

**BYLAWS
of**

SNOWSHOE GUN CLUB, INC.

ARTICLE I - GOVERNING LAWS

Section 1. Adoption. These Bylaws are adopted by Snowshoe Gun Club, Inc., an Alaska nonprofit corporation having been approved as a section 501(c)(7) entity by the Internal Revenue Service, for the regulation and management of its affairs, thereby revoking any and all bylaws previously adopted. In the event that any of these Bylaws are inconsistent with the Articles of Incorporation or the Internal Revenue Code, the Internal Revenue Code shall govern first and thereafter the Articles shall govern.

Section 2. Purpose. The corporation is organized exclusively for the purpose of providing a gun club as a social club with a public purpose under Section 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. The corporation shall have the purposes or powers as are stated in its Articles of Incorporation and in these Bylaws, and such powers as are now or may be granted hereafter by the Alaska Nonprofit Corporation Act, or any successor legislation in furtherance of the primary purpose, which are not inconsistent with Section 501(c)(7) of the Internal Revenue Code. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE II - OFFICES AND AGENCY

Section 1. Principal Office. The principal office of this corporation shall be located at such place as the Board of Directors from time to time may designate, within the central Kenai Peninsula Borough of the State of Alaska .

Section 2. Registered Office. The registered office of this corporation is the corporation's address as registered with the State of Alaska from time to time. The corporation shall continuously maintain a registered office. The registered office of this corporation is the same as the street address of the corporation's registered agent.

Section 3. Registered Agent.

A. Purpose and Duties. The registered agent of this corporation is that person or entity upon whom any process, notice or demand, required or permitted by law to be served upon the corporation, may be served. The registered agent shall immediately

forward a copy of any process, notice or demand served on the registered agent to the President of the corporation.

B. Appointment. A registered agent shall be an individual resident of the State of Alaska appointed by the Board of Directors, and shall serve until a new registered agent is appointed. A new registered agent shall be appointed if the office becomes vacant for any reason, or the agent becomes disqualified or incapacitated to act, or if the corporation, through its Board of Directors, revokes the appointment. The Board of Directors shall ensure that notice of a change of the registered agent or registered office is submitted to the appropriate state agency.

ARTICLE III - MEMBERSHIP

Section 1. Members. The corporation shall have two (2) classes of members:

A. Shooting Members: Any person who is at least 18 years of age and who is not prohibited by state or federal law from possessing a firearm, who pays the annual fee set by the directors to obtain a gate key and signs acknowledgment of having read and agreed to abide by the club rules shall be a Shooting Member. Shooting Members are also regular members as referred to in these bylaws.

B. Voting Members:

1) Any person who is a Shooting Member in good standing may become a Voting Member by:

i) completing a form approved by the Board which identifies an email or mailing address which the person has designated to be used for transmitting of notices of meetings and the like, whether or not that address is in the name of such person; and

ii) paying the nominal administrative fee set by the directors to cover the applicable administrative costs associated with being a voting member, including adding the name of that person together with appropriate contact information to the official records of the Club identifying Voting Members and preparing mail or electronic mailing lists; and

iii) signing a pledge of good faith and general intent to attend annual and special meetings of the members entitled to vote in person or by proxy.

2) Shooting Members in good standing may become voting members by complying with the above stated requirements at anytime before an annual or special meeting or during any such meeting at the time specified in the agenda for that meeting.

Section 2. Meetings of the Regular and Voting Members.

A. Annual Meetings: The Board of Directors shall set an annual meeting of Regular and Voting Members for the purpose of making reports of activities and financial or other reports and to present the proposed budget for comment or non-binding advisory vote of all members, and for elections of directors by the Voting Members, and to conduct such other business as may be set forth in the agenda.

B. Special Meetings: The Board of Directors may set such special meetings of all regular and voting members or for voting members only, as the Board determines to be necessary or appropriate.

