

BYLAWS of the APPLE VALLEY GUN CLUB

ARTICLE 1

1. NAME

The name of this corporation is the Apple Valley Gun Club.

2. PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of the activities and affairs of the corporation is located at 16699 Stoddard Wells Road, Victorville, in the County of San Bernardino, California.

3. CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW

At all times, the Apple Valley Gun Club shall be governed by and be in compliance with the California Nonprofit Public Benefit Corporations Law, California Revenue and Taxation Code Section 23701d and Internal Revenue Code Section 501(c)(7).

ARTICLE 2

1. PURPOSES AND LIMITATIONS

(a) General Purposes

This corporation is formed for the following social, educational and recreational purposes, which shall not allow for the distribution of gains, profits or dividends to the members.

(b) Specific Purposes

(1) To encourage and teach organized shooting among members and the community with a view toward increasing knowledge of the safe handling, use and care of firearms as well as improving marksmanship and developing traits of honesty, good fellowship, self-discipline, team play and self-reliance essential to good sportsmanship.

(2) To promote and teach safety and sportsmanship in connection with the use of firearms and archery.

2. BENEFITS AND DUTIES OF MEMBERS

All members in good standing shall have the privilege of using the facilities of the Club under the rules and regulations of the Club. A member's spouse and children under 18 years of age (or up to 23 years of age if a full-time student) are entitled to all member's privileges excepting voting or holding office.

Any member in good standing shall have the privilege of a voice and of the ballot in all matters pertaining to the activities and welfare of the Club, except such matters of administration as are delegated by these bylaws to subsequently by proper action of the membership to the Board of Directors, to the Executive Board of the Board of Directors, special committees of the Board of Directors or Club officers.

Members in good standing shall have the privileges of the floor at all meetings of the Club. It shall be the duty of all members to conduct themselves at all times in a manner becoming a true sports person and good citizen, to observe the rules and regulations of the Club and the guidelines of the National Rifle Association of America pertaining to competition and safety; to assist the officers of the Club in maintaining proper order, discipline, safe conduct and fair play, and to promptly report to the proper authority (i.e., an officer or director) any infraction of rules by Club members or visitors which may result in danger to the person, property or the good repute of the members or of the Club. All members in good standing shall have the power to vote.

Guest participation at the Club is allowed in accordance with the current Policies and Procedures in effect consistent with the Public Benefit Status of the Club.

3. DUES, FEES AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the board, the initiation fee, and the dues, fees and assessments in amounts to be fixed from time to time by the board. The dues, fees and assessments shall be equal for all members of each class, but the board may, at its discretion, set different dues, fees and assessments for each class.

- (a) The annual dues shall be payable on January 1st of each year. Dues for newly enrolling members shall be prorated from January 1st. For the purpose of pro-ration, the month during which the member is enrolled shall be charged at the full amount for that month.
- (b) A member whose dues are not paid by February 1st shall be considered delinquent. Delinquent members have no rights to facilities utilization and have forfeited all membership rights and benefits. If dues are not paid prior to February 1st of the year following the year that dues went unpaid then membership cannot be renewed. That member must then submit an application for membership, pay the initiation fee, and be voted in as a new member.
- (c) Inactive members shall remain on the inactive list for a period of one year and then will be dropped from the membership roster. If after one year the inactive member wishes to rejoin, they shall then reapply for membership, pay the then current initiation fee as set by the board and the pro-rated dues for the month in which they rejoin, as if they are a new member.

4. VOTING

(a) Eligibility to Vote

Subject to the provisions of the California Nonprofit Public Benefit Corporations Law, Section 5056, members entitled to vote at any meetings of members shall be regular members in good standing as of the record date determined under these bylaws.

(b) Manner of Casting Votes

Voting may be by voice or ballot, except that any annual election of directors must be by written ballot prior to the annual banquet.

(c) Voting

Each member entitled to vote shall be entitled to cast one vote on each matter brought to a vote of members.

(d) No Proxy Voting

There shall be no proxy voting of membership.

(e) Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on a matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

ARTICLE 3

1. NUMBER AND QUALIFICATION OF DIRECTORS

The Board of Directors shall consist of at least five but not more than nine directors until changed by 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 qualification for directors is that they shall be regular members in good standing of the Apple Valley Gun Club.

