

BY LAWS OF
WINCHESTER CANYON GUN CLUB

ARTICLE I OFFICES, OBJECTIVES, ASSOCIATES AND FRIENDS

Section 1. Principal Office

The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein sometimes called the "Board") may from time to time determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 2. Objectives

The objectives of this corporation shall be:

- a. To maintain, operate and control the corporation and its ranges in such manner that the privileges of using the ranges will be forever preserved for the Members.
- b. To provide an organized program of shooting for the benefit and enjoyment of the club Members, Friends and Associates, and the public.
- c. To forward the development of those characteristics of honesty, good fellowship, self-discipline, team play, self-reliance and respect for the law which are essentials of good sportsmanship.
- d. To be non-political, in full compliance with all governmental laws and regulations, and to maintain our 501(c)(4) status.

Section 3. Friends and Associates

Friends and associates are those who subscribe to the purposes of the corporation and make at least an annual contribution, but who are not "Members" within the meaning of Section 5056 of the California Nonprofit Corporations Law. The minimum contribution to qualify as a friend or associate shall be established by the Board. Various categories of friends or associates may be established by the Board from time to time. The current categories are Honorary, Complimentary, Junior and Student.

Section 4. Official Website

The official website of the corporation is: wcgc.org

ARTICLE II MEMBERS

Section 1. Membership Categories

The corporation shall have two (2) categories of Members within the meaning of Section 5056 of the California Corporations Code: Annual and Life. Members may vote, are eligible to hold office, and have such other rights as these Bylaws and the law provide.

Section 2. Qualification for Membership; Membership Dues and Standards

Any person who is eighteen (18) years of age or older and agrees with the objectives of the corporation and is willing to give a share of his or her time toward the fulfillment of these objectives may be considered for Membership. Membership shall be granted upon: (a) submission of a completed application in the format approved by the Board of Directors for one of the Membership categories set forth in Section 1 of this ARTICLE II; (b) review of the application to determine if it is complete or not (if not, it will be returned to the applicant) by the Executive Director or such other person appointed by the Board; (c) meeting the current Membership qualifications and standards of conduct; (d) payment of the dues established by the Board or its designee for the applicable category; and (e) approval of the Membership application by the Board. Membership may be maintained by timely payment of the annual Membership dues for the applicable category and meeting the Membership qualifications and standards of conduct set by the Board from time to time.

All Membership categories except Life expire one (1) year from the date of Membership approval. Members must be renewed each year by payment of the next year's Membership due no later than one (1) year from Membership approval, or renewal date from previous year. Membership dues are delinquent if not paid within two (2) months of this date. A two (2) month grace period shall be allowed for Members delinquent in their dues or assessments during which time Members may bring their accounts current with no penalty. Reinstatement of Membership after the grace period shall be by application as a new member, including payment of the then initiation fees. The Board may from time to time offer special incentives to join at reduced rates.

The application format and initiation fee, annual dues, Membership qualifications and standards of conduct shall be set from time to time by the Board of Directors as the Board shall deem appropriate. The Board may levy additional assessments and fees in addition to dues as deemed necessary for the operation of the corporation.

Section 3. Voting

Each Member in good standing is eligible to vote on each matter submitted to the Membership in accordance with these Bylaws and the California Nonprofit Corporations Law governing Nonprofit Public Benefit Corporations. Each such Member is entitled to one vote on each matter submitted to the Members.

Section 4. Membership Lists and Rosters

No Membership lists or rosters shall be divulged to any outside agency or organization except in compliance with a court order.

Section 5. Membership; Transfer of Membership

Memberships in the corporation are personal and are not transferable by any Member.

Section 6. Resignation; Termination of Membership

A Member may resign from Membership at any time upon written resignation addressed to the Executive Director or any Officer of the corporation. If the notice states an effective date, the termination shall be effective as of the effective date so stated. If no effective date is stated in the notice, the effective date shall be the date the notice is received by the corporation. Termination or resignation will not entitle the former Member to a refund of any portion of the Membership dues that were paid, and if the Membership dues have not been fully paid, the balance due shall remain payable, except as provided in Section 18.o. of this ARTICLE II.

Members may be expelled or suspended by the Board for cause upon compliance with the requirements of Section 5341 of the California Corporations Code (see Section 2.f. of ARTICLE III and Section 18 of this ARTICLE II).

Section 7. Annual Meetings

The annual meeting of Members shall be held on the second Tuesday of December of each year, or on such other date and time and at the place set by resolution of the Board. The election of Directors and Officers of the corporation shall take place at the annual meeting (or by written ballot immediately before the annual meeting). The results of the election shall be announced by the President, reports shall be given, and such other business of the corporation as the Board deems appropriate shall be transacted at the annual meeting.