C. Location, Date and Hour. The location, date and hour of annual meetings of the members and for special meetings of all members and for special meetings of the voting members, together with the agenda of matters to be put before the members at such meetings shall be determined by the Board of Directors.

Section 3. Notice of Meetings of Members:

A. Notice of Place, Date and Hour: Notice stating the place, date and hour of any meeting of regular members, stating whether it is an annual or special meeting, shall published not less than 10 days or more than 50 days before the meeting in a newspaper of general circulation in the central Kenai Peninsula. In the case of special meetings, the published notice shall designate a web site where the purpose or purposes for which the meeting is called may be found.

B. Notice to Voting Members. Notice of annual meetings or of special meetings to members entitled to vote shall be given not less than 10 days or more than 50 days before the meeting electronically to the email address or by regular mail to the mailing address provided by that member. Notice to members entitled to vote shall provide a copy of the agenda or designate a web site where such agenda may be found.

ARTICLE IV - DIRECTORS

Section 1. Management. The Board of Directors is vested with the management of the affairs of this corporation.

Section 2. Qualifications. Any regular member in good standing who is not an employee of the corporation may become a Director upon election or appointment as provided in these bylaws. Each member of the board must provide an email address of

record, whether it is their own email address or the email address of some other person or entity where messages can be taken for that board member.

Section 3. Number of Directors. The number of directors of this corporation shall be no less than five (5) and no more than thirteen (13) as established by Resolution of the Board of Directors to be effective at the next annual meeting.

Section 4. Term of Office. The directors shall be elected for a term of three (3) years, and shall serve until a successor is qualified and elected; except that the terms shall be staggered so that one-third (1/3) of the members of the Board shall be elected each year. The Board of Directors shall set the seats and staggered terms of the successor Board of Directors by resolution and any resolution by a successor Board of Directors increasing or reducing the number of directors shall set the seats and staggered terms of additional or reduced number of directors.

Section 5. Nominations. Any regular member may be nominated from the floor by any regular member for election as a director. The Board of Directors may also nominate any regular member or members for election. Nominations shall be made at the annual or special meeting for election of Directors.

Section 6. Election of Directors. Directors shall be elected by the majority of the Voting Members present at the annual meeting, or any special meeting called for that purpose, where a quorum is present, to serve for the term or the remainder of the term for any vacant seat.

Section 7. Vacancy.

A. Appointment or Election. Any vacancy occurring on the Board of Directors shall be filled by appointment by the Board of Directors at their next regular or special meeting to serve until the next annual meeting of members, at which time the seat shall be filled by vote of the voting members. The newly elected board member filling a vacant seat shall serve for the unexpired term of that seat. A newly elected Board member occupying a seat created by an increase in the number of directors shall serve the term established for that seat.

B. Declaration of Vacancy. At any meeting with a quorum present, by majority vote of the Board members present, the Board of Directors shall declare vacant the seat of any Board member who has four un-excused absences from meetings of the Board within any consecutive twelve month period. Excused absences would include, but not be limited to, work schedules, vacations, work or profession educational events, medical issues with the member or family, and hunting or fishing trips.

Section 8. Resignation and Removal. A director may resign from the Board of Directors, by delivering, mailing, or emailing a letter or notice of resignation to the president, secretary or other director, which shall be effective upon the date specified in the letter or notice of resignation, or upon receipt of the letter or notice of resignation if no date is specified in the letter of resignation, or upon oral notice to any board member. Any director elected or appointed to office may be removed by the majority of Board of Directors whenever in its judgment the best interest of this corporation will be served, which shall be effective on the date of Board action to remove the director.

Section 9. Meetings of Directors.

A. Location. Meetings of the Board of Directors shall be held at the principal or registered office of this corporation or at the place designated by the Board, except as provided by Section 10(B).

B. Annual Meeting. An annual meeting of the Board of Directors shall be held within 30 days of the annual meeting of the members, at a time and place set by agreement of the majority of the Board. The purpose of the annual meeting is elect Officers, and to transact any other business of the corporation.

