

RESTATED
BYLAWS
OF
WISCONSIN TRAPSHOOTING ASSOCIATION, INC.

R E S T A T E D
B Y L A W S
O F
W I S C O N S I N T R A P S H O O T I N G A S S O C I A T I O N , I N C .

B Y L A W I . I D E N T I F I C A T I O N

Section 1.01 Name. The name of this corporation is Wisconsin Trapshooting Association, Inc. (the “corporation”).

Section 1.02 Principal Office. The principal office of the corporation shall be located in the Town of Bradley, County of Lincoln, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.03 Registered Agent and Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the corporation, by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

B Y L A W I I . M E M B E R S

Section 2.01 Membership. There shall be one class of members. A person, whether an individual or an entity, may become a member if he or she is a member of the Amateur Trapshooting Association of America and a resident of Wisconsin. All memberships are contingent upon continued membership in the Amateur Trapshooting Association of America and residency in Wisconsin.

Section 2.02 Annual Meeting. The annual meeting of the members of the corporation shall be held during the Annual State Tournament, at such time and place as may be designated by the Board of Directors, for the purpose of nominating directors and for the transaction of such other business as may come before the meeting. The election of directors shall be held on the day herein designated for any annual meeting of the members.

Section 2.03 Special Meetings. Special meetings of members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of

Directors or by the person designated in the written request of not less than ten percent (10%) of all the members entitled to vote at the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof. Notice of any special meetings shall be given in the same manner provided in Section 2.05 of these Bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special members' meeting.

Section 2.04 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. 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 Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

Section 2.05 Notice of Meeting. Except as otherwise provided in this Section, written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by e-mail or by posting the notice on the corporation's website, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If a purpose of a meeting is to discuss the amendment of these bylaws, the written notice shall be delivered thirty (30) days before the date of the meeting. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the corporation, with postage thereon prepaid.

Section 2.06 Quorum. Except as otherwise provided in the Articles of Incorporation, 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 a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number or voting by classes is required by law or the Articles of Incorporation. Though less than a quorum of the members are represented at a meeting, a majority of the members so represented 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.

Section 2.07 Conduct of Meetings. The President, and in the President's absence, the President's designee, and in their absence, any person chosen by the members present, shall call the meeting of the members to order and shall act as chairman of the meeting. The Secretary of

the corporation shall act as secretary of all meetings of the members, but, in the Secretary's absence, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 2.08 Voting. Each member shall be entitled to one vote upon each matter submitted to a vote of the members.

Section 2.09 Waiver of Notice of Members. Whenever any notice is required to be given to any member of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Nonstock Corporation Law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting.

Section 2.10 Action by Written Consent. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to 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 members entitled to vote on the matter.

BYLAW III. BOARD OF DIRECTORS

Section 3.01 General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be not more than fifteen (15) nor less than three (3).

Section 3.02 Nomination and Election of Directors. The annual meeting of the Board of Directors shall take place at the Annual State Tournament. At the annual meeting of the Board of Directors, the then members of the Board of Directors of the corporation shall meet for the purpose of electing successors to directors whose terms are then to expire, and for the purpose of electing new directors. The newly elected directors shall not take their positions until the end of the Annual State Tournament. Nominations for directors shall be made by the members of the corporation as provided below. Nominations may also be made by any member of the Board of Directors who is present, in person.

Section 3.03 Qualification/Removal From and Resignation of Office. Each director shall be an individual. The currently serving directors shall fulfill their remaining terms. All future directors shall serve a two-year term.

(a) The corporation has divided the state of Wisconsin into four zones, the Northeast Zone, the Northwest Zone, the Southeast Zone, and the Southwest Zone. One director from each zone shall be nominated by a majority of the members in attendance at a respective zone's Annual State Zone Shoot Championship.

(b) A majority of members in attendance at the Annual State Tournament shall nominate three members to be state Amateur Trapshooting Association of America (“A.T.A.”) delegates. One delegate shall be designated to serve as a voting director of the corporation and as the Wisconsin delegate to the A.T.A. The other delegates shall serve as the first alternate delegate and as the second alternate delegate. Neither of the alternate delegates shall have any voting power. Each delegate must meet the requirements to be a delegate as established from time to time by the A.T.A.

(c) Each director must be a member of and maintain membership in the A.T.A., and must be a resident of and maintain residency in the state of Wisconsin and the zone that he or she is representing, if any, for a period of not less than one year prior to the date of his or her election.

(d) A director may be removed from office by two-thirds vote of the directors, such vote to be taken at a special meeting of members called for that purpose. A director may resign at any time by filing his/her written resignation to the presiding officer of the board or to the President or Secretary.

Section 3.04 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place either within or without the State of Wisconsin, for the holding of additional regular meetings without notice other than such resolution.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.02 of Bylaw I of these Bylaws.

Section 3.06 Notice of Meeting. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed or given by telegram or telephone to each director at his/her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice be given by telegram or telephone, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call is received.

Section 3.07 Waiver of Notice of Meeting. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the director entitled to such notice and filed with the minutes or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.08 Meetings by Electronic Means of Communication.

