

CODE OF BYLAWS

OF

WILDCAT VALLEY RIFLE AND PISTOL CLUB, INC.



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ARTICLE I - AMENDMENT OF PRIOR BYLAWS AND CLUB OBJECTIVES

Section 1. Full Replacement. It is the purpose of the Wildcat Valley Rifle and Pistol Club, Inc. (hereafter sometimes referred to as the Corporation or the Club) to amend and completely substitute these (Amended) Bylaws for the prior Bylaws of the Club. Those prior Bylaws have an adoption date of May 7, 2008. These (Amended) Bylaws are effective upon approval by Club membership as stated hereafter and after approval shall be referred to as the Code Of Bylaws of Wildcat Valley Rifle And Pistol Club, Inc. or simply "Bylaws".

Section 2. Interpretation. As part of the update of these Bylaws, the purposes of this update are stated to be as follows: reduce the need of further bylaw revisions by separating from the Bylaws those rules which regulate the day-to-day operation of the Club (hereafter referred to as "Operating Rules"); more accurately reflect the actual organizational structure of the Club and to update the duties of the Club's various officers. Therefore, these Bylaws shall be construed and interpreted (when necessary) in that manner which is most likely to enhance continued operation of the Club consistent with the Club's purposes.

Section 3. Club Purposes/Goals. The purpose for the continued existence of the Club and the goals which the Club seeks to achieve are stated as follows:

The Wildcat Valley Rifle and Pistol Club, Inc. is organized with a view towards increasing knowledge required for the safe handling and proper care of firearms as well as improving marksmanship. Development of those characteristics requires a combination of education (particularly for youth), fellowship, self-discipline, team play, and self-reliance which are essentials of good sportsmanship and consistent with true patriotism.

ARTICLE II - NAME, OFFICES, AND REGISTERED AGENT

Section 1. Name. The name of the Corporation is **Wildcat Valley Rifle and Pistol Club, Inc.**

Section 2. Club Address. The Club is located at 12094 South 300 East, Brookston, Indiana, 47923. That Club address will be the presumptive location for all Executive committee and membership meetings for the Club (considered regularly scheduled meetings for the Club). The post office address of the Corporation is P.O. Box 4102, Lafayette, IN 47903-4102. The Club may conduct its business at any expedient location. A change of the location for membership meetings, Executive Committee meetings or the Corporation's post office address shall not require a change of these Bylaws. Change of the presumptive address for regularly scheduled Club meetings shall require notice to Club members as required by these Bylaws.

Section 3. Registered Agent. The name of the Registered Agent of the Corporation at the time of approval of these Bylaws is Randall L. Vonderheide, and the address of such Registered Agent is 300 Main Street, Suite 500, Lafayette, Indiana, 47902-0158. The Corporation may appoint another registered agent as may from time to time be approved by the Corporation.

ARTICLE III - RECORDS AND ACCOUNTING

Section 1. Records. The following records shall be kept by the Corporation and shall be available for inspection by any member of the Corporation at any reasonable time: up to date and correct books of all the business and transactions of the Corporation, Bylaws and Operating Rules of the Corporation, the membership list of the Corporation, and such other records as from time to time may be required by the Executive Committee. To protect member privacy, a copy of the membership list will normally not be provided to Club members but copies thereof or access thereto shall be readily available, electronically or paper copy, to the Executive Committee and discipline chairman as the Executive Committee in its discretion shall decide.

Section 2. Accounting Year. The accounting year of the Corporation begins on the first day of January and ends on the last day of December, unless otherwise approved by a majority vote of the Executive Committee.

Section 3. Accounting Method. The general accounting method of the Corporation is the cash method of accounting. All accounting records shall be made available to any Club Officer and may be made available to Club members, as the Club's Executive Committee may from time to time decide and arrange.

ARTICLE IV – MEMBERS

Section 1. Classes of Members. There shall be one (1) class of membership in the Club.

Section 2. Application For Membership. Application for membership shall be as from time to time required and regulated in the Operating Rules.

