

By-Laws of KBH ARHCERS

ARTICLE I Place of Business

The place of business of said corporation shall be at 3680 NE Old Belfair Hwy, Belfair, Mason County, Washington 98528.

ARTICLE II Place of Meetings

The place of meetings of the Members shall be as designated by the President of the Organization.

ARTICLE III Meetings of the Membership

Annual Meeting. The annual meeting of club members shall be held one hour prior to the scheduled January Board of Directors meeting. The purpose of the Club Members Meeting will be to elect the Board of Directors and for the transaction of such business as may be required. New directors will be installed at the annual banquet.

Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the Board of Directors, at such time and place as the president or the Board of Directors may prescribe. Special meetings of the membership may also be called by full members in writing and presented to the Board having at least 30 signatures affixed affirming the need for such meeting. In the event that such be the case, it shall be the duty of the President upon request by such members, to call such a meeting of the membership to be held at such time and place as the President may fix, not less than ten (10) nor more than fifty (50) days after the receipt of such request, and if the President shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

Monthly General Membership Meetings. The regularly scheduled monthly General Membership meetings shall be determined under the standing rules unless rescheduled or cancelled by the Board of Directors. The

monthly scheduled general meeting of the members shall not require notice of the purpose or purposes for which the meeting is called, as is herein provided in the case of special meetings. The February general meeting will be the February banquet.

Notice of Special Meetings. In the case of monthly general meetings of the members or directors, written or printed notice stating the date, place, and hour of the meeting, shall be required only if the date, place, or hour are different from that called for in these Bylaws.

Quorum. Voting members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Proxies. At any membership meeting, any member may vote by proxy executed in writing by him/her, which proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote of the active member is to be cast.

ARTICLE IV Board of Directors & Officers

The management of the affairs of the Corporation shall be vested in the Board of Directors, consisting of 5 to 9 Members, the number being set by the Board. The Directors shall be elected at the annual meeting of the Members by a majority vote of the Members present. Members of the Board of Directors must be Members of the corporation. In addition to the powers and authority conferred upon the Board of Directors under these Amended By-Laws, the Board of Directors may exercise all such powers and do all such lawful acts and things as are not, by statute or by Articles of Incorporation or by these By-laws, directed or required to be exercised or done by the Members.

Any vacancy in the Board of Directors whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors at a meeting called for that purpose and the Director so appointed shall hold office for the remainder of the term of his predecessor and until his successor shall be elected and qualified.

Regular meetings of the Board or special meetings may be held upon call of the President of the Board of Directors, or by the Vice President in the absence of the President or by any two Members of the Board. At each regular meeting, the next meeting shall be scheduled and non-attending Directors shall be so advised. Special meetings may be called by the President upon seven (7) days advance notice. However, in the event of a bona fide emergency, such advance notice may be dispensed with, provided reasonable attempts are made to notify all board Members.

A quorum shall consist of a majority of the board and all decisions shall be by a majority of those present at a meeting called for that purpose. No compensation shall be provided for the Board, except in extraordinary circumstances, and approved by the Board.

The duties of the Board of Directors shall be:

To borrow from any source, money, goods or services and to make and issue notes and other negotiable or nonnegotiable instruments evidencing indebtedness of the corporation; to make and issue mortgages, deeds of trust, pledges of revenue, security agreements and financing statements, and other instruments evidencing a security in the assets of the corporation; and, to do every act and thing necessary to effectuate the same.

To set policy for financial controls and procedures to minimize the risk of loss of funds and critical assets.

To select one or more banks to act as depositories of the funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation and the form of checks and the persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

To provide for adequate insurance to protect the corporation, as it sees fit, including, but not limited to, Liability Insurance.

Meetings of Board of Directors:

Annual Meeting. The annual meeting of the Board of Directors shall be held the third Thursday in January for purposes of deciding officer positions, and for other business as may come before the Board of Directors, including but not limited to annual financial report, budget, plans and programs for the next year.

Special Meetings. Special meetings of the Board of Directors may be held any time, at any place, whenever called by the President, or any two or more directors.

Monthly Meetings. The board shall meet monthly, on the third Thursday of each month (except for September), for the purpose of conducting business. Business will not be conducted by the board at monthly general meetings, unless a special meeting is called.