No more than forty-nine (49) percent of the persons serving on the board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, and (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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Laws and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the corporation. Notices of meetings mailed, sent by facsimile (fax) transmission or e-mail to them at such addresses shall be valid notices thereof.
- (f) Duties may be delegated as needed, but the delegation of duties shall not abdicate responsibility or authority for those duties.

4. ELECTION, DESIGNATION, AND TERM OF OFFICE

The elected officers of this club shall also be its directors as set forth below. The directors shall be elected for two years based on the following schedule:

- (a) Annually: The President Elect (also known as the Vice President) will be elected annually and will assume the Vice Presidency for one year. Upon the expiration of the President's term, the Vice President will assume the office of President.
- (b) In Odd Years: Treasurer, 2 two Year Directors, and 1 one year Director shall be elected.
- (c) In Even Years: Secretary, 2 two Year Directors, and 1 one year Director shall be elected.

Candidates for the office of Secretary and Treasurer shall be nominated as such and shall be nominated for a term of two years. Candidates standing for election as Secretary or Treasurer shall be indicated as two year directorships on all ballots distinctly from those running for at large directorships.

Election results shall be announced at the Annual Members Banquet held on the third Saturday in February of each year.

5. COMPENSATION

Directors shall serve without compensation, except that they shall be paid a reasonable advance of expenses or reimbursement of expenses incurred in the performance of their regular duties as allowed under the California Nonprofit Public Benefit Corporations Law.

6. VACANCIES ON BOARD

(a) Events Causing a Vacancy

Vacancies on the Board of Directors shall exist

- (1) on the death, resignation, incapacitation or removal of any director, and/or
- (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony or any misdemeanor resulting in loss of the right to possess firearms, or has been found by a final order or judgment of any court to have breached any duty under and of the California Nonprofit Public Benefit Corporations Law, Section 5221.

If this corporation has fifty (50) or more members, directors may be removed without cause by a majority of the votes represented at a membership meeting at which a quorum is present.

(b) Resignation from Board

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(c) Filling Vacancies

Vacancies created by the removal of a director may be filled, first, by the approval of the members. In the event that the members do not fill the vacancy, then the Board of Directors may fill the vacancy.

All other vacancies in the board of directors may be filled, first, by the Board of Directors. In the event that the Board of Directors does not fill the vacancy, then the members may fill the vacancy.

A person elected to fill a vacancy on the Board of Directors, with the exception of Vice President, as provided in this section shall complete the remainder of the term, or until such director's death, resignation, incapacity or removal from office.

In the event of a vacancy in the office of Vice-President the appointed member shall serve only until the next election cycle and shall not ascend to the office of President.

(d) No Vacancy or Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

7. QUORUM AT BOARD MEETINGS

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meetings is a motion to Adjourn. However, a majority of the directors present at such meetings may adjourn from time to time until the time is fixed for the next regular meeting of the Board. A quorum is defined as more than half of the actual number of directors.

When a meeting is adjourned for lack of a quorum, a statement to that effect shall be noted, as well as the time and place of the next meeting of the Board of Directors, as the Minutes of that Meeting.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

8. MAJORITY ACTION AS A BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporations Laws, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238), require a greater percentage or different voting rules for approval of a matter by the board.

9. CONDUCT OF BOARD MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation, or in the absence of each of these persons by a Chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. The President or presiding Chairperson will have no vote at Board Meetings with the exception of breaking a tie.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

10. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to sanction for the purposes of this section only, “all members of the board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporations Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorizes the directors to so act, and such statement shall be *prima facie* evidence of such authority.

11. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation if they are performed in good faith as defined in California Nonprofit Public Benefit Corporations Law, Section 5239. If upon determination of the majority of the board that a board member or officer of the Corporation was acting within the scope of his or her duties, the Corporation assumes a duty to defend directors and officers of the corporation from litigation resulting from the good faith execution of their official duties.

12. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability, other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporations Law), asserted against or incurred by the agent in such capacity or arising out of the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporations Law.