Section 8. Special Meetings

Special meetings of the Members may be called at any time for the purpose of considering matters which, pursuant to the provisions of these Bylaws or California law, require the approval of all or some of the Members, or for any other reasonable purpose. Said meetings may be called by the President or the Board or Members holding five (5) percent of the total voting power of the Membership. Upon request in writing to the Board or any Officer by any person(s) entitled to call a special meeting of the Members, the Secretary shall cause notice to be given to the Members that a meeting will be held on the day and at the time fixed by the Board. The date so fixed must not be less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

Section 9. Notice of Annual or Special Meetings

- a. Time for Giving Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, if notice is given by mail, and the notice is not mailed by first-class mail, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.
- b. Contents of Notice. Such notice shall state the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of mailing the notice, intends to present for action by the Members, but, subject to the provisions of applicable law, any proper matter may be

presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of all who are nominees at the time the notice is sent to the Members.

- c. **Methods of Giving Notice.** Notice of the Members' meetings or any written report shall be given personally, by electronic transmission by the corporation pursuant to Section 20 of the California Corporations Code, by mail, or by any other means of written communication, addressed to a Member at the address of such Member appearing on the books of the corporation or given by the Member to the corporation for the purpose of giving notice, or, if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.
- d. **Notice Deemed Given.** Notice by mail shall be deemed to have been given at the time the written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to be given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted to the recipient by the person giving the notice by electronic means. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or residence of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
- e. **Affidavit of Mailing.** An affidavit of the mailing of any notice of any meeting, or of the giving of such notice by other means, may be executed by any Officer or the Executive Director of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 10. Quorum and Action of Members

Five (5) percent or ten (10) Members in good standing and entitled to vote as of the record date of the corporation, whichever is fewer, and either the President, First Vice-President or Second Vice-President shall constitute a quorum of the Members for the transaction of business, except to adjourn as provided in Section 11 of this ARTICLE II. If the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the Members may vote only on matters as to which notice of their general nature was given under Section 9 of this ARTICLE II.

Every act or decision made by a majority of the Members eligible to vote who are present in person or by proxy at a meeting duly held at which a quorum is present shall be regarded as the act of the Members unless a greater number is required by law, the Articles, or another section of these Bylaws, except as provided in the next sentence. The Members may take action at a meeting at which a quorum was established, notwithstanding the withdrawal of Members thereafter, if the action is approved by at least a majority of the required quorum for such meeting.

Section 11. Adjourned Meetings and Notice Thereof

Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of Members present, either in person or by proxy, but in the

absence of a quorum (except as provided in Section 10 of this ARTICLE II) no other business may be transacted at such meeting. No meeting may be adjourned for more than forty-five (45) days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting

If the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 12. Record Date

The Board may fix, in advance, a record date for the determination of the Members entitled to receive notice of any meeting of Members, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in respect of any lawful action. The record date so fixed for: (a) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting; (b) voting at a meeting shall be no more than sixty (60) days before the date of the meeting; (c) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and (d) taking any other action shall be no more than sixty (60) days before that action. When a record date is so fixed, only Members of record on that date are entitled to notice, to vote, and to exercise the rights for which the record date was fixed. A determination of Members of record entitled to notice of a meeting of Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than twenty (20) days.

If no record date is fixed by the Board, the record date for determining Members entitled to:

- (a) notice of a meeting of Members shall be the business day immediately preceding the day on which notice is given or, if notice is waived, the business day immediately preceding the day on which the meeting is held;
- (b) vote at the meeting shall be the day on which the meeting is held;
- (c) vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and
- (d) exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the date that is sixty (60) days before the date of that action, whichever is later. A person who is a Member at the close of business on the record date shall be a Member of record. In the case of an adjourned meeting, Members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of Members.

Section 13. Consent of Absentees

The transactions of any meeting of Members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a

consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Public Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of Members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes thereof, except as provided in Section 5511(f) of the California Corporations Code.

Section 14. Action Without Meeting – Written Ballot

Subject to Section 5513 of the California Corporations Code (which governs actions by written ballots without a meeting), any action under any provision of the California Corporations Code that may be taken at any regular or special meeting of Members may be taken without a meeting if the corporation distributes a written ballot to every Member entitled to vote on the matter. If approved by the Board, the ballot and any related material may be sent by electronic transmission by the corporation pursuant to Section 20 of the California Corporations Code and responses may be returned to the corporation by electronic transmission pursuant to Section 21 of the California Corporations Code. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of the proposal, and provide a reasonable time, set by the Board, within which to return the ballot to the corporation.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Ballots shall be solicited in a manner consistent with the requirements of subdivision (b) of Section 5511, and Section 5514. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

The election of Officers and Directors shall be by secret ballot. A qualified Member in good standing as of September 30 of the election year may place his or her name on the ballot by submitting a written request to the Secretary before or during the October Board meeting. Ballots for the election of Officers and Directors shall be distributed to those Members who are in good standing as of September 30 of the election year. For those members who consented to receive communications from the corporation electronically, ballots shall be distributed electronically between November 1 and November 7 each year. For those who did not consent or who the corporation knows is not receiving communication electronically, ballots shall be distributed by mail between October 15 and November 1. Ballots must be returned as directed to the specified counting authority before November 7 of the same year. Any ballots received

after November 7 shall not be counted.

The Board may adopt and modify from time to time such additional election and campaign rules as it deems necessary or appropriate.