Section 3. Membership Dues. Membership dues shall be as from time to time required and regulated in the Operating Rules.

Section 4. Termination of Membership. In the event a member fails to pay dues or meet other routine requirements of the Club, membership shall be terminated as provided in the Operating Rules. If a member is proposed to be expelled from the Club, and which expulsion is due to a substantial or continuing breach of the Club's Operating Rules, then that expulsion shall first be considered by the Executive Committee at a regular meeting or at a special meeting with notice as required hereafter or in the Operating Rules provided to the affected member. If the Executive Committee determines that expulsion of the member is not necessary then the matter is concluded upon the Executive Committee's determination. Upon an affirmative vote for expulsion by a majority of the Executive Committee then at a membership meeting, conducted after a thirty (30) day notice of the Executive Committee recommendation of the proposed expulsion, the Club members shall determine by a majority of those voting at the meeting to either retain or expel the affected member.

ARTICLE V – MEETINGS

At any meeting of the Executive Committee, members, or any committee of the Corporation, Roberts Rules of Order shall be followed, unless waived by a majority of voting members, Executive Board members, or participants at each meeting.

Section 1. Place/Time of Meeting. Regular meetings of the members shall presumptively be held on the first Wednesday of each month beginning at 7:00 p.m. at the Club's property. Regular meetings of the Executive Committee shall presumptively be held on the last Wednesday of each month (except December) beginning at 7:00 p.m. The Executive Committee, by majority vote, may change the times and locations of meetings as provided (below) for Special Meetings.

Section 2. Annual Meeting For Election. The Club's annual meeting shall be held on the second (2nd) Wednesday of each November and will be for the sole purpose of the election of Officers. Newly elected officers shall begin serving their term the following January 1.

Section 3. Special Meetings. Special meetings of the members, unless otherwise provided by law, may be called by the President or by a majority of the Executive committee or at the request (which is in writing and which states the purpose or purposes of the meeting) of at least ten percent (10%) of the members of the Corporation who are entitled to vote on the business proposed to be transacted at such special meeting. Notice of any special meeting shall be given as required by these Bylaws.

A meeting of the Executive Committee, any committee, and of the members may be closed to the general public or other members if confidential information (including but not limited to financial criteria of an applicant for assistance or personnel issues) is expected to be discussed and upon terms as may be approved by the Executive Committee. The use of such a closed meeting shall be strictly limited.

Section 4. Notices. Unless otherwise stated in these Bylaws, Operating Rules, or as may be determined needed by the Executive Committee, notices may be given via electronic (not solely by social media), email, written, or other means reasonably calculated to provide Club members with information of Club activities including disciplines. At a minimum, notices of Club activities shall be given via email or written notice to all discipline chairmen.

Section 5 Notice of Special Meetings. Notice of a special meeting of members shall be given to all members as required by these Bylaws. Such notice must state the purpose or purposes for which the meeting is called, the day and hour when, and the place where the meeting is to be held, and a copy of the notice must be provided to each member entitled to vote at such meeting, at least ten (10) days before the meeting. Such notice is not required to be given to any member who attends such meeting in person, or who waives notice thereof as hereinafter may be provided. Notice of any adjourned or rescheduled meeting need not be given unless otherwise required by these Bylaws or an Operating Rule.

Section 6. Quorum for Meetings. Unless otherwise indicated in these Bylaws, a majority of those elected board members present shall be necessary for approval of any action of the Corporation taken at an Executive Committee meeting. Unless otherwise indicated in the Club's Operating Rules, a quorum of ten percent (10%) of the Club's membership is required as a quorum to conduct Club business associated with changing these Bylaws, Operating Rules, Range Rules, and any meeting affecting a member's rights.

Section 7. Order of Business at Meetings. The order of business at all meetings of the members shall be as determined by the Executive Committee or a Chairman at the meeting. Unless approved

by members of the Executive Committee participating in the meeting and approved by a majority of those voting. All regular meetings of the membership shall include reference to or a copy of minutes of a prior meeting, a Treasurer's report, Officer's reports, reports from any committees, and an opportunity shall be given to any member to report on old business and to propose new business.

