

BYLAWS
OF
GREEN RIVER SHOOTING SPORTS PARK

ARTICLE I

Statement of Purpose

The GREEN RIVER SHOOTING SPORTS PARK is incorporated for the express purpose of fostering competitive shooting in the state of Utah by supply the facilities and expertise required to develop competitive shooters. Initially our efforts will focus on, but not be restricted to, training for High Power Rifle Matches, Black Powder Rifle & Pistol, Shotgun - with courses in Trap and Skeet, Standard Pistol and various Archery Courses. It is also our intent to make our facilities available to groups whose objectives are primarily educational, various Law-Enforcement Agencies, *Hunter Safety Education and the Boy Scouts, or any other groups that would fall under these guide lines.* Our facilities are to be available to the general public, except in conjunction with fund raising events and activities intended to recruit new shoots into disciplined competitive shooting.

ARTICLE II

Offices and Fiscal Year

The principal office of the corporation in the State of Utah shall be located in The City of Green River, County of Emery. The corporation may have such other offices, either within or without the State of Utah, as the Executive Committee may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Utah Business Corporation Act to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Executive Committee.

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

ARTICLE III

MEMBERS

Section 1. Classes of Members - The corporation shall have four (4) classes of members, known as Founding Members, Gold Charter, Charter and Annual Class members - Founding and

Gold Charter Class members shall have exclusive voting rights, either in person or by proxy, in matters which affect the control and allocation of resources of the corporation. Gold Charter Class members shall consist of those individuals who are members of the Executive Committee and those individuals who have donated an amount equal to or greater than \$1000 to the corporation. Such donations may be in terms of cash, and/or goods and/or labor deemed by the Executive Committee to be usable by and of equivalent value to the corporation. If the donation is made in the form of goods or labor, the value shall be set at current market value as established and agreed upon by the donor and the Executive Committee. In addition, individuals who have become Charter members through donation of \$500 or more shall be entitled for the remainder of their natural lives to individually use the corporation's facilities without charge or fee, subject to such scheduling as the Executive Committee shall determine. This exemption shall be personal in nature and may not be sold, inherited or otherwise transferred to any other individual or entity whatsoever by any means, nor does it exempt a member from paying those Fees for various Shooting Competitions or other Special Shooting or Fund Raising Activities. Charter members shall consist of those individuals who have donated \$500 to \$999 to the corporation in any of the above described forms. Annual members shall consist of those individuals who have donated \$50 to the corporation in any (1) year period.

Section 2. Annual Meeting. The annual meeting of the members shall be held on the second Wednesday in the month of January in each year, beginning with the year 1998, at the hour of 7 p.m., for the purpose of transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Utah, such meeting shall be held on the next succeeding business day.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Executive committee or any single member thereof or at the request of not less than one-fourth of all the members of the corporation entitled to vote at the meeting.

Section 4. Place of Meeting. The Executive Committee may designate any place, either within or without the State of Utah, as the place of meeting for any annual meeting or for any special meeting called by the Executive Committee. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Utah, as the place for the holding of such a meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Utah.

Section 5. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the Executive Committee, or the Secretary or the officer or person calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership record of the corporation, with postage

thereon prepaid.

Section 6. Membership Record. The officer or agent having charge of the membership record of the corporation shall make, at least seven (7) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of seven (7) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member during the whole time of the meeting. The original membership record shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members.

Section 7. Quorum. A majority of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the members entitled to vote are represented at a meeting, a majority of the members so present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members represented at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxies. At all meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filled with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Executive Committee, except as otherwise provided in the Articles of Incorporation.

Section 2. Number. Tenure and Qualifications. The number of members of the Executive Committee of the corporation shall be no less than Three (3). An Executive Committee Member must be qualified in the shooting discipline, he or she to preside over. Tenure shall be for FOUR (4) YEAR TERMS, members will then be re-elected by Executive Committee.

Section 3. Regular Meetings. A regular meeting of the Executive Committee shall be held

without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Executive Committee may provide, by resolution, the time and place, either within or without the State of Utah, for holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meeting. Special meetings of the Executive Committee may be called by a Member of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Executive Committee called by them.

