

**Bylaws of the
Winchester Canyon Gun Club
A California Nonprofit Public Benefit Corporation**

Article I - Name

The name of this corporation is the Winchester Canyon Gun Club.

Article II - Principal Office

The corporation's principal office is located at 6590 West Camino Cielo, Santa Barbara, California. The board of directors may change the location of the corporation's principal office, and it may establish an alternate or subordinate office at any place within the County of Santa Barbara.

Article III - General and Specific Purposes

The corporation is organized and operated exclusively to promote the shooting sports and marksmanship, foster national or international amateur shooting sports competitions, promote hunter safety, educate the public about firearms and firearms safety, and provide firearms training facilities to federal and state law enforcement personnel.

Article IV - Dedication of Assets

This corporation's assets are irrevocably dedicated to the purposes stated in Article III of these bylaws. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual. Moreover, on liquidation or dissolution, all properties and assets remaining after payment of all debts and liabilities of the corporation shall be distributed to a nonprofit organization that is organized and operated exclusively for similar Article III purposes.

Article V - Board of Directors

The corporation's activities and affairs shall be managed, and all corporate powers permitted by law shall be exercised, by or under the direction of the corporation's board of directors. The corporation's directors shall be permitted to exercise all powers permitted by California's Nonprofit Corporation Law and Nonprofit Public Benefit Corporation Law.

(a) Number of Directors: The authorized number of directors shall consist of at least five (5) but no more than nine (9) directors unless changed by an amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The qualifications for directors are (i) residency within the State of California, (ii) a resolute interest in promoting the purposes of the corporation, (iii) good moral character, and (iv) the ability to lawfully own, purchase, receive, and possess a firearm in the State of California.

(b) Term of Office: Each director shall hold office for three (3) years, and re-election is permissible.

(c) Nomination and Selection: The president shall appoint a committee to nominate qualified candidates for election to the board at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least fifteen (15) days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee. In case the number of persons nominated is larger than the number of persons to be elected to the board, voting shall be by written or electronic ballot and the nominees receiving the highest number of ballots or votes shall be deemed elected. Otherwise, the list of candidates nominated by the committee shall be deemed to be elected to the board.

(d) Standards of Conduct: A director shall perform the duties of a director in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(e) Removal and Vacancies: For good cause, a majority of the directors then in office may remove and declare vacant the office of any director and fill the vacancy. The term “good cause” shall include dereliction of duty, failure to attend board meetings, and conduct detrimental to the best interests of the corporation.

(f) Resignation: Any director may resign his or her office upon giving written notice to the president, the secretary, or the board of directors.

(g) Compensation: No personal service compensation shall be paid to any director. However, the board may authorize the reimbursement of ordinary and necessary out-of-pocket expenses paid by any director on the corporation's behalf.

(h) Time Devotion: It is acknowledged that the corporation's directors have other business, social, community, and personal interests and responsibilities. Nevertheless, the corporation's directors shall be obligated to devote reasonable time to the conduct of the corporation's affairs.

(i) **Advisory Committees:** The board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees, each consisting of two or more persons (whether directors, officers, or members), to assist the board in the performance of its managerial duties. No advisory committee shall be permitted to exercise any authority or take any action on the corporation's behalf, and all advisory committees shall be subject to the direct supervision of the board.

Article VI - Meetings of the Board of Directors

(a) **Place:** Meetings of the board shall be held at any place within the County of Santa Barbara that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) **Annual Meeting:** At least annually the board shall meet for the purpose of the election and appointment of directors and officers and the transaction of other corporate business. The annual meeting shall be held during the month of July, and the notice shall state the time of the meeting and the place. Any member may attend the annual meeting and notice of the annual meeting shall be sent to every member.

(c) **Regular Meetings:** Regular meetings of the board may be held from time to time, and the notice shall state the time of the meeting and the place. No notice shall be required if the time and place of the regular meetings are fixed by resolution of the board.

(d) **Special Meeting:** Special meetings of the board may be called by the president, the secretary, any two directors, or by written petition signed by 5 percent of the corporation's members. The notice shall state the time of the meeting and the place, but the notice need not specify the purpose of the meeting.

(e) **Quorum:** A majority of the authorized number of directors shall constitute a quorum for the transaction of any business (except adjournment), and every action taken, or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A majority of the directors at a meeting, whether a quorum is present, may adjourn any meeting to another time and place.

(f) **Notice and Roll:** Notice of a meeting, whether annual, regular, or special, may be sent to any person's electronic mail address of record, and an electronic verification of delivery receipt shall be conclusive evidence of receipt of notice. At any meeting, each person attending shall sign an attendance sheet. All such electronic notices, electronic delivery receipts, and attendance sheets shall be filed with the corporate records or made a part of the minutes of the meeting.