Section 15. Proxies

Every Member has the right to vote at a meeting of the Members either in person or by another person who is present at the Membership meeting and authorized by a written proxy executed by such Member and filed with the Secretary (electronic mail is acceptable) prior to the meeting. Any proxy duly executed is not revoked and continues in full force and effect unless revoked by the person executing it prior to the vote. Such revocation may be effected either: (a) by a writing delivered to the Secretary of the corporation stating that the proxy is revoked; (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting; or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution.

Section 16. Conduct of Meeting

The President shall preside as chair at all meetings of Members. The President shall conduct each such meeting in a businesslike and fair manner. Without limiting the generality of the foregoing, the President shall have all of the powers usually vested in a chair of a meeting of Members.

Section 17. Results of Elections and other Actions

The President or a representative shall notify the persons who were elected Officers and Directors. The President shall announce the results of all written ballots at the annual meeting of the Members. The names of the elected Officers and Directors shall be published in the subsequent issue of the corporation's official publication.

Section 18. Discipline

- a. Any Club Member may be expelled from the Club for any of the following causes:
 - (i) Endangering self or others.
 - (ii) Theft of corporation property or fund.
 - (iii) Conviction of a crime.
 - (iv) Deliberate destruction of corporation assets.
 - (v) Deliberately falsifying a corporation document.
 - (vi) Violation of Range Rules.
 - (vii) Lending or selling Membership, Friends or Associates cards or privileges.
- b. Any Member may prefer charges against any Officer or Director or other Member:
 - (i) Such charges shall be made in writing and delivered to the Secretary along with all exhibits used to support the charges.
 - (ii) The Secretary shall immediately notify the Board and the accused of the charges.

- (iii) The President shall call a special meeting of the Board to consider the charges.
 - (iv) The Secretary shall notify in writing both the accused and accuser of the date and location of the special meeting of the Board.
 - (v) Such meeting shall be held no sooner than fifteen (15) days and no later than twenty-eight (28) days from the date the accused received notice from the Secretary.
 - (vi) At this special meeting of the Board, the accused shall be accorded a full and complete hearing.
 - (vii) Voting to expel or remove a Member, or an Officer or Director from office, shall be by secret ballot of the Board.
 - (viii) A majority of the authorized number of Directors plus one (1) shall be required to expel or remove a Member of the corporation, or an Officer or Director from office. Based on Section 3 of ARTICLE III of these Bylaws, a majority plus one (1) equals eight (8).
 - (ix) Upon approval of the resolution to remove a Director or Officer from office, the position will immediately become vacant. The Secretary shall notify the former Officer and/or former Director in writing of the decision of the Board.
 - (x) The Secretary shall notify the Member of the effective date of the expulsion and suspension of privileges as a Member (see Section 2 (f) of ARTICLE III for the effective date).
- c. A Member expelled from the corporation shall have the right to appeal the Board's decision to the Members of the corporation.
 - d. Such appeal must be in the form of a letter of no more than two (2) pages delivered to the Secretary no later than thirty (30) days after the Member was informed of the expulsion.
 - e. Upon receipt of the appeal, the Secretary shall prepare a ballot and a summary of the cause for expulsion.
 - f. The ballot, the summary, and the letter of appeal shall be mailed to all voting Members of the corporation within sixty (60) days of receipt of the letter of appeal from the Member.
 - g. One (1) additional copy of the ballot, the summary, and the letter of appeal shall be mailed to the mailing address of the corporation via REGISTERED US Mail. This item shall remain un-opened in the permanent records of the corporation.
 - h. The ballot shall have only one (1) question which shall be:
"Shall <<Member Name>> be expelled from the Winchester Canyon Gun Club?
Yes _____ or No _____"
 - i. Ballots must be returned to the specified counting agent within twenty-one (21) days of mailing.
 - j. Ballots will be counted by a disinterested third party (known as the "specified counting agent").
 - k. A special meeting of the Members shall be held to review the ballot totals.
 - l. If less than fifty (50) percent plus one (1) of the ballots is marked "NO," the action of the Board shall be affirmed. The expulsion shall become final and effective immediately.

- m. Otherwise, the Secretary shall notify the Member that the suspension is rescinded.
- n. If no such appeal is filed, or if the expulsion is affirmed, the Secretary shall notify the Member that the expulsion is final.
- o. At such time the corporation shall return to the former Member a sum of money equal to the most recent dues which they have paid and any initiation fee.

ARTICLE III DIRECTORS

Section 1. Duties

Each Director shall: receive a written copy of these Bylaws upon assuming office; affirm the following pledge as his or her first act on taking office: "I, <name> affirm that I will act in the best interest of the Winchester Canyon Gun Club in discharging my duties as a Director; attend Board and Membership meetings; submit agenda items for discussion to the Secretary for inclusion in the Agenda for monthly Board meetings; have general policy oversight of the corporation with such specific duties as may be assigned from time to time by the President or the Board; further the objectives of the corporation; and ensure the smooth and efficient operation of the corporation."

