s) seeking to be elected for each contested open position. Ballots shall be sent to each Member eligible to vote not less than two-weeks prior to the date of the Annual Meeting. Ballots may either be cast in advance of the Annual Meeting by depositing a completed ballot in a locked ballot box located in a conspicuous and secure location at the official club address; or ballots may be cast in person at the Annual Meeting. Polling shall close twenty (20) minutes following the call to order.
- For any uncontested position, a vote need not be held, and the uncontested position may be filled by the outgoing Board of Directors at the Annual Meeting by the lone nominee. In the event all Executive Officer and Trustee positions are uncontested, no ballot is required to be provided to the Members, and the outgoing Board may be filled by the outgoing Board of Directors at the Annual Meeting by the lone nominees.
- Section 6 An individual possessing an Individual Membership may cast one vote for each contested open position with the Board of Directors. A head of household and spouse or partner may each cast one vote for each contested open position with the Board of Directors. Majority vote for each contested open position shall prevail. Majority shall be construed to mean the greatest number of votes. In the event of a tie, then the outgoing President shall cast the deciding vote,

unless the outgoing President is seeking the contested open position with the Board of Directors that is the subject of the tied election, then the outgoing First Vice President shall cast the deciding vote.

- Section 7 Prior to the date ballots are mailed to the Members, the key for the ballot box shall be secured and held by the Second Vice-President. The votes shall be tallied by a Teller Committee appointed by the President. The committee shall consist of one Member (Teller) for every contested position on the ballot. Ballots shall be retained in a sealed envelope sealed by the Teller Committee, and may be destroyed by the Teller Committee at the following year's election. The Recording Secretary shall retain the sealed envelope.
- Section 8 Installation of Executive Officers and Trustees shall take place at the Board of Directors' meeting following the election results. The new Board of Directors will assume its duties at the conclusion of "old business."
- Section 9 Any Member of the Board of Directors who is absent from (3) consecutive or (5) non-consecutive meetings (regular or special) during any 12 month term beginning with the May meeting may be removed from the Board of Directors at the Board's discretion.
- Section 10 In the event of a vacancy in any office of the Board of Directors, except the immediate Past President, filling of the vacancy shall be done in the following manner:
- a. In the event of a vacancy in an Executive Office, the President, upon approval of the Board of Directors, shall appoint a qualified Member as set forth in Article IX, Section 2 to fill the vacant office and serve until the next election.
 - b. In the event of a vacancy in the office of President, the First Vice-President shall assume that office. In the event of a vacancy in the office of First Vice-President, the Second Vice- President shall assume that office. He/she shall also serve his/her elected term as First Vice- President. In the event the person elected Second Vice-President is unable to serve as First Vice-President the second year of his/her term, there shall be a special election for First Vice- President in the next regular election.
 - c. In the event of a vacancy on the Board of Trustees, the members of the Board of Trustees present at the next Board of Directors meeting (no quorum required), shall appoint a qualified Member as set forth in Article IX, Section 2 to fill that office and serve until the next election.
 - d. If a vacancy occurs in the office of Chairperson of the Board of Trustees, the Chairperson-Elect of the Board of Trustees shall assume that office. He/she shall also serve his/.her elected term as Chairperson of the Board of Trustees. In the event the person elected Chairperson-Elect of the Board of Trustees is unable to serve as Chairperson the second year of his/her term, there shall be a special election for the office in the next election. If both offices of Chairperson and Chairperson- Elect are vacant, the remaining Trustees shall appoint Members as set forth in Article IX, Section 9c to fill out the vacant positions on the Board of Trustees. Upon completion of these appointments, the Board of Trustees shall elect from among themselves a Chairperson to serve until the next election.

Section 11 Nothing contained in this article of these Bylaws shall be construed to allow any person to hold more than one office at a time on the Board of Directors.

Article X DUTIES AND AUTHORITY OF THE BOARD OF DIRECTORS

Section 1 All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities and affairs of WCW shall be managed by or under the direction, and subject to the oversight, of the Board of Directors, subject only to any powers expressly reserved to the Members or other persons in the Articles or these Bylaws.

Section 2 It shall be the duty of the Board of Directors to prescribe and publish rules governing Member and guest conduct, the use and occupancy of rooms, buildings or other facilities of WCW and the care and protection of all WCW property.

Section 3 At the Annual Meeting, the outgoing Board of Directors shall submit to the Members a full report of their proceedings during the preceding fiscal year and make recommendations on such measures as is deemed advisable. The Board of Directors shall submit an annual budget of expected expenditures for the coming year to the Members for approval at the Annual Meeting.

Section 4 The Board of Directors shall have authority to determine all requests for withdrawal and reinstatement of membership.