ARTICLE 4

1. OFFICERS

The officers of the corporation shall be the President, Vice President, Secretary, and a Chief Financial Officer who shall also be designated the Treasurer. The President, Vice President, Secretary, and Treasurer may delegate duties as needed, but the delegation of duties shall not abdicate responsibility or authority for those duties. The corporation may also have, as determined by the Board of Directors, an Assistant Secretary, Assistant Treasurer, or other officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board. Officers who miss more than two consecutive Board Meetings without just cause or prior excuse from the Board of Directors shall be dismissed.

2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any member in good standing may serve as an officer of this corporation.

3. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incidental to his or her office and as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, and preside at all meetings of the members, except as otherwise expressly provided by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

4. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the 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 on, the President. As Chairman of the Safety Committee, the Vice President's responsibilities also include overseeing the areas of safety and training. The Training Coordinator reports directly to the Vice President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as the Board of Directors may prescribe.

5. DUTIES OF SECRETARY

The Secretary shall certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date. The Secretary shall also:

- (a) Keep at the principal office of the corporation a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether executive, regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (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 records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- (d) Keep at the principal office of the corporation a membership book containing the name and address of all members, and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (e) Exhibit at all reasonable times to any director of the corporation, or to such director's agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation

(f) In general, perform all duties incidental to the office of Secretary as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6. DUTIES OF TREASURER

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the corporation from any sources whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(c) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(d) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

(e) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

(f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(g) In general, perform all duties incidental to the office of Treasurer as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(h) Maintain at the principal place of business of the corporation, copies of the tax returns of the corporation and copies of all documents filed with the Secretary of State and the Attorney General of the State of California.

ARTICLE 5

1. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute the Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business affairs of the corporation, subject to the California Nonprofit Public Benefit Corporations Law.

2. OTHER BOARD OF DIRECTORS COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees.

3. MEETINGS AND ACTION OF COMMITTEES

Rules and regulations cannot be inconsistent with the provisions of these Bylaws. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of the regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meeting of committees to the extent that such rules and regulations are consistent with these Bylaws.

ARTICLE 6

1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or Secretary and countersigned by any Director if so appointed, of the corporation.

3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

ARTICLE 7

1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, because this corporation has members, all meetings of members, indicating the time and place of holding such meetings, whether executive, regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses and, if applicable the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.
- (e) Copies of tax returns and other documents filed with the Internal Revenue Service or any California entity, including the Secretary of State, Franchise Tax Board, Attorney General, Employment Development Department, and the County of San Bernardino and municipalities, districts and agencies residing therein.

2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

3. DIRECTORS INSPECTION RIGHTS

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

4. MEMBERS INSPECTION RIGHTS

A member may do either of the following as permitted by California Nonprofit Public Benefit Corporations Law, Section 6330:

- (a) Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior demand upon the corporation which shall state the purpose for which the inspection right is requested; or

(b) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The rights set forth in subdivision (a) may be exercised by:

(1) Any member, for a purpose reasonably related to the person's interest as a member. Where the corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), it may deny the member access to the list. In any subsequent action brought by the member under Section 6336, the court shall enforce the rights set forth in subdivision (a) unless the corporation proves that the member will allow use of the information for purposes unrelated to the person's interest as a member or that the alternative method offered reasonably achieves the proper purpose set forth in the demand.

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) The corporation may, within 10 business days after receiving a demand under subdivision (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivision (a).

5. RIGHT TO COPY AND MAKE EXTRACTS

A member's duly authorized agent or attorney may make in person any inspection under the provisions of this Article. The right to inspection includes the right to copy and make extracts.

6. ANNUAL REPORT

The board shall cause an annual report to be published not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing. This report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- (c) The revenue or receipts of the corporation, both unrestricted and restricted, to particular purposes;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any other information required by law.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and the records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically publish the above annual report in such manner, at such time, and with such contents, including an accompanying report from the independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

ARTICLE 8

1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9

1. AMENDMENT OF THE BYLAWS

Subject to any provision of the law applicable to the amendment of Bylaws, pursuant to the California Nonprofit Public Benefit Corporations Law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, to change or repeal these Bylaws under Section 5150 of the California Nonprofit Public Benefit Corporations Law, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of the directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to a variable board or vice versa, may not be adopted, amended or replaced except as provided in sub paragraph (b) of this Section; or
- (b) By approval of the members of this corporation.

