

BYLAWS
OF
GEM COUNTY ROD AND GUN CLUB Inc.

1. OFFICES.

1.1 Principal Office.

The principal office of Gem County Rod and Gun Club Inc., an Idaho corporation ("Corporation"), shall be located at 3600 East Main St., Emmett, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 Registered Office.

The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at P.O. Box 1031, Emmett, Idaho 83617, and may be changed from time to time by the Board of Directors.

1.3 Registered Agent.

The registered Agent of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be Alex Kincaid Law, located at 4401 North Eagle road #102, Boise, Idaho 83713, and may be changed by the Board of Directors.

2 MEMBERS.

2.1 Admission to Membership.

Any person qualified to possess and use firearms under the laws of the United States and the State of Idaho shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the calendar year for which such person applies for membership. Persons may apply to the Board of Directors for a waiver of the annual dues based upon a showing of hardship. Each membership shall expire on December 31st at 11:59 pm. Membership dues may be paid any time during the current membership year, for the remainder of the current year. No prorated membership dues will be allowed. Membership for the next consecutive year may be paid between September 1 and September 30th by current members, new memberships for the next consecutive year may be paid from October 1 to December 31st of the current membership year.

Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

2.1a Voting Rights.

Each paid membership residing in Gem County Idaho will have voting rights at the annual election of Directors. All paid memberships not residing within Gem County Idaho will have an associate membership without a voting right at the annual election of Directors. Associate members will have membership dues that will be set by the Directors. Associate members will not have any restricted access to the range.

2.1b Exclusion of Members.

The Board of Directors may from time to time exclude members for reasons not limited to the following: safety violations, Corporation rule violations, gross misconduct, rude or offensive behavior as decided by the board, criminal violations, vandalism, and negligence.

2.1c Transfer of Membership.

Members are prohibited from transferring membership or membership cards.

2.1. Annual Meeting.

The annual meeting of the members shall be held on the second Monday of March to elect members to the open positions of the Board of Directors.

2.2. Special Meetings.

Special meetings of the Board of Directors may be called by the President, the Board of Directors or by a petition signed by 10% of the current eligible voting members.

2.3. Place of Meeting.

The president or the Board of Directors may designate the place of meeting, and may, from time to time, change as needed.

2.4. Notice of Meetings.

It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the President or members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following:

- (1) Electronic mail, social media or internet website
- (2) word-of-mouth;
- (3) Posting notice at the principal office and/or one or more public places in the City of Emmett; or
- (4) Publication in a newspaper of general circulation in the City of Emmett. (5) Regularly circulated US mail

2.6 Officers of the Members' Meetings.

The presiding officer at members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairperson elected by the members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a members' meeting.

2.7 Voting Requirements.

Members eligible to vote must be present and in good standing.

2.8 Action by Board of Directors without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a vote of members of the Board and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

3. BOARD OF DIRECTORS.

3.1 General Powers and Standard of Care.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles. A Director shall perform such Director's duties as a Director, including serving as an Officer of the Corporation, without loss of voting rights as a Director upon appointment as an Officer, upon appointment as an Officer by a majority of the other serving Directors and such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
- (c) a committee of the Board upon which such Director does not serve, designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence; but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

3.2 Presumption of Assent.

A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting. Directors will either vote in favor of, against or abstain from voting, on a given corporate action or matter.

3.3 Number, Election and Qualification of Directors.

The Board of Directors of the Corporation shall consist of five (5) members who reside in Gem County Idaho, and shall each serve for a term of three (3) years. The names and addresses of the members of the Board of Directors have been stated in the Articles. Such persons shall hold office until the first annual meeting of Board of Directors and until their successors shall have been elected and qualified. At such time, the positions for which Directors are to be elected shall

be divided into three (3) groups, each class to be as nearly equal in number as possible, and Directors shall be elected accordingly by the eligible voting membership. The Directors elected to the first group shall hold office until the first annual meeting of the Board of Directors following the initial election of Directors and until their successors have been elected and qualified. The Directors elected to the second group shall hold office until the second annual meeting of the Board of Directors following the initial election of Directors and until their successors have been elected and qualified. At each annual meeting of the Board of Directors thereafter, the number of Directors equal to the number in the group whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting of the Board of Directors. Each Director shall hold office until such Director's successor shall have been elected and qualified.

3.4 Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

3.5 Removal of Directors.

At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a two thirds majority of the Directors then in office.

3.6 Committees of Directors.

3.6.1 Membership.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more Director Committees, each of which shall consist of one or more Directors, and or, members. The Corporation President will be an ex-ficio member of all committees formed by the Board of Directors.

3.6.2 Authority.

Director committees, to the extent provided in the resolution establishing the committee, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no Director committee shall have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove

directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any such Director committee and the delegation of authority to a Director committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors, or any individual Director.