Notice of Meetings. No notice of the annual or monthly meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, at the direction of the President, or by the person or persons calling the meeting, by mail, telegram, e-mail or by personal communication over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held.

Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers.

Officers Enumerated. The officers of the corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the voting members, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the office of president. Any person holding two or more offices shall have one and only one vote on all matters brought before the board. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe. See Standing rules for terms of office.

The President. The president must be a director of the corporation. He/she shall exercise the usual executive powers pertaining to the office of president. He/she shall preside at meetings of the Board of Directors and of the membership, appoint special committees and be the ex-officio member of all standing committees.

The Vice-Presidents. Are selected by the Board of Directors. Specific descriptions and duties of the Vice-Presidents are enumerated in the Standing Rules.

The Secretary. The secretary must be a director of the corporation. It shall be the duty of the secretary to keep records/minutes of the proceedings of the Board of Directors, to prepare and send notices of meetings to the members, to conduct correspondence for the corporation as directed, to file all documents and correspondence, and to carry out all other duties delegated by the Board of Directors.

The Treasurer. The treasurer must be a director of the corporation. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, he shall perform all duties incident to the office of treasurer.

Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed; provided, that election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE V Membership

The membership of KBH Archers shall consist of voting members who are natural persons who have reached the age of majority are in good standing as defined in the KBH Standing Rules.

Club Standing Rules shall also provide for other classes of members for purposes of carrying out the KBH objective of promoting archery, sportsmanship and a diverse membership.

ARTICLE VI Standing Rules

The Standing Rules of KBH Archers shall contain matters related to these articles where referenced and the rules, requirements and guidelines for the conduct of the corporation's members. The Standing Rules can be modified by a simple majority vote of the entire Board of Directors.

ARTICLE VII Limitation of Directors' Liability

A Director shall have no liability to the corporation or its Members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation of law by the Director, or for any transaction from which the Director was to or did personally receive a benefit in money, property, or services to which the Director is not legally entitled. If Washington law authorizes corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by Washington law.

ARTICLE VIII Indemnification of Directors & Officers

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the corporation or, the basis of such proceeding is alleged action in an official capacity as a Director, Officer, employee or agent or in any other capacity while serving as a Director, Officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law, against all expense, liability and loss including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, that except with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section shall be a contract right and shall

include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified.

No right of indemnification or right to be held harmless hereunder shall exist for any acts which involve intentional misconduct, or knowing violation of the law, or any transaction from which the person was to or did personally receive a benefit in money, property, or services to which the person is not legally entitled.

ARTICLE IX Finance & Administration

Annual Dues. Dues will be set by the Board of Directors annually and the amounts and structure of the dues will be listed in the standing rules.

Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30.

Loans Prohibited. The corporation shall make no loans to any officer or to any directors.

Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office a register of the names and addresses of its members entitled to vote. Any member or patron, or his agent or attorney, for any proper purpose at any reasonable time, may inspect all books and records of the corporation.

Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedures, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

Financial Policies. The savings account and checking passbook(s) shall be in the possession of the current Treasurer. The names of the current President, out-going President, and Treasurer shall be on the signature authorization card. The Treasurer's signature alone shall be required on all checks written against the KBH Archers checking account. In the absence of the Treasurer, the President's signature alone shall be required on all checks.

Ballot Procedures. Ballots will accompany meeting notices and may be delivered by Hand, Postal Service, e-mail or other electronic medium.

1. Items requiring approval of the membership only shall be included in the notice of meetings.
 - a. A ballot shall be enclosed with the meeting notice.
 - b. Ballots will be collected and counted after discussion of the issue(s).

2. Nominations of directors shall be closed at the December meeting. Nominations must be accompanied by an acceptance in writing. Ballots for election of directors shall be enclosed in the notice for the annual full voting membership meeting. Ballots shall be counted at that meeting. Directors will be elected by a simple majority of votes cast. Ties will be broken by a simple majority of the voting members present.

Tournaments & Awards. Tournaments and awards are set forth in the standing rules

ARTICLE X Actions by Written Consent

Any corporation action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington to be taken at a meeting of the members or directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, 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.

ARTICLE XII Vacant