C. Special Meetings. A special meeting of the Board of Directors may be called by the president or vice-president in the absence of the president; or the secretary; or by two members of the Board of Directors.

Section 10. Notice of Meetings. Notice of the time, date and place of meetings of the Board of Directors shall be made by email except where a successor meeting is established before adjournment of any meeting of the Board or immediately after adjournment the annual meeting of members.

Section 11. Board Quorum and Action.

A. Quorum. A majority of the Board of Directors, which includes the President or the Vice President in the absence of the President, shall constitute a quorum for the conduct of all business. The act of a majority of the directors present at a meeting at which a quorum is present, by motion or resolution, shall be the act of the Board of Directors, unless a greater number is required under the provisions of the Alaska Nonprofit Corporation Act, the Articles of Incorporation, or any provision of these Bylaws. The Board may by resolution establish rules to govern the conduct of Board meetings.

B. Action Without Meeting. Any Board action required by law or under the Articles of Incorporation of this corporation, or these Bylaws, or any action which otherwise may be taken at any Board meeting, may be taken electronically by a quorum of the Directors , without a meeting, provided that notice of the action to be considered is sent to all directors electronically at least 24 hours prior to the vote on such action.

C. Resolution Form. Any Board action required or allowed to be taken by resolution under the Articles of Incorporation, or these Bylaws, shall be reduced to writing in written resolution format for permanent records.

Section 12. Responsibilities of Board. The Board of Directors has the following responsibilities and duties:

A. Corporate Operations.

1. Review and evaluate the corporation's operations plan and services provided by the corporation during the year and make a report to the members at the annual meeting of members.

2. Develop the proposed operations plan for the next year and Report to and take suggestions from the members at the annual meeting of members and to establish the final operations plan for the new year during the first quarter of the new year.

B. Budget and Financial Report.

1. Develop the annual financial report to be presented to the members at the annual meeting of members.

2. Establish a proposed corporate budget for the next year and present to the members at the annual meeting for comment or non-binding advisory vote of all members present, which shall be finalized within 30 days of the annual meeting of the members.

C. Election of Officers. Elect or appoint officers as provided in these bylaws.

D. Policies, Procedures, and Rules Regarding Club Facilities. The Board shall periodically review and evaluate, and establish, modify or repeal, governing policies, procedures, and rules by Resolution, as appropriate:

1. For the use of club facilities, property, or other assets; and

2. For the construction, maintenance, repair, or modification of club facilities, property, or other assets as appropriate.

E. Employees. Employ such employees as may be provided for in the annual budget.

F. Contract Services. Engage such contract services as may be appropriate to carry out projects established in the budget or as otherwise may be requested to improve, maintain and protect club property or other assets, or to provide professional services as appropriate.

G. Other. Any other duties as may be appropriate or authorized by law.

Section 13. Executive Committee Of The Board.

A. Authority. There is established an Executive Committee of the Board of Directors which shall have the powers and duties to meet and take action on behalf of the Board of Directors to the extent allowed by law when emergency or time sensitive matters arise and a quorum as required by Section 10(A) cannot be convened.

B. Composition of the Executive Committee. The Executive Committee shall be comprised of the following in the order presented below:

1. The President or Vice President in the absence of the President, the Secretary, and two other members of the Board, whether or not officers; or
2. The Secretary and three other members of the Board, whether or not officers.

C. Report and Ratification. All actions taken by the Executive Committee must be reported to the full Board of Directors at the next regular Board meeting for ratification or modification as appropriate.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of this corporation shall consist of President, Vice-President, Secretary; and Treasurer, all of whom must be elected from the Board of Directors.

Section 2. Election / Appointment of Officers/Terms. The officers of this corporation shall be elected for the term of one year by the Board of Directors at their first meeting after the annual meeting of members. Each officer shall remain in office until a successor has been qualified and elected. In the event of a vacancy during the term of officers, the Board may appoint a successor to serve out that term.