1. Conduct of Meetings. The Board of Directors may, in addition to conducting meetings in which each director participates in person, conduct any regular or special meeting by the use of any means of communication, provided all participating directors may simultaneously hear each other during the meeting, all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

2. Verification of Directors' Identity. The identity of each director participating in a meeting of the Board of Directors conducted pursuant to Section 3.08(1) (other than a meeting in which each director participates in person) must be verified by the secretary before the directors vote on (1) a plan of merger or share exchange; (2) to sell, lease, exchange, or otherwise dispose of substantial property or assets of the corporation; (3) to voluntarily dissolve or to revoke voluntary dissolution proceedings; or (4) to file for bankruptcy. The secretary shall verify each participating director's identity by requesting the director to give the password which shall have been provided specifically to such director in the notice of the meeting. For purposes of this section, whether a disposal of property or assets of the corporation shall be "substantial" shall be determined by the Board of Directors.

Section 3.09 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Section 3.01, Bylaw III of these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.10 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless

the vote of a greater number is required by law or by the Articles of Incorporation or these Bylaws. The two alternate State A.T.A. Delegates shall not be entitled to a vote. The director then serving as President as provided in Section 4.04 shall not be entitled to a vote unless necessary to break a tie among the other voting directors.

Section 3.11 Conduct of Meetings. The President, and in his or her absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

Section 3.12 Vacancies. In the event there is a vacancy on the Board of Directors in a director position represented by an individual from a specific zone, the remaining director from such zone shall nominate another member from such zone to fill the vacancy until the next succeeding annual election. If the vacancy is in the director position held by the A.T.A. delegate, the 1st alternate A.T.A. delegate, and if that delegate is unable or unwilling, the 2nd alternate A.T.A. delegate, shall fill the vacancy until the next succeeding annual election. The nomination must be confirmed by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

Section 3.13 Compensation. The Board of Directors shall serve without compensation except that of the Secretary and Treasurer who may receive compensation upon the consent of the Board of Directors.

Section 3.14 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her 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 immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.15 Action Without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

Section 3.16 Committees. The Board of Directors may create one or more committees consisting of two or more directors elected by the Board of Directors. The committee may exercise the powers of the board with respect to the management of the affairs of the corporation when the board is not meeting, except for electing officers or the filling of vacancies on the board or on committees. The board may elect one or more of its members as alternate members

of a committee, who may take the place of absent members at any meeting of the committee. The designation of a committee and the delegation of authority to it does not relieve the board or any director of any responsibility imposed upon the board or director by law.

Section 3.17 Indemnity of Officers and Directors. The corporation shall indemnify and hold harmless each person (and the heirs and legal representatives of such person) who is or was a director or officer of the corporation as provided by the Wisconsin Nonstock Corporation Law as it may then be in effect.

BYLAW IV. OFFICERS

Section 4.01 Number and Titles. The principal officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. The State A.T.A. Delegates shall not serve in any office.

Section 4.02 Election and Term of Office. The current officers shall fulfill their remaining terms. All future officers of the corporation to be elected by the Board of Directors shall be elected annually by the board during the Annual State Tournament. The terms of the newly elected officers shall commence at the conclusion of the Annual State Tournament. If the election of officers shall not be held at the annual meeting, such election shall be held at a special meeting of the Board of Directors to be scheduled as soon thereafter as may be convenient. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death, resignation or removal.

Section 4.03 Removal From and Resignation of Office. Any officer or agent may be removed from office by the Board of Directors for any reason whatsoever, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time the notice of resignation is delivered, unless the notice specifies a later effective date.

Section 4.04 President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, certificates evidencing membership in the corporation, contracts or other

instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.05 Vice President. In the absence of the President or in the event of his/her death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

Section 4.06 Secretary. The Secretary shall: (a) keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 4.07 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of Bylaw V of these Bylaws and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.08 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is

impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 4.09 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office, as created under Section 4.01 of this Bylaw IV, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. An officer elected to fill any vacancy in any principal or other office pursuant to this Section 4.09 of Bylaw IV of these Bylaws shall be elected for the unexpired term of his/her predecessor in office and until the election of his/her successor.

Section 4.10 Compensation. Except as otherwise provided by the Board of Directors, no officer of the corporation shall receive any salary or anything of pecuniary value from the corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

BYLAW V. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

Section 5.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 5.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 5.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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 or under the authority of a resolution of the Board of Directors.

Section 5.04 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, financial institutions, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

BYLAW VI. DISSOLUTION AND DISTRIBUTION

In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

BYLAW VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

BYLAW VIII. SEAL

The corporation shall not have a corporate seal.

BYLAW IX. AMENDMENTS

Section 9.01 By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance. If a member proposes an alternation, amendment, or repeal of the Bylaws, the member shall give notice to the Secretary of the corporation ninety (90) days prior to the date of the meeting in which the amendment shall be discussed.

Section 9.02 By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the Board of Directors in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance; but no Bylaws adopted by the members shall be amended or repealed by the Board of Directors if the Bylaw so adopted so provides.

Section 9.03 Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of members or the number of directors required to alter, amend or repeal the Bylaws so that the Bylaws would be consistent

with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.