Section 8. Voting at Meetings. As provided by law or in the Corporation's Bylaws, at all meetings of members, all matters shall be decided by the affirmative vote of at least a majority of the Club members in attendance. Except as otherwise provided by law, or in this Code of Bylaws, or unless demanded by at least ten members present, voting may be by voice vote or show of hands and need not be by written ballot. Upon a demand by at least ten members for a vote by ballot on any question or at the direction of the Chairman of the meeting that a vote by ballot be taken on any question or issue, such vote shall be taken.

ARTICLE VI - BOARD MEMBERS INCLUDING OFFICERS

The business and affairs of the organization shall be managed by its Executive Committee, occasionally referred to herein as the "Board", who may exercise all such powers and do all such lawful acts and things as are not prohibited by statute or by these Bylaws and are consistent with the best interests of the Club. Continuing and exclusive authority to fix, supervise, and control the professional, business, and other affairs of the organization shall be vested in the Executive Committee subject to member oversight as provided in these Bylaws.

Section 1. Executive Committee. The Executive Committee shall consist of all elected (and in some cases appointed) officers of the Club as specified hereafter. Except as may be expressly provided otherwise in these Bylaws, the term of each officer shall be one year and before election to the Executive Committee an individual must be a Club member for at least two (2) years.

Section 2. Officers. The officers of the Corporation shall be members of and constitute the Executive Committee. The officers of the organization shall be as follows:

1. President
2. Vice President
3. Recording Secretary
4. Membership Secretary
5. Treasurer
6. Operations Officer
7. Trustees

Section 3. Changes/Officers. As may be approved by a majority of Executive Board members, and approved by no less than a majority of members voting at a membership meeting after notice of any intended change, the number of officers of the Corporation may be changed without the need to amend these Bylaws.

ARTICLE VII - DUTIES OF THE OFFICERS

The duties of the Officers shall be as follows:

Section 1. President. The President shall:

- a. Preside at all meetings or arrange for the Vice President or another member of the Executive Committee to preside if the President is absent.
- b. Be an “ex-officio” member of all committees.
- c. Outline goals for the year in regard to an active and solvent club.
- d. Appoint committees to implement the Club’s programs.

Section 2. Vice President. The Vice President shall:

- a. Preside at meetings when the President is absent.
- b. Stay informed of all Club activities and assist the President in club planning.
- c. Arrange for and report work hours performed to the Membership Secretary.
- d. Arrange for delivery of keys and electronic Club access cards.

Section 3. Recording Secretary. The Recording Secretary shall:

- a. Conduct all correspondence pertaining to Club affairs and obtain a copy of any correspondence initiated by any Club member concerning the business of the Club.
- b. Initiate all reports required by the NRA and re-affiliate as necessary with the NRA.
- c. Maintain a correspondence and report file classified by year.
- d. Keep records of all transactions, including specific reference to any motions voted upon during regular or special meetings of the club, including Executive Committee and membership meetings.
- e. Maintain in their possession Bylaws, Operating Rules, and all Club records (or otherwise confirm the location of these records).

Section 4. Membership Secretary. The Membership Secretary shall:

- a. Maintain current membership records on that computer and software provided by the Club and provide the Executive Committee with up to date membership records and Discipline Chairman with access to such records.
- b. Receive and process applications for membership or renewals of membership including receipt and timely processing of all dues and application fees.
- c. Regularly back up the computer database, copy that database, and provide a copy on secondary media to the Executive Committee as arranged with the Executive Committee.
- d. Report to the Executive Committee and members the status of applications, memberships, including executive key assignments.

Section 5. Treasurer. The Treasurer shall:

- a. Receive and account for all funds as directed or authorized by the Club, disburse Club funds for payment of routine Club expenses such as for utilities and heating, insurance, payments for dues or matches or sanctioning organizations, and disburse other funds as may be authorized by the Executive Committee or Club membership.
- b. Arrange for banking facilities and allow checks to be drawn only by the Treasurer, or by another officer or individual with the Executive Committee’s approval.