Section 5 The Board of Directors shall have authority: (a) to pay bills submitted for the fiscal year expenditures contained in the approved budget, to approve increases in the approved budget's operating line items to insure uninterrupted operations, and to approve and pay for other discretionary expenditures not to exceed a total of 20% of the approved budget; (b) to enforce all penalties and suspensions of Members for violations of rules and regulations governing WCW and its Members; (c) to prescribe additional duties for any of the Executive Officers in addition to those herein set forth.

Section 6 To the maximum extent permitted by law, including without limitation, RCW 24.03A.540, no Director of WCW shall be liable to WCW or its Members for monetary damages or conduct as a Director, EXCEPT for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

Section 7 The Board of Directors shall be authorized to acquire liability insurance, covering the actions undertaken by the individuals serving as the members of the Board of Directors.

Article XI DUTIES OF BOARD OF TRUSTEES

Section 1 The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall see that the Board of Trustees functions as outlined in Section 2, below. He/She shall make a minority report to the Board of Directors or the Members if requested.

Section 2 The Board of Trustees shall have the following duties: submit to the Members an audit on all books of account of WCW at least once every quarter, make recommendations for appointment

of all standing committee chairpersons for approval of the Board of Directors, see that all committees function properly, recommend a Chairperson for the Nominating Committee at least 6 months prior to the election, see that the wishes of the Members are carried out by the Executive Officers, and keep an accurate accounting of all WCW properties and see to their safe keeping.

Article XII DUTIES OF EXECUTIVE OFFICERS

Section 1 The President shall preside at all meetings of WCW and the Board of Directors and enforce all laws and regulations of WCW. He/She shall, along with the Corresponding Secretary, sign all written contracts drawn and all written obligations of WCW. He/She shall appoint all committees and delegates not otherwise provided for. He/She shall have a full vote and shall cast an additional deciding vote in case of a tie, and shall be an ex-officio Member of all committees, except the Nominating Committee.

Section 2 The First Vice-President shall, in the absence of the President, perform the duties of the President. He/She shall perform other duties as the Board of Directors may direct.

Section 3 The Second Vice-President shall perform other duties as the Board of Directors may direct.

Section 4 The Secretary shall be responsible for the issuance of all notices of meetings in cooperation with the President. He/She shall be in charge of all WCW correspondence in cooperation with the President except financial and reporting of same to WCW. All letters shall be written in duplicate and he/she shall be responsible for acquiring all WCW stationery, membership cards, applications and any other forms or stationery that may be required to properly perform his/her duties. He/She shall keep all records of membership, applications for membership, and shall issue all membership cards.

Section 5 The Recording Secretary shall keep an accurate file of the minutes of all regular, Board and Special meetings, and shall report on same at the next meeting. He/She shall include in the minutes the name of the Executive Officers present. He/She shall copy all matters of Policy into a permanent Policy Book and keep same up to date at all times. He/She shall perform other duties as the Board of Directors may elect.

Section 6 The Treasurer shall keep a permanent account of all moneys received by him or her on behalf of WCW. The Treasurer shall prepare with assistance of the Finance Committee, the annual Budget to be submitted to the Board of Directors. He/she shall be responsible for all financial correspondence relating to the affairs of WCW. He/she shall write and sign all checks for payment of lawful indebtedness as approved by the Board of Directors. He/she shall submit all books of account to the auditing committee upon demand or at least quarterly and shall provide a financial report on the financial standing of WCW for the year at the Annual Meeting.

Article XIII WITHDRAWALS

Section 1 Any Member in good standing who submits written application for withdrawal from WCW with reasons acceptable to the Board of Directors may be granted a withdrawal. The Member may be reinstated to membership in the future upon payment of current dues and upon approval by the Board of Directors.

Article XIV SUSPENSION FOR DEBT

Section 1 Any Member who shall fail to pay any indebtedness other than as prescribed in Section 1 of the Article, within thirty (30) days after a bill has been rendered shall be suspended from all privileges of membership.

Section 2 After suspension, a Member's membership shall be considered terminated, but may be reinstated in the future upon payment of current dues and past dues indebtedness, and by re-application for membership the same as a new Member. The Board of Directors may temporarily modify the requirements of this section to provide inducement to suspended Members to continue their membership.

Section 3 The Board of Directors may extend the grace period in the event of hardship or inability, provided application has been made prior to the time of suspension.

Article XV SUSPENSION FOR CAUSE

Section 1 Suspensions of club privileges may be levied by an authorized committee, or the Board of Directors, for rules governing Member conduct. Penalties imposed by a committee may be appealed to and/or modified by the Board of Directors.

Section 2 Any Member who shall have meaningfully or willfully violated any state or federal game law, or who has been found guilty of a crime, or culpable of an act or acts that might hinder and obstruct the welfare, reputation, growth or wellbeing of WCW shall be suspended. It shall be mandatory that the President appoint a committee to investigate after such findings are brought to the attention of the Members and upon investigation and verification of the facts concerning the case at hand to bring their findings to the next scheduled meeting of the Members or a Special Meeting called for that purpose. A two-thirds majority vote of the Members present is required to approve the suspension.