3.6.3 Tenure.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed unless (i) the committee is sooner terminated, (ii) such member is removed from the committee, or (iii) such member ceases to qualify as a member, or of the committee.

3.6.4 Chairperson.

One member of each committee shall be appointed chairperson by the Board of Directors.

3.6.5 Vacancies.

Vacancies in the membership of any committee will be filled by appointments by the chairperson of said committee.

3.6.6 Resignation.

Any committee member may resign at any time by giving written notice, or notice by electronic media, to the Chairperson of the committee, to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the resignation shall take effect upon receipt. Acceptance of the resignation shall not be necessary to make the resignation effective.

3.6.7 Removal.

Any committee member may be removed by the person or persons authorized to appoint such member with or without cause.

3.6.8 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

3.6.9 Rules of Order.

The rules contained in the then most current edition of Robert's Rules of Order shall govern the meetings of committees where not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

3.7 Directors' and Committee Meetings.

Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, will be held within the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the place designated by the Board of Directors of the Corporation or in the case of a committee, by the chair of said committee.

Except as otherwise provided in this section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written, verbal or electronic media notice thereof given to all other Directors or committee members, as the case may be, at least three (3) days before the meeting.

The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee members.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting.

The President or any Director may request an Executive Session- Closed Door, for any matters involving personnel reviews or discipline, member reviews or discipline, litigation, or crisis management.

3.8 Waiver of Notice.

Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3.9 Quorum and Voting Requirements.

A majority of the number of Directors fixed by section 3.3 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

3.10 Action without a Meeting.

Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing or electronic media, setting forth the actions so taken, shall be signed by a quorum of Directors or a quorum of the committee members, as the case may be. Such consent shall have the same effect as a unanimous vote.

3.11 Compensation.

No Director or committee member shall receive a salary or compensation for services in that capacity but may be reimbursed for actual expenses incurred in the performance of such services. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered.

3.12 Director Conflicts of Interest.

Any Director who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such a person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. No Director shall cast a vote on any matter which has a direct bearing on services to be provided by that Director, or any organization which such Director represents or which such Director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such Director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized. Furthermore, we agree that the majority of our Board of Directors will be nonsalaried and will not be related to salaried personnel or to parties providing services. Furthermore, all of our Board of Directors will be non-salaried and will not be related to parties providing services.

3.13 Loans to Directors.

The Corporation shall not lend money to or use its credit to assist its' Directors or officers.

3.14 Liability of Directors for Wrongful Distribution of Assets.

In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value. A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

4. OFFICERS.

4.1 Number.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each 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. Each officer of the Corporation, who is elected by the Board of Directors, shall have the same voting rights as a Director for the Corporations business with the exemption of the following events: Removal of Directors (Sub-3.5); and vacancies of Director (Sub-section 3.4).

4.2 Election and Term of Office.

The officers of the Corporation shall be elected annually at a meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

4.3 Removal.

Any officer or agent may be removed by 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 or agent shall not of itself create contract rights.

4.4 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.5 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. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the 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. The President 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.

4.6 Vice President.

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

4.7 Secretary.

The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings unless the Secretary is unable to attend said meeting a designated member will fulfill the Secretary's duties for said meeting. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

4.8 Treasurer.

The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks and promissory notes of the Corporation and shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

4.9 Officer Conflict of Interest.

Any officer who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

5. MISCELLANEOUS.

5.1 Indemnification of Officers, Directors, Employees and Agents.

The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the extent permitted by, and in accordance with, the Act. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

5.2 Books and Records.

The Secretary shall keep (i) correct and complete books and records of account;(ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names and addresses of all members. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within reasonable time. Financial reports will be given to the Secretary along with the entire Board on a monthly and annually basis.

5.3 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.

5.4 Donations and Contributions.

Donations shall be aligned with the purpose of the Corporation and be distributed to designated non-profit organizations in the community and must be approved by the majority of the Board of Directors

5.5 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

5.6 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,

Treasurer or (1) one Director of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

5.7 Deposits.

All funds of the Corporation 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.

5.8 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

5.9 Annual Financial Statements.

The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the first month of the next fiscal year. Each month the treasurer will give a financial report to the Board.

5.10 Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

5.11 Regulation of Internal Affairs.

The internal affairs of the Corporation shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act shall be controlling so long as such provisions of the Act are not inconsistent with the lawful provisions of these Bylaws.

5.12 Amendments.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

5.13 Commercial Use of the range.

There is to be no use of the range for any and all corporate entities without the consent of the Board of Directors. There is to be no onsite promotion and/or sale of commercially produced

shooting equipment, accessories or any other non-sanctioned commercial activity. There is to be no filming for commercial application without the consent of the Board of Directors.

The undersigned, being the Secretary of the Corporation, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the _11th_ day of _____September_____, 2018.

James R Bunting II

Secretary, Gem County Rod and Gun Club Inc.