- c. Maintain a journal to easily review and verify all transactions of the Club's funds.
- d. Prepare monthly reports or generate information to be presented at the Executive Committee or full membership meetings.
- e. Submit records for an audit of the Club's books as may from time to time be requested by the Executive Committee or Trustees.
- f. Advise the Executive Committee in the preparation of an annual budget.
- g. Prepare or arrange for annual tax documents and any necessary financial reports.

Section 6. Operations Officer. The Operations Officer shall:

- a. Facilitate an activity schedule and conduct overall oversight for scheduled Club activities.
- b. Arrange for the maintenance of range grounds including mowing of grass, tree trimming, and road and other repairs and maintenance.
- c. Arrange for maintenance and supplies for the clubhouse.

Section 7. Trustees.

- a. Duties: It shall be the duty of the Trustees to oversee all activities of the Club, and to report to the Club as a whole any discrepancies in the application of the Bylaws of the Club. It shall also be their duty to check all records of the Club (including the financial and membership records) at least once every three (3) months. The first report of the Trustees shall be due within thirty (30) days after their election. The trustees shall be empowered to attend and observe any and all meetings pertaining to Club activities.
- b. Every year the Club will elect a Trustee to a term of three years. After serving two years, that Trustee becomes the Chairman of the Trustees. After serving the final year, that Trustee becomes a regular member, unless re-elected.

Section 8. Discretionary Duties of Executive Committee. The various duties attributed to the officers presumptively list that officer's duties but that list of duties is not exclusive. An officer's duties shall include those duties as may from time to time be required by the Executive Committee. In addition, minor changes in the duties of the officers shall not require revision of these Bylaws, consistent with that office. Each officer shall possess that skill and knowledge specifically applicable to the office held. The duties of the Executive Committee include oversight of Club finances, including investments.

ARTICLE VIII – COMMITTEES

Section 1. Appointment of Committees. In order to assist the Executive Committee or otherwise implement Club activities the Executive Committee or an officer of the Club, as may be authorized by Club Bylaws or Operating Rules, shall from time to time appoint members to serve in positions including but not limited to as follows:

- a. Discipline Chairman and any committee members
- b. Orientation and Safety Officer and any committee members
- c. ~~Nominating Committee~~
- d. Public Relations Officer and committee.

In addition to the committees described herein or as may be provided by a Club Operating Rule, the Executive Committee may constitute such other committees as deemed necessary for the operation of the Club.

Section 2. Duties of Committee Chairmen. The duties of the Committee Chairmen and Discipline Chairmen shall be as designated by the Executive Committee and may be changed from time to time.

ARTICLE IX - RESIGNATIONS/REMOVAL

Section 1. Resignations. Any Executive Committee member or officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Club. Such resignation shall take effect at the time specified therein or, if no time be specified therein, then at the time of the receipt thereof, and acceptance by the Club shall not be necessary to make such resignation effective.

Section 2. Removal. Any Executive Committee member may be removed, either with or without cause by the affirmative vote of two thirds ($\frac{2}{3}$) of the members of the Executive Committee and two thirds ($\frac{2}{3}$) of the members of the Club present at any regularly scheduled meetings of the Executive Committee and Club or at any special meeting called to include that purpose. Before any vote, the executive committee member whose removal is being considered shall be given no less than ten (10) days written notice of the Executive Committee's intention to consider that Executive Committee member's removal. Upon the affirmative vote for removal by the required number of Executive Committee members, no less than thirty (30) days notice shall be provided to Club members of the Executive Committee's vote concerning potential removal of the affected board member. Further, any Executive Committee member may be removed, without notice, by the affirmative vote of two thirds (2/3rds) of the members of the Executive Committee if said Executive Committee member has failed to attend two (2) prior, consecutive regular meetings of the Executive Committee without justification or cause. After the resignation or removal of an Executive Committee member, that Committee shall seek to fill that vacancy for the remainder of the vacated office's term. Ratification of a replacement Executive Committee member shall require a majority of all Executive Committee members entitled to vote and with any replacement executive Committee member announced at the next regular meeting of the Club's membership.