Section 3. Duties. The duties of the Officers are as follows:

A. President/Vice President. The president's duties are as follows: (a) call and preside at Board meetings; (b) subject to the control of the Board of Directors or Board committees, supervise and control the affairs of the corporation; (c) present a detailed report of the business affairs of the corporation at the annual meeting of members; and (d) perform any other duties incident to such office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be assigned by the Board of Directors. The vice-president shall perform the president's duties in the absence of the president.

B. Secretary. The secretary's duties are as follows: (a) ensure that minutes are kept of all meetings of the board of directors and the annual and special meetings of the members; (b) be the custodian of the corporate records; (c) ensure that membership rolls are established and maintained; (d) ensure that all notices are given as required by law or by these Bylaws; (e) ensure that documentation required by State or federal law for the corporation is filed in a timely and complete manner; and (f) perform any other duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors.

C. Treasurer. The treasurer's duties are as follows: (a) be responsible for all funds of the corporation and ensure that such funds are deposited as required by the established Policies and Procedures or by the Board of Directors; (b) ensure that adequate and correct accounts of the corporation's properties and business transactions are kept; (c) render reports and accounting as required by the Board; (d) complete such accounting or financial documentation as may be required by the firm or person hired or engaged to complete the IRS Form 990 each year; and (e) perform any other duties incident to office of treasurer and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors.

Section 4. Removal From Office. Any officer elected or appointed to office may be removed by the Board of Directors whenever the best interest of this corporation will be served. Such removal shall be without prejudice to any contract rights established by the officer so removed. Removal from such office does not constitute removal from the Board.

ARTICLE VI - COMMITTEES

Section 1. Committees. Board committees may be established by these Bylaws or by resolution of the Board of Directors. For each committee so established, the powers and duties, and operating procedures, shall be established in the Bylaw or resolution establishing such committee.

Section 2. Committee System. If the Board of Directors establishes committees, the Board may utilize a committee system, meaning that matters to be considered by the Board for action may first be referred to an appropriate committee for consideration and recommendation. Referral to a committee is not required, and the Board may consider and act upon any business without committee referral or may remove any matter from a committee and consider and act upon such matter without committee recommendation.

A. Assigning Resolution. The resolution assigning matters to a committee shall identify the existing committee or create such new committee as may be appropriate; shall identify the matters referred as completely as possible; identify resources which may be utilized; designate the committee chair; designate the composition of the committee if a specific composition of the committee is required; and identify the source of information to be reviewed, which may include polling, suggestions or testimony of regular members by shooting preference or age, or other grouping, individually, or at an annual or special meeting of members, as well as research of written material, interviews or otherwise as provided by the assigning resolution.

B. Committee Reports . Committees shall make reports to the Board of Directors, advise the Board of Directors, or perform any other duty assigned by the Board of Directors.

Section 3. Appointment to Committees. Except as otherwise provided in this Bylaws, the committee chairpersons shall be appointed by the Board when the committee is formed or upon a vacancy of a committee chairperson. All other members of the committee may be appointed by the chairperson from the roster of members unless the Referral Resolution specifies the composition of the committee. The President may designate any board member to participate as an ex officio member of any committee.

ARTICLE VII - GENERAL CORPORATE MATTERS

Section 1. Nonliability of Directors, Officers, Employees or Members. No person or entity, merely by virtue of being a member, director or officer of the corporation, shall be liable for the debts, liabilities or obligations of the corporation.

Section 2. Nondiscrimination. The corporation, and its officers, directors, employees and agents shall not discriminate against any person because of race, sex, age, color, national or ethnic origin, handicap or family status.