The Directors shall: propose, review, and adopt resolutions guiding corporate policy while furthering the objectives of the corporation; serve on committees as assigned; visit and observe the operations of the ranges at least once each calendar quarter; and perform such other duties as maybe assigned from time to time by the President.

Section 2. Powers

Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select (as provided in Sections 3 and 5 of ARTICLE IV of these Bylaws) and remove (as provided in Section 4 of ARTICLE IV of these Bylaws) all Officers of the corporation and to select and remove all agents and employees of the corporation, prescribe powers and duties for all such Officers, agents, and employees of the corporation as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- b. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.

- c. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.
- d. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.
- e. To buy, own, sell, rent and lease, and to acquire by gifts or devises, real and personal property, and to receive gifts, donations, devises and legacies.
- f. To manage and direct the process regarding the suspension, discipline, and expulsion of any Member for cause and to render a decision regarding the same by the affirmative vote of not less than a majority plus one (1) of the authorized number of Directors, provided that at least ten (10) days before the effective date of the suspension, discipline, or expulsion the Member is given notice and the reasons therefor and an opportunity to be heard by a person or body authorized to decide that the suspension, discipline, or expulsion not take place. The opportunity to be heard may be in person or in writing and must be not less than five (5) days before the effective date of the suspension, discipline, or expulsion (see Section 18 of ARTICLE II).

Section 3. Number of Directors

The authorized number of Directors shall be fourteen (14), which number shall include the Officers of the corporation who shall serve concurrently as Directors (see Section 4 of this ARTICLE III and Section 1 of ARTICLE IV).

Not more than 49 percent of the persons serving on the Board may be "interested persons" as defined by Section 5227 of the California Corporations Code. For purposes of Section 5227, "interested persons" means either:

- a. Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Selection and Term of Office

Directors shall be elected to a two (2) year term, unless elected to fill a vacancy, or elected as an Officer. A Director shall take office at the close of the meeting at which elected or where the results of the written ballot are announced, and shall hold office until resignation, remove or other disqualification from service, or until his or her successor is elected. By virtue of being elected an Officer, an Officer is also elected a Director and shall continue as a Director for so long as he or she serves as an Officer of the corporation.

Section 5. Vacancies

Subject to the provisions of Section 5226 of the California Corporation Code, any Director may resign effective upon giving written notice to any Officer of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy in the Board shall be filled in the same manner as the Director whose office is vacant was selected; provided however, if the next annual meeting of Members is more than three (3) months away, the vacancy may be filled by a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, termination of Membership, or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Sections 5230 - 5239 of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend four (4) consecutive meetings of the Board. In addition, any Director may be removed from office by the Board for any reason deemed sufficient (see Section 18 of Article II).

Section 6. Place of Meeting

Meetings of the Board shall be held at any place within or without the State of California including by electronic means, which has been designated from time to time by resolution of the Board or by written consent of all Members of the Board.

In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 7. Organizational Meeting

The Board shall hold an organizational meeting for the purpose of organization and the transaction of other business immediately following the annual meeting of Members.

Section 8. Regular Meetings

Regular meetings of the Board shall be held without call or notice at least monthly on the day and at the hour set by resolution of the Board. Only items in the published agenda shall be discussed unless at the meeting a majority of the Board agrees to add an item to the agenda.

Section 9. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by any Officer or any two Directors.

Section 10. Notice for Special Meetings

- a. Time for Giving Notice. Notice of special meetings of the Board shall be given at least four (4) days before such meeting if by first class mail or at least forty-eight (48) hours before such meeting if by personal service, telephone (including a voice messaging system), facsimile, electronic communication by the corporation pursuant to Section 20 of the California Corporations Code, or similar means of communication.
- b. Method of Giving Notice. Notice shall be given personally or by mail, telephone (including a voice messaging system), electronic communication by the corporation pursuant to Section 20 of the California Corporations Code, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.
- c. Notice Deemed Given and Affidavit of Mailing. Notice shall be deemed given in the same manner as notices to Members (see Section 9 (d) of ARTICLE II). An affidavit of the mailing of any notice of any meeting, or of the giving of such notice by other means, shall be executed, filed and maintained in the same manner as for Members (see Section 9 (e) of ARTICLE II).

Section 11. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Quorum and Action by Directors

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 15 of this Article III. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, or by the Articles, or by an express provision of these Bylaws. In the event there are seven (7) or more vacancies on the Board, a quorum of the Board shall consist of half of the Directors then serving, whose first item of business shall be to fill all vacancies. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting.

Section 13 Participation in Meetings by Electronic Communication

Notwithstanding anything to the contrary in these Bylaws, Directors may participate in a meeting of the Board, or a committee meeting, through use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation pursuant to

Sections 20 and 21 of the California Corporations Code. Participation in a meeting through the use of conference telephone or electronic video screen communication pursuant to this Section 13 constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this Section 13 constitutes presence in person at that meeting if both of the following apply:

- a. Each Director participating in the meeting can communicate with all of the other Directors concurrently.
- b. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 14, "all Members of the Board" does not include an "interested Director" as defined in Corporations Code section 5233 or a "common Director" as described in Corporations Code Section 5234(b).