Section 5. Notice. Notice of any special meeting shall be given at least seven (7) days previously thereto by written notice delivered personally or mailed to each trustee at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of express purpose of objecting to the transaction of any business because 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 Trustees need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of members fixed in Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 8. Vacancies. Any member may resign at any time by giving written notice to the Executive Committee or to the Secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Executive Committee may be filled by the affirmative vote of a majority of the Executive Committee though less than a quorum. A member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any membership to be filled by reason of an increase in the number of the Executive Committee shall be filled by an election at an annual meeting or at a special meeting of the members called for that purpose.

Section 9. Compensation. By resolution of the Executive Committee, the members may be paid their expenses, if any, of attendance at such meeting of the Executive Committee. No such payment shall preclude any member from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Presumption of Assent. A member of the corporation who is present at a

meeting of the Executive Committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered on the Minutes of the meeting or unless he shall file his written dissent to such action with the 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 within two (2) working days after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 11. Informal Action by Executive Committee. Any action required or permitted to be taken at a meeting of the executive Committee may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Executive Committee Members. Such consent shall have the same force and effect as a unanimous vote of the Executive Committee.

ARTICLE V

Officers and Agents

Section 1. General. The officers of the corporation shall be the Executive Committee, a secretary and a treasurer. The Executive Committee may appoint such other officers, assistant officers, committees and agents, including assistant secretaries and assistant treasurers, as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Executive Committee. One person may hold any two offices. In all cases where the duties of any officer, agent or employee are not prescribed by the By-Laws, such officer, agent or employee shall follow the orders and instructions of the Executive Committee.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Executive Committee at the first meeting of the Executive Committee held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Executive Committee whenever in its judgement 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 any officer or agent shall not in itself create contract rights.

Section 4. Vacancies. A vacancy in any office, however occurring, may be filled by the Executive Committee for the unexpired portion of the term.

Section 5. The Secretary and Assistant Secretaries. The secretary shall; (a) keep the minutes of the proceedings of the meetings of the members, Executive Committee; (b) see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; (c) be the

custodian of the corporate seal and the records of the corporation, and affix the seal to all documents when authorized by the Executive Committee; (d) be the custodian of the membership record; (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the Executive Committee. Assistant secretaries, if any, shall have the same duties and powers subject to supervision by the secretary.

Section 6. Treasurer and Assistant Treasurers. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Executive committee. They shall receive and give receipts and acquittances of money paid in on account of the corporation, and shall pay out of funds on hand all bills, payrolls, and other just debts of the corporation of whatever nature upon maturity. They shall perform all other duties incident to the office of treasurer, and upon request of the Executive Committee, shall make such reports to it as may be required at any time. They shall, if required by the Executive Committee, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the Committee, conditioned upon the faithful performance of their duties and for the restoration to the corporation of all books, papers, vouchers, money and other properties of whatever kind in their possession or under their control belonging to the corporation. They shall have such other power and perform such other duties as may be from time to time prescribed by the Executive Committee. The Assistant Treasurers, if any, shall have the same powers and duties subject to the supervision of the Treasurer.

Section 7. Scheduling Committee. Each major competitive shooting organization utilizing corporate facilities shall nominate to the Executive Committee a member of a Scheduling Committee. The Executive Committee shall appoint all members of the Scheduling Committee with such terms of office as the Committee shall deem appropriate. The Scheduling Committee shall have full authority and responsibility for scheduling use of corporate facilities. In the event of conflicts among participating organizations, a final binding decision may be made by a special meeting of the Executive Committee.

ARTICLE VI

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Executive Committee 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.

Section 2. Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name .

Section 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 Executive Committee.

Section 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 Executive Committee may select.

ARTICLE VII

Indemnification of Officers

Walter L. Moldonado
P.O. Box
204 N. Soloman
Green River, UT 84525

Jo Anne Chandler
P.O. Box 481
1100 N Long St
Green River, UT 84525-0481

Ben Coomer
P. O. Box
385 Elberta
Green River, UT 84525

Allen Green

Robert Nelson
P.O. Box
220 N. Solomon
Green River, UT 84525

Scott Robertson
P.O. Box
940 N Long ST
Green River, UT 84525