Section 3. Indemnification. The corporation indemnifies the current and former directors, officers, employees and members of the corporation against any expenses actually and reasonably incurred by that person or entity in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party merely by reason of being or having been a director, officer, employee or member, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties. The corporation may purchase such policy or policies of ‘Cost of Defense’ insurance as deemed appropriate by the Board of Directors.

Section 4. Fiscal Year. The fiscal year of this corporation is January 1 to December 31.

Section 5. Corporate Transactions. No application, bid, contract, transaction or instrument, whether verbal or in writing, or any term therein, shall be executed on behalf of the corporation or shall be effective to bind the corporation, without prior approval by Board Resolution.

Section 6. Insurance.

A. Liability Insurance Regarding the Use of Firearms. The corporation shall obtain and keep in full force and effect such policy or policies of liability insurance as the Board may require regarding activities involving the use of firearms, and including archery if applicable.

B. Liability Insurance for Officers and Directors. The corporation may obtain and maintain directors and officers liability insurance as approved by the Board of Directors.

C. Cost of Defense Insurance. The corporation may obtain and maintain such ‘Cost of Defense’ insurance as the Board deems necessary or appropriate.

D. Other Insurance. The corporation may obtain other insurance policies, as necessary to protect the interests of the corporation.

E. Budgeted Item. All insurance policies shall be identified in a specific line item of the budget, with identification and explanation by footnote, except that new

coverage authorized by Resolution of the Board after the annual meeting of members, whether or not included in the adopted budget for that fiscal year, shall be reported specifically during the next annual meeting of members.

Section 7. Signature Authority.

A. Checks or Payment of Money. Except as otherwise provided by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation shall be signed by the President and Treasurer, however, this shall not prevent the Board of Directors from establishing a petty cash fund or other funds to be managed as directed by the Board.

B. Contracts. Contracts, leases, or other such instruments executed in the name of and on behalf of the corporation shall be signed by the President or the Vice President in the absence of the President, and countersigned by the Secretary; and shall have attached copies of the resolutions of the Board of Directors, certified by the Secretary, authorizing their execution.

Section 8. Corporate Records. The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors, individual committees, and members. The corporation shall keep at its principal office a record giving the names, addresses, other contact information, and status (as voting or non-voting member) of its directors, officers and members (referred to herein as the “membership roll”).

Section 9. Access to Records.

A. Directors and Officers. All books and records of this corporation may be inspected by any director or officer or their agent or attorney, at any reasonable time.

B. Voting Members. Voting members or their agent or attorney wishing to inspect any book or record of the corporation regarding activity occurring during the year or years that such member became a voting member at or before the annual meeting of members for the year or years for which inspection is requested, must make such request in writing, identifying the document or documents to be inspected. The official custodian of such document or documents shall establish the time for such inspection. The cost of copies shall be born by the person making the request.

C. Regular Non-Voting Members. Because none of the officers or directors are paid, and all are volunteers, and the time necessary to produce records must be done during such time that the official with such records would otherwise not be engaged in the

business of the corporation, regular non-voting members or their agent or attorney and voting members or their agent or attorney seeking inspection of books and records regarding corporation activity occurring during any year or years that such member was not a voting member or who became a voting member after the annual meeting of members, wishing to inspect any book or record of the corporation, must make such request in writing, identifying the document or documents to be inspected and the reason or reasons that the requesting member needs to inspect such records. The Board of Directors shall determine whether the request is reasonable under the circumstances, and shall determine the reasonable cost and fees to be paid by the person making the request.

D. Establishment of Time For Inspection. Except as provided in subsection “C” above, the official custodian of such document or documents to be inspected shall establish the time for such inspection, and the actual cost of copies shall be born by the person making the request except where cost of copies has been established in the Policies and Procedures.

Section 10. Stock, Income and Dividends. This corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this corporation shall be distributed to its directors, officers or members. However, the corporation may reimburse reasonable expenses incurred by any Director, Officer or member incurred in the furtherance of corporate business as authorized by Resolution in the absence of written corporate policy. The Board of Directors may establish by resolution a corporate policy regarding advancement or reimbursement of such expenses.