To facilitate the efficient conduct of Board business, voting may be by electronic transmission by and to the Corporation pursuant to Sections 20 and 21 of the California Corporations Code between meetings of the Board. Any Board Member may object to a particular e-mail vote, thus compelling the issue to be held over to the next Board meeting.

All actions by unanimous written consent shall be added to the book of minutes of the corporation (see Section 8 of ARTICLE IV).

Section 15. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of the adjourned meeting need not be given to absent Directors if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of the time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 16. Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind of the corporation and to inspect the physical properties of the corporation.

Section 17. Fees and Compensation

Directors and members of committees shall not be compensated for work as a Director or as a member of a committee. Directors and members of committees may receive such reimbursement for legitimate IRS allowed corporation expenses as may be fixed or determined by the Board. Board Members may be compensated for other services or supplies rendered to the corporation. Such compensation shall not exceed fifty (50) percent of the Minimum Reporting Criteria established by the U.S. Treasury regulations for a given year. This fifty (50) percent limit is currently five thousand dollars (\$5,000.), but it may change as U.S. Treasury regulations change.

Section 18. Management of Ordinary Business Affairs in an Emergency

- a. Effective only in the event of an emergency as defined by California Corporations Code section 5140, any two Directors may call an emergency meeting of the Board to be held in any fashion permitted by these Bylaws and upon as much prior notice as is necessary to assemble a quorum who may conduct the ordinary business affairs of the corporation and address any additional affairs of the corporation that has or may arise due to the emergency. If a quorum cannot be established due to the unavailability of Directors, action may be taken upon the unanimous consent of all Directors present assuming at least three Directors are present and assuming all reasonable means have been used to attempt to reach all the Directors. If three (3) Directors cannot be present for a meeting after all reasonable means have been used to attempt to reach all Directors, those Directors who are present may vote to admit substitute Directors to take office (e.g., substitute #1 and substitute #2) to serve until three (3) or more Directors have been located and are able to be present at a meeting of the Board, at which time the substitute Directors shall cease serving as substitute Directors.
- b. An "emergency" as defined by Section 5140 of the California Corporations Code means any one (1) of the following events or circumstances as a result of which a quorum of the Board of Directors cannot be readily convened for action: (i) a natural catastrophe (including any hurricane, tornado, storm, high water, wind driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought), or, regardless of cause, any fire, flood, or explosion; (ii) an attack on this state or nation by an enemy of the United States, or upon receipt by this state of a warning from the federal government indicating that such an enemy attack is probable or imminent; (iii) an act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the population (including mass evacuations), infrastructure, environment, economy, or government functions; or (iv) a state of emergency duly proclaimed by the Governor of California.

Section 19. Operating Procedures

The Board may adopt operating procedures to govern its operations that are not in conflict with these Bylaws. Each rule, standard, or other statement in the operating procedures may be adopted or repealed by a majority of the authorized number of Directors.

ARTICLE IV OFFICERS

Section 1. Officers

The Officers of the corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer; each such Officer shall serve as a Director during his or her term of office. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one (1) or more additional Vice-Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other subordinate Officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV, which such subordinate Officers shall be selected from those then serving as Directors. Any number of offices may be held by the same person (e.g., Secretary/Treasurer) except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board or as the First Vice-President or Second Vice-President.

Section 2. Election, Term of Office, and Qualifications

With the exception of subordinate Officers (see Section 3 of this ARTICLE IV), each Officer of the corporation shall be elected for a two year term every other year by the Members at the annual meeting in the year the term commences, or by written ballot immediately before the annual meeting, and shall hold his or her respective office until his or her resignation, removal, or other disqualification from service, or until his or her successor is elected. A person may serve as President for no more than four (4) consecutive years or until his or her successor is elected. Candidates for President, First Vice-President and Second Vice-President shall have served on the Board at least eight (8) months prior to their candidacy.

Section 3. Subordinate Officers

The Board may elect, and may empower the President to appoint, such subordinate Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. If the term is not stated by the Board at the time of election or appointment, the term shall end at the close of the next annual meeting or when his or her successor assumes office, whichever is later.

Section 4. Removal and Resignation

Any Officer may be removed, with cause, by the Board at any time. If the Officer was appointed by the Board as opposed to elected by the Members, the Officer may be removed by the Board with or without cause or by any Officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer.

Any Officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled as they occur, and not on an annual basis, by appointment by the President, if then acting, and approval of the Board.

In the event of concurrent vacancies in the offices of President, First Vice-President and Second Vice-President, the duties of President shall be assumed first by the Secretary, and if the Secretary is unable to act, then second by the Treasurer, and if the Treasurer too is unable to act, then third by a Director in order of seniority based upon the beginning date of the Director's earliest election, and fourth by an interim President, elected by the Board from the current Directors until elections are held at the annual or special meeting of Members.

In the event of a vacancy in the office of Treasurer, the duties shall be assumed by an interim Treasurer appointed by the President and approved by the Board until elections are held at the annual or a special meeting of Members.