ARTICLE X - CONTRACTS AND BANKING

Section 1. Authorization of and Execution of Contracts. Unless otherwise provided by law or by the Executive Committee, no officer, agent, or employee has any power of authority to bind the Club by any contract of engagement or to pledge the Corporation's credit or to render it financially liable for any purpose or for any amount.

Section 2. Indebtedness. No loans may be contracted on behalf of or in the name of the Club unless authorized by resolution of the Executive Committee and thereafter ratified by the membership.

Section 3. Checks, Drafts, Similar Payment Orders, and Notes. All checks, drafts, and other orders for the payment of monies out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation must be signed on behalf of the Corporation by the

Treasurer, or in such other manner as may from time to time be determined by the Executive Committee and evidenced by any written resolution of the President and Recording Secretary.

Section 4. 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 Treasurer, with approval of the Executive Committee, may select.

Section 5. Evidence of Corporate Authority. In any circumstance where the authority of the Club to enter into any transaction or perform any lawful activity shall be required to be documented, the signature of the Club President and Recording Secretary shall be sufficient evidence, upon which any individual or entity may rely, that any activity of the corporation is with authority of the corporation.

ARTICLE XI - OPERATING RULES

Section 1. Existing Rules. The existing Operating Rules of the Club reflect the long term operating conditions under which the club has functioned. It shall be the duty of the Recording Secretary to maintain a current version of the Operating Rules which shall include, at a minimum, the Rule and the date approved by the Executive Board and the date approved by club membership. Existing Operating Rules shall remain effective and in force as those rules exist as of the effective date of these Bylaws.

Section 2. Change of Operating Rules. Unless otherwise provided in an Operating Rule or a specific reference to that Rule, Operating Rules may be changed only after an affirmative vote of the Executive Board and a sixty percent (60%) majority of the members of the Club present at the meeting and after notice of that change has been provided to membership as required by these Bylaws. The process for Club consideration of any change of an Operating Rule shall be the same as that process for amendment of these Bylaws.

Section 3. Exception – Immaterial Change. In the event the Executive Committee determines that change or addition of the Club's Operating Rules would result in an immaterial modification of Club members use and enjoyment of Club property, participation in Club activities, or operation of the Club then such an Operating Rule may be changed or added as the Executive Committee in its reasonable discretion shall determine and thereafter announced at the Club's next membership meeting and published on the Club's website and any newsletter; provided that upon petition by no less than ten percent of all Club members in good standing (determined at the time of the Executive Board's action) then that change to any Operating Rule shall require the affirmative vote by Club membership for continued application of that Operating Rule. Further, until that operating Rule is approved by Club members as required by these Bylaws, that Operating Rule shall not be enforced or applied to Club activities.

ARTICLE XII – COMMUNITY INTERACTION

Section 1. Range Hours. Consistent with the Club's purposes and goals and use of the Club in a predictable manner and consistent with use of Club property and hours of operation reported to Zoning Authorities of White County incidental to Club's request for and receipt of a special exception for a portion of the Club's property, firearms may be discharged on Club property only from 8:00 a.m. to 10:00 p.m.

Section 2. Prohibition of Automatic Fire. No firearm will be fired on Club property at any time in full automatic fire.

ARTICLE XIII - GENERAL PROVISIONS

Section 1. Seal. The organization may have a seal which may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 2. Indemnification. To the extent permitted by law, the organization shall indemnify any one or more of its officers or former officers against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending, or completed action, suit, or proceeding, or any inquiry or investigation, or if one or more officers was, is, or is threatened to be made a defendant or a respondent by reason of his serving as officer of the organization.