(g) Action Without a Meeting: Any action that the board is required or permitted to take may be taken without a meeting if all board members consent to the action in a single writing that contains the signatures of all board members. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such actions and consents shall be filed with the minutes of the proceedings of the board.

(h) Electronic Meetings: In lieu of a physical meeting, a meeting conducted by electronic means (such as telephone or the Internet) shall be deemed to be the equivalent of a physical meeting of the board if (i) proper notice of the meeting has been sent to all board members, (ii) all documents and other materials that will be referenced during the course of the meeting have been sent to all board members, (iii) full participation in the meeting by all board members physically or electronically present is possible, and (iv) the minutes reflect all board members physically or electronically present and the actions taken as though everyone were present at a physical meeting.

Article VII - Corporate Officers

(a) Officers: The officers of this corporation shall be a president, a vice president, a secretary, a chief financial officer, and a range safety officer. An officer need not be a director of the corporation. The officers of this corporation shall be chosen by the board and serve at the pleasure of the board. The board may remove from office any officer with or without cause, and any officer may resign at any time by giving written notice to the board.

(b) President: Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings.

(c) Vice President: If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president.

(d) Secretary: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and all committees. The minutes of the meeting shall include the time and place the meeting was held, the nature of the meeting, how the meeting was authorized, how the meeting was noticed, the agenda, attendance, and an account of all business transacted during the meeting. The secretary shall also keep or cause to be kept, a copy of the articles of incorporation and bylaws (as amended to date), all legal documents and agreements between the corporation and any person (including federal or state government agencies), and a list of all members, their physical addresses, and their electronic mail addresses.

(f) Chief Financial Officer: The chief financial officer (or treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The books of account shall be open to inspection by any director at all reasonable times. The chief financial officer shall be responsible for depositing all monies in the name and to the credit of the corporation with such financial institutions as the board may designate. He or she shall also be responsible for disbursing the corporation's monies as the board may order. The chief financial officer shall be responsible for preparing the corporation's budgets, financial statements, and all tax returns.

(g) Range Safety Officer: The range safety officer (RSO) shall develop and implement procedures for shooter and firing line safety. The RSO must have both (i) prior shooting and range safety experience (whether civilian, military, or law enforcement) and (ii) appropriate RSO certifications acceptable to the board. The personal service obligations and compensation of the RSO shall be a matter of written agreement between the RSO and the corporation.

(h) Compensation: Except for the range safety officer, no personal service compensation shall be paid to any officer. However, the board may authorize the reimbursement of ordinary and necessary out-of-pocket expenses paid by any officer on the corporation's behalf.

(i) Time Devotion: Except for the range safety officer, it is acknowledged that the corporation's officers have other business, social, community, and personal interests and responsibilities. Nevertheless, the corporation's corporate officers shall be obligated to devote reasonable time to the conduct of the corporation's affairs.

Article VIII – Members

The corporation shall have such “members” (as defined in California Corporations Code § 5056), and with such rights or privileges, as the corporation’s articles of incorporation (filed August 17, 1955), including amendments thereto, shall explicitly provide.

(a) Annual Dues: Members shall be obligated and required to pay annual dues as from time to time prescribed by the corporation’s directors. The dues shall be used to fund the corporation’s Article III activities and only those activities.

(b) Privileges and Obligations: Members shall have such privileges and obligations in connection with the use of the corporation’s property as the board shall from time to time determine. The board shall be competent to promulgate rules and regulations regarding the use of the corporation’s property, and all such rules and regulations shall be conspicuously posted on the corporation’s website.

(c) **Annual Meeting**: An annual meeting for the purpose of selecting directors or transacting any other proper business which may be brought before the members shall be held at a place within Santa Barbara County as determined by the corporation's directors. Notice of the meeting shall be conspicuously posted on the corporation's website at least (15) days before such meeting.

(d) **Special Meetings**: Special meetings of the members for any lawful purpose may be called by the board, by the president, or by 5 percent or more of the members. The board shall determine the time and place of any special meeting and notice of the meeting shall be conspicuously posted on the corporation's website at least fifteen (15) days before such meeting.

(e) **Voting**: Whenever it is necessary for members to select a director or directors, voting shall be by written or electronic ballot pursuant to reasonable nomination and election procedures authorized by the board given the nature, size, and operations of the corporation.

(f) **Quorum**: One-third of the members physically present at any annual or special meeting shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority present at the meeting shall be the act of the members. In the absence of a quorum, the meeting must be adjourned without any business having been transacted.

Article IX - Finances and Reports

(a) **Fiscal Year**: The corporation's fiscal or accounting year shall be the calendar year.