Section 6. President

The President is the general manager and Chief Executive Officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and affairs of the corporation. The President shall be the spokesperson for the corporation, but may assign this authority to another Officer or Director. The President shall be the presiding officer of the corporation and shall serve as Chairperson of the Board. The President shall be an ex-officio member of all committees of the corporation, except as otherwise provided. To the extent not delegated to the Executive Director, the President has the general powers and duties of management usually vested in the office of president and general manager of a corporation.

The President shall execute all contracts and lease agreements as required to further the objectives of the corporation, receive subpoenas and government documents, serve as or assign a designee as an ex-officio member of all committees, obtain and follow prior Board direction in cooperation with the Treasurer to secure loans or funding for the corporation when needed, assign other duties as needed to the Directors and Members to further the objectives of the corporation and to insure the smooth and efficient operation of the corporation, vote at meetings as any other Board or Member, propose or second or move to reconsider resolutions at meetings as any other Board or Member, and superintend all activities and interests of the corporation. The President shall have such other powers and perform such other duties as from time to time may be prescribed for the President by the Board.

Section 7. First Vice-President and Second Vice-President

In the absence or disability of the President, the First Vice-President, and if the First Vice-President shall be absent or disabled then the Second Vice-President, shall perform all 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 First Vice-President and Second Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the President or the Board.

Section 8. Secretary

The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Members and all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof, and of all written ballots of Members and the results thereof, and of all actions by unanimous and of written consent of the Board. The Secretary shall keep, or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Articles and Bylaws, as amended to date, a copy of the application for tax exempt status (State and Federal) and all correspondence from and to the Internal Revenue Service concerning the application, the determination letters from the Internal Revenue Service and Franchise Tax Board, a copy of each of the Statements of Information filed with the Secretary of State, and a copy of all other filings with governmental entities. All such records may be maintained electronically in any format capable of being printed. The Secretary shall keep the seal of the corporation in safe custody.

The Secretary shall: have custody of the papers and other archives of the corporation except the Treasurer's books; coordinate with the Treasurer to preserve at least two (2) complete, current and accurate electronic copies of all Treasurer reports with all supporting detail; coordinate with the Membership Chair to preserve at least two (2) complete, current and accurate electronic copies of all Membership rosters along with supporting software sufficient to continue the duties of the Membership Chair; retain in at least two (2) separate, safe locations electronic copies of all reports, budgets and writings presented to and/or sent by the Board, and all documents called out in the first paragraph of this Section 8 of ARTICLE IV when scanned.

The Secretary shall give, or cause to be given, notice of all meetings of Members and all meetings of the Board and any committees thereof required by these Bylaws or by law to be given.

The Secretary shall prepare and distribute all written ballots approved by the Board in accordance with these Bylaws and shall ensure accurate and independent counting of ballots.

The Secretary shall publish and deliver to the Board an agenda at least forty-eight (48) hours prior to each Board meeting.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the President or the Board.

Section 9. Treasurer

The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall maintain, or cause to be maintained, adequate financial records in compliance with State and Federal laws and shall file, or cause to be filed, timely tax returns and other filing requirements to meet State and Federal requirements. The Treasurer shall inform the Officers and Directors of actions and or policies necessary to maintain the nonprofit status of the corporation and of those actions and

or policies that are unacceptable in maintaining that status. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with at least two separate federally insured institutions designated by the Board, and shall divide the funds of the corporation between the institutions to insure the corporation can continue to operate should one fail. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, render to the President and the Directors upon request an account of all transactions as Treasurer and of the financial condition of the corporation, render a monthly income and expense report with full supporting detail to the Board at least twenty-four (24) hours before the Board Meeting, contract for and coordinate accounting and other financial services as needed upon prior Board approval, coordinate with the President to ensure that all government reports, fees and taxes are filed and paid on time, ensure that reasonable and adequate controls are in place for receiving, accounting and disbursing funds, prepare, in cooperation with the Finance Committee, a proposed annual budget to present to the Board at the September meeting for tentative adoption at the November meeting, prepare and present for Board review at the July meeting, a plan for capital expenditures and reserves, prepare and present at the April meeting a consolidated financial report detailing the financial position of the corporation including inventory and capital equipment as of the prior January 1, select and appoint members of the Finance Committee, chair the Finance Committee, prepare and disseminate an annual report in compliance with Section 6321 of the California Corporations Code each year the corporation receives at least twenty-five thousand dollars (\$25,000) in gross revenues or receipts, and have such other powers and perform such other duties as may be prescribed by the President or the Board.