The organization shall reimburse to any officer named a defendant or a respondent in any proceeding by reason by his holding office, reasonable expenses of such suit or proceeding if the officer has been wholly successful, on the merits, or otherwise, in defense of such proceeding or if, upon a majority vote of those members of the Executive Committee not involved in the proceedings or upon any other determination permitted by the Indiana Nonprofit Corporation Act and any related statutes, it is determined that the officer or former officer,

- (a) conducted himself in good faith;
- (b) reasonably believed, in the case of conduct in his official capacity, that his conduct was in the organization's best interest;
- (c) reasonably believed, in all other cases, that his conduct was at least not opposed to the organization's best interest; and
- (d) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 3. Distribution of Income Prohibited. No part of the income of the organization shall inure to the benefit of or be distributed to any of its Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any other activities not permitted,

- (a) by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States internal revenue law) or
- (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 as amended (or the corresponding provision of any future United States internal revenue law.)

Section 4. Gender Neutral. By use of any masculine, feminine, or neuter term herein, construction of this document shall use said masculine, feminine, and neuter terms which shall be interchangeable.

Section 5. Compliance With All Laws. Term of these Bylaws and any amendments shall be construed consistent with the Indiana Not-For-Profit Corporation Act, as existing or amended. To

the extent these Articles are inconsistent with any such Act, these Bylaws shall control unless such statute or law is mandatory.

ARTICLE XIV - RESTRICTION UPON DISSOLUTION

Section 1. Restriction Upon Dissolution. Consistent with the previously stated purpose of the Club, the Club shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) of the Internal Revenue Code. In the event this Corporation is dissolved for any reason, the Corporation must distribute the Corporation's assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, Indiana, or a person that is recognized as exempt under Section 501(c)3 of the Internal Revenue Code of 1986, and as presently indicated in I.C. 23-17-2-23 or as that act may be modified or apply in the future. Consistent with this Article, a majority of Club members voting will determine that entity or those entities which shall receive any of the Corporation's assets upon dissolution of the Club. Notice of any proposed dissolution shall be as required by any applicable law and shall further be provided to all Club members as required to amend these Bylaws.

ARTICLE XV – AMENDMENTS

Section 1. Amendments. Any Club member or Club officer may propose an amendment of these Bylaws. The proposed amendment shall be in writing and provided to the Executive Committee no less than ten (10) days before consideration by the Executive Committee. If the proposed amendment is not approved by an affirmative vote of sixty percent (60%) ~~a majority~~ of the Executive Committee, then no further action on the proposed amendment shall be taken, unless the Executive Committee is provided (either before or after the Executive's Committee's vote) with a request signed by at least ten percent (10%) of Club members requesting that Club membership consider the proposed Bylaw.

Upon approval of the proposed amendment by the affirmative vote of a sixty percent (60%) ~~majority~~ of the Executive Committee, or if ten percent (10%) of Club members have requested that the proposed amendment be voted on by Club members, then the proposed amendment along with notice of the Club's intent to consider the proposed amendment at a Club meeting shall be provided by the appropriate Club officer or his designee to all Club members no less than thirty (30) days before Club members vote on the proposed amendment. The affirmative vote of sixth percent (60%) ~~two-thirds (2/3)~~ of Club members present at the Club meeting is required for approval of the proposed amendment.

ARTICLE XVI - NON-DISCRIMINATION

Section 1. Non-Discrimination. It shall be the policy of the Corporation to permit Club membership and participation with Club operation regardless of race, color, gender, religion, national origin, ethnic or social background, and age or class standing.

This (Amendment) to the Bylaws of Wildcat Valley Rifle and Pistol Club, Inc. is adopted on and effective on the date as indicated below, as evidenced by the Minutes of the Corporation and the signature of the following officers of the Corporation.

WILDCAT VALLEY RIFLE AND PISTOL CLUB, INC.

By /s/ _____
Eric Becker President

By /s/ _____
Janet Winslow, Recording Secretary

By signature hereon the above named officers of the Wildcat Valley Rifle and Pistol Club, Inc. confirm that these (Amended) Bylaws were approved by a 2/3 majority of the voting members present at a regular meeting of the Wildcat Valley Rifle and Pistol Club held on the date indicated below and are accordingly effective as of that date.

DATED: _____ WILDCAT VALLEY RIFLE AND PISTOL CLUB, INC.

By /s/ _____
Eric Becker President

By /s/ _____
Janet Winslow, Recording Secretary