(b) **Accounting**: The corporation shall keep adequate and correct books and records of account. The corporation may use the cash receipts and disbursements method of accounting and prepare modified cash basis statements for internal and external use. Modified cash basis statements shall include significant accounts receivable, inventories and other personal property, and accounts payable. Within forty-five (45) days after the end of the corporation's fiscal year the chief financial officer shall deliver to each board member appropriate financial statements (*i.e.*, a balance sheet, a statement of income and expense or receipts and disbursements, and a statement of cash flows). The board shall cause financial statements to be made available to the corporation's members, and it may cause the corporation's financial statements to be published on the corporation's website.

(c) **Title**: Legal and record title to all assets of the corporation, whether real or personal, shall be held in the name of the corporation.

(d) Banking: All cash or funds of the corporation shall be deposited in one or more accounts with a recognized financial institution in the name of the corporation. If the check or draft is for less than \$500 (five hundred dollars), withdrawal shall require only the signature of any corporate officer. If the check or draft is for \$500 (five hundred dollars) or more, withdrawal shall require the signatures of the president and any other corporate officer.

(e) Minutes: The corporation shall keep adequate and correct written minutes of all proceedings of its board of directors and committees of the board. The board may publish all minutes on the corporation's website.

(f) Inspection: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind. The right of inspection includes the right to photocopy and make extracts of the corporation's books, records, and documents. Every member shall have the right of inspection if the inquiry pertains to the member's legitimate interest in the corporation's affairs.

(g) Tax Returns: Within sixty (60) days after the end of the corporation's fiscal year the board shall cause all necessary or required tax returns and reports to be prepared and filed with the Internal Revenue Service and the Franchise Tax Board. Any return that is public information or required to be made available to the public may be published on the corporation's website.

(h) Investments: In investing the corporation's cash or monies the board of directors and corporate officers shall avoid speculation and they shall invest and manage corporate assets as a prudent investor would, by considering the purposes, programs, income requirements, and other circumstances of the corporation. In satisfying this standard, the directors and officers shall exercise reasonable care, skill, and caution. The directors and officers may delegate investment and management functions as prudent under the circumstances and they may use the services of a competent and qualified investment adviser (as defined in California Corporations Code § 25009).

Article X - Miscellaneous

(a) Self-Dealing: No director or officer of this corporation shall be financially interested, directly or indirectly, in any contract or transaction between this corporation and any other person or business entity of any kind. The corporation shall not lend any money or property to any director or officer.

(b) Indemnification: To the maximum extent permitted by law, this corporation may indemnify its directors, officers, employees, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal or administrative matter or proceeding.

(c) **Insurance**: This corporation shall have the right to purchase and maintain insurance to cover any liability asserted against or incurred by any director, officer, employee, or agent arising from or connected with any activity on behalf of this corporation.

(d) **Amendments to Bylaws**: The board of directors of this corporation may adopt, amend, or repeal bylaws to the maximum extent permitted by the Nonprofit Corporation Law.

(e) **Website and Electronic Transmission of Information**: The corporation's website shall be the official platform for the electronic transmission by the corporation of information to all persons interested in the activities of the corporation, and every person (including directors, officers, and members) shall be deemed to have actual notice of any document, instrument, or other written communication that has been conspicuously posted on the website. The website shall display (i) the names and electronic mail addresses of all directors and officers, (ii) the articles of incorporation and bylaws, (iii) all shooting and range safety rules that must be observed by every person, and (iv) any other communication or information the board may deem appropriate or desirable for posting.

(f) **Website and the Giving of Notice**: The corporation's website shall be used to give any "notice" that may be permitted or required to be given by the California Nonprofit Corporation Law. Thus, if "written notice" of any meeting (whether annual, regular, or special) is required to be given to any person (whether a director or a member), written notice shall be deemed to have been given to that person if there is a conspicuous website posting of the written notice not less than fifteen (15) days nor more than thirty (30) days before date of the meeting.

(g) **Savings Clause**: The Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern all matters not specifically provided for in these bylaws. In the event of any inconsistency between these bylaws and any statutory provision of the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law, the statutory provision shall prevail.

(h) **Tax-Exempt Status**: The corporation's directors are empowered to take any action that may be necessary to protect the corporation's status as a tax-exempt organization under the provisions of Internal Revenue Code of 1986, § 501(c)(4), or any similar future statute. In addition, the corporation's directors are empowered to take any action that may be necessary to make the corporation eligible for tax-exempt status under the provisions of Internal Revenue Code of 1986, § 501(c)(3), or any similar future statute.

(i) **Safety Rules**: For the protection of members and the public, the board shall promulgate firearms and range safety rules and cause such rules to be conspicuously posted on the corporation's website.

Certificate of Secretary

I certify that I am the Secretary of the Winchester Canyon Gun Club, a California nonprofit public benefit corporation, and that these bylaws are the bylaws of this corporation as adopted by the corporation's board of directors.