ARTICLE V COMMITTEES

Section 1. Committees of the Board

- a. The President, with the approval of the Board by resolution adopted by a majority of the Directors then in office, may create one (1) or more committees of the Board, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office.
- b. Authority. Any such committee shall have all of the authority of the Board, to the extent provided in the Board resolution or these bylaws, except that no committee may:
 - i. Fill vacancies on the Board or any committee of the Board;
 - ii. Fix compensation of the Directors for serving on the Board or any committee;
 - iii. Amend or repeal bylaws or adopt new bylaws;
 - iv. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
 - v. Create any other committees of the Board or appoint the Members of committees of the Board; or
 - vi. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

- c. Executive Committee. The Executive Committee shall be composed of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Executive Committee shall have the power of the Board between meetings of the Board, with the exception of those actions excepted from all committees of the Board by law, which are set forth in "b." above. The minutes of the meetings of the Executive Committee shall be submitted to the Board at the next meeting of the Board for review, approval and ratification of the actions taken by the Executive Committee. A majority of the Executive Committee shall constitute a quorum. Action may proceed if a majority of those serving on the Executive Committee vote in favor of the proposal at a meeting of the Executive Committee. When immediate action is desired, the Executive Committee may be polled by electronic means. If unanimous consent in writing (including by email and fax) is obtained by such poll, the proposed action may proceed. If unanimous consent is not obtained, a meeting must be had for discussion and a vote unless the proposal is withdrawn.

Section 2. Advisory Committees

- a. The Board may, by resolution adopted by a majority of the authorized number of Directors, create one (1) or more advisory committees to make recommendations to the Board. The chairpersons of such advisory committees shall be appointed by the President and approved by the Board. The President, in consultation with the respective committee chairs, shall appoint the members of the respective advisory committees subject to the approval of the Board. Members of advisory committees need not be Directors, except as otherwise provided for in these Bylaws. The duties and responsibilities of advisory committees appointed by the Board shall be described in such standing rules as may be adopted by the Board at the time such advisory committee is formed. Members of advisory committees shall serve for a term concurrent with that of the then President.
- b. Standing Committees.
 - (i) Nominating Committee.

The Nominating Committee shall be composed of at least three (3) and no more than five (5) Members: a chairperson, who shall be the Volunteer Coordinator, and at least two (2) Members of the corporation, appointed by the then President and approved by the Board at least one hundred fifty (150) days before the annual meeting of Members. No Member of the corporation may serve on the Nominating Committee more than three (3) consecutive years. No member of the Nominating Committee may be a current Director.

Annually, not less than one hundred twenty (120) days prior to the annual meeting of Members, the Nominating Committee shall poll the Membership by United States mail or electronic transmission by and to the Corporation pursuant to Sections 20 and 21 of the California Corporations Code for recommendations for Directors and Officers to fill all vacancies, including to fill the positions of Directors and Officers whose terms expire at the end of the next annual meeting. The Nominating Committee shall contact prospective candidates and determine which candidates are willing to serve if elected and submit to the President and Secretary before the September regular Board meeting the names of the persons

who are interested in serving as Directors and Officers.

The Nominating Committee shall encourage all Members to take an active interest in and supportive role in the management of the corporation.

(ii) Finance Committee.

The Finance Committee has responsibility for the financial affairs of the corporation. The Treasurer shall Chair the Finance Committee ex officio. Two (2) Members at large will be appointed to the Finance Committee by the President upon approval by the Board. The Finance Committee shall meet at least every sixty (60) days to review corporate finances in detail, assist the Treasurer in preparing the Annual Budget, assist the Treasurer in developing and rendering various reports to the Board and Members, perform an annual audit of the finances of the corporation and submit a report to the Board at the April meeting, and perform such other duties as may be assigned by the Board.

Section 3. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning Directors, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee, or if none, by the Committee Chair. Minutes of each Committee meeting shall be maintained with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. Annually each committee shall submit to the Board for its consideration and approval the proposed operating procedures for the committee, highlighting the changes proposed, or recommending no changes be made.

ARTICLE VI Range Manager

Section 1. Range Manager

To serve as Range Manager, the candidate must be approved first by the President and second by a majority of the Board.

Section 2. Duties

The Range Manager shall:

- a. Administer the affairs of the corporation as chief administrative officer;
- b. Be responsible for executing the programs and policies approved by the Board;
- c. Keep the Officers and Directors informed concerning the corporation's activities and requirements;
- d. Assist the Secretary in keeping the records of the corporation and coordinating correspondence between the corporation and its Members;

- e. Assist the Treasurer with the monthly statements of income and expense;
- f. Assist the Finance Committee in preparing the annual budget for Board approval;
- g. Assist in long range planning for the corporation;
- h. Oversee the business and affairs of the corporation;
- i. Oversee and assist in coordinating the work of committees;
- j. Assist the Secretary in tabulating ballots; and
- k. Perform such other duties as may be requested from time to time by the Board, Executive Committee, or President.

The Range Manager shall be a non-voting member of the Executive Committee and each Standing Committee and shall report directly to the Board and, during the intervals between the meetings of the Board, to the Executive Committee and, outside of Board meetings and Executive Committee meetings, to the President.