Article XVI EXECUTIVE OFFICER AND TRUSTEE RECALL

Section 1 Any Member of the Board of Directors may be removed from office or otherwise disciplined for meaningfully or willfully violating the Bylaws of WCW or committing an act or acts contrary to the interest or wellbeing of WCW. Charge(s) must be submitted in writing to the Board of Directors. Upon the filing of such charge(s) the President, or the First Vice President in the event the President is the accused, shall immediately appoint a seven (7) Member hearing committee from the Members. The committee shall hold a hearing promptly to determine the validity of the charge(s) brought. The committee report that finds no grounds for discipline or recall will result in no further action, otherwise a Special Meeting will be called.

A committee report to the Members finding the charge(s) to be substantiated shall include a recommendation for discipline or removal. Following the committee report, the accused Member of the Board of Directors shall be allowed to present argument in self-defense. A vote of the assembly on the committee recommendation shall then be taken. A two-thirds majority vote of the Members present is required to discipline or remove the individual from office and is effective immediately upon the taking of the vote. In the event that a recommendation for removal is upheld, the position vacated shall then be filled by proper appointment in accordance with the appropriate articles of these Bylaws.

Article XVII COMMITTEE CHAIRPERSON

Section 1 Every group that is authorized by WCW shall have at its head a Chairperson to act on its behalf. Each group will elect a Chairperson at its March meeting and the Chairperson's name will be submitted by the Chairperson of Trustees to the Board of Directors for approval. The President will appoint a temporary Chairperson to fill a vacant position until the Committee can elect a replacement which is acceptable to the Board of Directors.

Section 2 The Chairperson will chair all meetings of the committee, insure minutes of the meetings are transcribed and submitted to the Board of Directors, make oral reports to the Members at General meetings, and submit written reports to be published in the organization's newsletter.

Article XVIII OPERATING COMMITTEE

Section 1 The Operating Committee shall consist of the Chairpersons of the Archery, Rifle Range, Handgun Range, and Shotgun Committees and such other Members as the President deems appropriate to appoint.

Section 2 The Operating Committee will meet as necessary to develop WCW financial, operational and development plans to be submitted to the Board of Directors.

Article XIX NOTICE and PUBLICATION

Section 1 The Board of Directors shall give notice to the Members of the date, time, and place of each annual, regular, or Special Meeting of the Members. The notice must be given in the form of a record no fewer than ten nor more than sixty days before the meeting date. The Board of Directors is only required to give notice to Members entitled to vote at the meeting.

Section 2 Notice of an annual or regular meeting need not include a description of the purpose for which the meeting is called. Notice of a Special Meeting shall include a description of the purpose for which the meeting is called.

Section 3 The record date for determining Members entitled to notice of and to vote at an annual or Special Meeting of the Members is the day before the first notice is given to Members.

Section 4 If an annual, regular, or Special Meeting of the Members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 5 Notice of regular meetings other than the Annual Meeting may be made by providing each Member with the adopted schedule of regular meetings for the ensuing year in the form of a record at any time after the Annual Meeting and ten days before the next succeeding regular meeting and at any time requested by a Member or by any other notice prescribed by these Bylaws.

Section 6 Whenever notice would otherwise be required to be given under any provision of this section to a Member, the notice need not be given if notice of two consecutive Annual Meetings, and all notices of meetings during the period between those two consecutive Annual Meetings, have been returned undeliverable or could not be delivered. If a Member delivers to the nonprofit corporation a notice setting forth the Member's then current address, then the requirement that notice be given to that Member is reinstated.

Section 7 Notice of any proposed amendments to the Articles or Bylaws may be provided to the Members by providing notice as prescribed in this section referring the Members to the organization's website, the organization's newsletter, and/or by providing an internet link for the purpose of viewing and/or downloading the proposed amendments in their entirety.

Section 8 The term "publish" as used in the Bylaws shall not be synonymous with the term notice. Publish shall mean posted on or available for download on the organization's website, and/or printed conspicuously in the organization's newsletter.

Section 9 Unless a Member indicates otherwise, ballots for the annual elections may be provided to Members in advance of the Annual Meeting in the same manner as proposed changes to the Articles or Bylaws under subsection 7, above.

Article XX AMENDMENTS

Section 1 Amendments to these Bylaws may be made in the following manner only: Proposed amendments must be presented in writing to the President at any Annual, Regular, or Special Meeting so called for that purpose. The President shall cause the proposed amendment or amendments to be read and, following a motion with second to accept, shall call for discussion. After a suitable period of discussion, the motion shall be continued until the next scheduled meeting of the Members or a Special Meeting so called for that purpose. Proposed amendments shall become effective immediately upon approval of the motion to accept at that meeting. A two-thirds vote of the Members in attendance shall be necessary to approve an amendment.

DATED and signed this 15th day of FEB, 2023.



Joseph Rinaldi, President