Section 11. Loans. The corporation shall make no loans to any of its directors, officers, members, employees, agents or any other person or entity.

Section 12. Code of Ethics Policy. The Board may establish a code of ethics to govern actions of Board members, officers, committee members, employees and agents of the corporation. Violation of a provision of the written Board-approved code of ethics may be grounds for removal from office, employment or position.

Section 13. Confidentiality.

A. Generally. Recognizing that confidential matters may from time to time come before the Board, all Board members, officers, and employees of the corporation are subject to the provisions of the Alaska Laws and Board Policy governing confidentiality, to the extent they apply to the corporation and its directors, officers, employees and members.

B. Membership Lists. Lists of members or membership lists and personal information contained in such lists is confidential, and shall not be disclosed except to

members of the board or special committees for official use. The Board may develop policies and procedures for disclosing to a Law Enforcement Agency whether or not a specifically named individual is a shooting member.

C. Penalty. Financial liability established by arbitration, mediation, or the judgment of a court or administrative body, and cost of defense resulting in a finding of such financial liability, resulting from a violation of confidentiality, shall be born by the person violating this section. A violation of the provisions of such laws or policies may be grounds for dismissal from office, employment or membership, as determined after hearing by the Board of Directors or special Committee convened for that purpose.

Section 14. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation of this corporation, or these bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to giving of such notice.

Section 15. Change of Director or Officer. The Board of Directors shall ensure that notice of a change of director or officer is submitted to the appropriate state agency, if required.

Section 16. Conflict of Interest. No officer or board member of the corporation may have any financial interest, either directly or indirectly, in their own name or in the name of any other person, association, trust or corporation, in any business of the corporation of which such officer or Board member may be called upon to act or vote, nor may any officer or board member represent, either as agent or otherwise, any person, association, trust or corporation, with respect to any application or bid for any contract or work in regard to which such officer or board member may be called upon to vote without prior notice to and approval by the remaining members of the Board of Directors. Notice of such act or action shall be included in the annual report to members. No officer or board member may take or receive, or offer to take or receive, either directly or indirectly, any money or other thing of value as a gift or means of influence in their vote or action in their official character. The Board may adopt a conflict of interest policy as necessary to effectuate this section.

ARTICLE VIII - DISSOLUTION

The corporation may dissolve and wind up its affairs in compliance with the Internal Revenue Code, Alaska Nonprofit Corporation Act, the Articles, and these Bylaws.

ARTICLE IX - AMENDMENT

Section 1. Powers. The power to alter, amend or repeal these bylaws, or to adopt new bylaws, is vested in the Board of Directors.

Section 2. Procedure. Amendments may be made at any regular meeting of the Board provided that the proposed amendment was presented to the Board at a meeting prior to the meeting at which a vote on the amendment is sought. Amendments may only be adopted by positive vote of not less than two-thirds (2/3) of the Board members serving at the time the amendment is voted on.

Section 3. Effective Date. The effective date of any amendment to the bylaws shall be the date of adoption of the amendment or such later date as provided in the amendment.

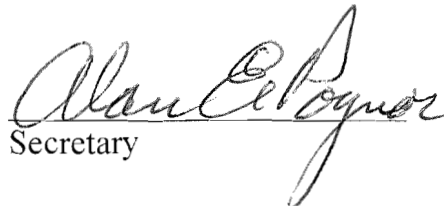
ARTICLE X - EFFECTIVE DATE

These Bylaws are effective as of February 1, 2010.


President

SECRETARY'S CERTIFICATE

The Secretary of the Corporation hereby certifies that the above Bylaws were adopted by the Corporation's Board of Directors by resolution and affirmative vote of not less than two-thirds (2/3) of the total members of the Board of Directors at the meeting held on February 1, 2010.


Secretary