A termination of a Range Manager shall be by majority vote of the Board.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify its "agents," as that term is defined by Section 5238 of the California Nonprofit Public Benefit Law, including Directors, Officers, management and employees, to the fullest extent permitted by California law, including, but not limited to, with respect to all actions brought by third parties or by or in the right of the corporation for actions or omissions of the agent where the agent acted in good faith and in a manner the agent reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

Section 2. Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this ARTICLE VII; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII MISCELLANEOUS

Section 1. Contracts, Etc., How Executed

The Board of Directors, except as these Bylaws otherwise provide, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or on any amount.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Representation of Shares of Other Corporations

The President, or any other person authorized by the Board, is authorized to vote, represent and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said Officer.

Section 4. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5. Parliamentary Authority

A current edition of *Robert's Rules in Plain English: A Readable, Authoritative, Easy-to-Use Guide to Running Meetings* by Doris P. Zimmerman, 2nd Edition shall be used as the Parliamentary reference that governs all proceedings of the corporation, including all Membership meetings, Board meetings and committee meetings. In the event of a conflict between these Bylaws and *Robert's Rules in Plain English: A Readable, Authoritative, Easy-to-Use Guide to Running Meetings* by Doris P. Zimmerman, 2nd Edition, the Bylaws shall prevail.

Section 6. Property of the Corporation

No Member shall have any interest, beneficial or otherwise, in any real or personal property of the corporation or in the proceeds of any real or personal property of the corporation.

Section 7. Dissolution

In the event of dissolution of the corporation, the assets remaining after the payment of all debts and liabilities will be given to a non-profit corporation restricted to be used to further the purposes for which this corporation was organized. Said non-profit corporation shall be chosen by the Members. A special quorum of two-thirds (2/3rds) of the Members as of the record date for the meeting shall be required for any vote on dissolution of the corporation or disposition of its assets. One or more motions passed by two-thirds (2/3rds) of the members in good standing and present whether in person or by proxy at a meeting at which a special forum is present shall be required to dissolve the corporation and determine the disposition of its assets.

ARTICLE IX REVISIONS TO THIS DOCUMENT

This article shall remain the last in sequence and highest numbered article of these Bylaws.

Any Member may suggest a change to these Bylaws by submitting the proposed change in writing to the Secretary. The Board may choose to revise the suggestion before acting on it.

Any changes, revisions, deletions or amendments to these Bylaws or the Articles of Incorporation shall require all of the following, in sequence: (a) adoption of a Board resolution to send the proposed change to the Membership for a vote; (b) the Board resolution must be passed by at least two-thirds (2/3rds) of the authorized number of Directors and affirmed by at least two-thirds (2/3rds) of the authorized number of Directors at a second meeting of the Board held within forty-five (45) days of the meeting at which the change, revision, deletion or amendment was first approved; (c) once affirmed, the Board shall submit the proposed change to the Members within four hundred (400) days of the meeting at which the change was affirmed; (d) the vote by the Members shall be by written ballot; and (e) to be effective, the proposed change must be affirmed by at least two-thirds (2/3rds) of the Members voting.

Appendices may follow this Article IX. Appendices are subordinate to and shall not override, subvert or change the intent of the Bylaws. Appendices may be changed by Board resolution. A resolution to change appendices must be adopted by two-thirds (2/3rds) of the authorized number of Directors and affirmed by two-thirds (2/3rds) of the authorized number of Directors at a second Board meeting. Such second Board meeting must be held within forty-five (45) days of the Board meeting at which the first resolution was adopted. Upon affirmation, the changes to the appendices will take effect immediately.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the WINCHESTER CANYON GUN Club, a California non-profit public benefit corporation; and

2. That the foregoing Bylaws, comprising twenty-eight (28) pages, constitute the Bylaws of said corporation as adopted by action of the Directors of the corporation duly on September 11, 2018, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 11th day of September, 2018.



Secretary

BYLAWS OF

WINCHESTER CANYON GUN CLUB

1. Winchester Canon Rifle Club, an unincorporated association (no history as to when it was formed).
2. Winchester Canyon Rifle Club, incorporated 19 August 1955 as a California non-profit corporation.

By amendment to the Articles of Incorporation filed February 28, 2012, the name was changed to Winchester Canyon Gun Club.
3. Bylaw history pre-March 10, 1965, is unknown
 - a. 10 March 1964
 - b. 11 December 1984
 - c. 12 December 1989
 - d. 11 December 1990
 - e. 12 December 1994
 - f. 13 June 2000
 - g. December 2012
 - h. October 2016
 - i. September 2018
4. Appendices to Bylaws added:
 - a. Appendix A: Other Enumerated Duties
 - b. Appendix B: Memorandum of Agreement between the USDA Forest Service, Los Padres National Forest, Region 5 and the California State Office of Historic Preservation regarding the Winchester Canyon Gun Club special use Permit Santa Barbara County, California; concurrence by Santa Ynez Band of Chumash Indians
 - c. Appendix C: First Amendment of the Memorandum of Agreement between USDA Forest Service, Los Padres National Forest, Region 5 and the California State Office of Historic Preservation regarding Winchester Canyon Gun Club special use Permit

Santa Barbara County, California; signed by USDA Forest Service on 17 July 2008, by Historic Preservation on 12 August 2008, by Chumash on 3 September 2008, by WCGC on 8 September 2008

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