

BYLAWS
OF
WASHINGTON SCHOLASTIC CLAY TARGET PROGRAM

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ARTICLE I. Offices

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington, County of Stevens, at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II. Members

Membership shall consist of all participants, parent/guardians, coaches or volunteers of the Washington Scholastic Clay Target Program, hereinafter also referred to as WASCTP. All youth participants under the age of eighteen (18) are associate members and shall not have member voting authority. All youth participants over the age of eighteen (18) shall have member voting authority. Membership shall further be restricted to residents of the State of Washington.

ARTICLE III. Members' Meetings

3.1 Meetings. Regular meetings for WASCTP shall take place on the first Monday of each month at a time and place determined by the Board of Directors. The President or assigned committee members may call special meetings as needed.

3.2 Annual Meeting Time. The Annual Meeting of the Board of Directors shall be held each year in November, the day of which shall be called by the President or assigned committee member. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 3.5.

3.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them

3.4 Order of Business. At the annual meeting, regular meeting or special meeting of the members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of previous meeting
- (d) Correspondence
- (e) Membership report
- (f) Reports of committees
- (g) Miscellaneous business
- (h) New business
- (i) Adjournment .

3.5 Notice. Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at his/her business address, or by electronic mail. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

ARTICLE IV. Board of Directors

4.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of and be composed as follows: President, Vice President, Secretary and Treasurer, **and two Directors at Large.**

4.2 Size and Terms: The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than three (3). Each director shall hold office for three years unless duly removed as prescribed in Section 4.13.

4.3 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

4.4 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

4.5 Annual Meeting. An annual meeting of the Board of Directors shall be held in November of each year, the day of which shall be called by the President or designated Chairman. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 4.6. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. **At the annual meeting of the Board of Directors, the position of any Director whose term has expired shall be filled by a vote of a majority of the members present, provided that there is a quorum of the Board of Directors present.**

4.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

4.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 3.5) shall be given to each director at least two weeks previous thereto by written notice delivered personally, mailed to each director at his/her business address, or by electronic mail. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.9 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.10 Committees: It shall be the duty of the officer presiding at any regularly called meeting of the Board of Directors to appoint such committees as may be required by the Board of Directors from time to time to carry on the business of this corporation.

4.11 Compensation: No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

4.12 Loans. No loans shall be made by the Corporation to any director.

4.13 Term--Removal. Any officer, agent, or director may be removed by a unanimous vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will..

4.14 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting or the directors or by unanimous written consent.

ARTICLE V.

Officers

5.1 Numbers: The officers of the Corporation shall be the, President, Vice President, Treasurer and Secretary, all of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of Treasurer and Secretary. Officers shall be elected for terms of one year by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Secretary.

5.2 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation hereunto authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.3 Vice President. The Vice President shall assist the President in his or her duties, and shall assume the duties of the President in the President's absence.

5.4 Secretary. The Secretary shall:

(a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;

(d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and

(e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/ her by the Board of Directors.

5.5 Treasurer. It shall be the duty of the Treasurer to collect the Corporation membership dues and any other revenues due the Corporation from every source and to deposit such receipts in the name of the Corporation in a banking institution approved by the Board of Directors; to report thereon at each meeting of the Board; to pay bills for which appropriations have been made or which have been approved by the Board; to make a full activity report of the Corporation's fiscal year, in writing, at the Annual Meeting of the Corporation.

5.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.7 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.8 Loans. No loan shall be made by the corporation to any officer.

5.9 Term--Removal. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.10 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of the respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI.
Depositories

The monies of the corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII.
Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally, mailed to each member or director at his/her business address, or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VIII.

Seal

The corporate seal of the corporation shall consist of the name of the corporation, the state of its incorporation, and the year of its incorporation.

ARTICLE IX.
Indemnification of Officers, Directors,
Employees, and Agents

The Corporation shall indemnify its directors, officers and employees or volunteers as follows:

(a) Every director, officer, or volunteer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Arctic IX.

ARTICLE X.
CONFLICTS OF INTEREST

10.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

10.2 Definitions.

(a) Interested Person. Any director, principal officer, or member of a Committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

10.3 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. (i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest; (ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. (i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4 Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present and the governing board's or committee's decision as to whether a conflict of interest in fact exists.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.5 Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

10.6 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy, has agreed to comply with the policy; and
- (c) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.7 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

10.8 Use of Outside Experts. When conducting the periodic reviews as provided for in 10.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. CONTRACT, LOANS, CHECKS AND DEPOSITS

11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

11.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

11.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of **December and end on the last day of November each year.**

ARTICLE XIII CORPORATE SEAL

The Board of Directors may, at its discretion, provide a corporate seal of the corporation, which shall consist of the name of the corporation, the state of its incorporation, and the year of its incorporation.

ARTICLE XIV BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XV
ANNUAL REPORT

The Corporation shall file an annual report with the Office of the Secretary of State of the State of Washington between January 1 and March 1 of each year to remain in active status. The report shall contain the current list of officers and directors. A financial statement shall not be filed with the Secretary of State.

ARTICLE XVI
AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this Corporation provided the Board of Directors shall first have received the approval of two-thirds majority.

The above Bylaws were approved and adopted by the Board of Directors of the Corporation on the _____ day of _____, 2011.

Secretary