ARTICLE 10

1. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by approval of both the Board of Directors and by the approval of the members of this corporation.

2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct and error in such statement or delete such statement after the corporation has filed a “Statement by a Domestic Non-Profit Corporation” pursuant to the California Nonprofit Public Benefit Corporations Law.

ARTICLE 11

1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this corporation, provided , however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in distribution of, and shall not receive, any of the corporate assets upon dissolution of the corporation.

ARTICLE 12

1. MEMBERSHIP

(a) CLASSES OF MEMBERSHIP

This corporation shall have five classes of members, designated as follows:

- | | |
|---------------------------|--|
| (1) Regular Members | Voting |
| (2) Honorary Life Members | Non Voting |
| (3) Military Members | Non Voting |
| (4) Associate Members | Non Voting-Spouses, partners and dependent children up to age 18, unless a full time student, then up to age 23. |
| (5) Probationary Members | Non Voting, access limited |

Any adult person dedicated to the purpose of this corporation shall be eligible for membership on approval of the membership application by the Board; on timely payment of such dues and fees as the board may fix from time to time; by the majority vote of members at a regularly held Membership Meeting. All classes of members are required to be members of the National Rifle Association.

(b) VOTING MEMBERS

Regular members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the corporation, on any merger and its principal terms, and on any election to dissolve the corporation, in addition to any other rights to vote on policies of this corporation, as set forth in these Bylaws. Regular members shall have the right to approve or disapprove of any major discretionary nonrecurring expenditure over \$1,000.00 by majority vote at a regularly held membership meeting. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporations Law, Section 5056.

California Nonprofit Public Benefit Corporations Law, Section 5056(a) defines member as: "Member" means any person who, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote for the election of a director or directors or on a disposition of all or substantially all of the assets of a corporation or on a merger or on a dissolution unless the provision granting such right to vote is only effective as a result of paragraph (2) of subdivision (a) of Section 7132. "Member" also means any person who is designated in the articles or bylaws as a member and, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote on changes to the articles or bylaws.

(c) OTHER PERSONS ASSOCIATED WITH THE CORPORATION

The corporation may refer to Honorary Life Members, Military Members, Associate Members and Probationary Members associated with it as "members," even though those persons are non-voting members.

Reference in these Bylaws to members shall mean members as defined in Section 5056 of the California Nonprofit Public Benefit Corporations Law, i.e. "Regular Members" as set forth in Article 12, Section 1 of these Bylaws. By amendment of its articles the rights of a member of any class, as set forth in these Bylaws, to any person who does not have the right to vote on any of the matters specified in Article 12, Section 1(b), "Voting Members" of these Bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporations Law.

- (1) **HONORARY LIFE MEMBERS:** Honorary Life Members shall pay no dues. This class of membership is an honor that may be conferred upon any individual deemed worth as evidenced by a majority vote of the membership at a regular meeting of the Club and may be revoked by a majority vote of the membership at a regular meeting of the club. This class of membership may not hold office.
- (2) **MILITARY MEMBERS:** Military members shall pay dues the same as set for regular members. This class of membership shall consist of active duty military personnel. They shall pay no initiation fee; shall not hold office nor have voting rights. Club privileges shall be as set by the Board of Directors from time to time. Military members may request a leave of absence for extended active military duty or deployment, during which time dues shall be waived. This class of membership must be converted, including initiation at the current rate, by January 1st of the year following separation from active duty to continue club privileges.
- (3) **ASSOCIATE MEMBERS:** Associate Members shall not pay dues. This class of Membership shall be limited to spouses, dependents under the age of 18 (unless they are full time students at which time the age will be set at 23). The member's spouse and/or dependents are entitled to all members' privileges except voting. Associate members may not hold office.
- (4) **PROBATIONARY MEMBERS:** All new members shall be Probationary Members for a period of not less than ninety (90) days. During this period the Probationary Member must satisfy the requirements as set forth in the current Club Policies and Procedures in order to qualify as Regular Members. Probationary Members do not have voting rights nor do they enjoy full access to utilize the facilities of the Club. Probationary Members must be accompanied by a member while using the facilities.

2. NUMBER OF MEMBERS

The Corporation finds that a limit on membership is not currently necessary. At the point of this certification, no safety issues have arisen from overuse. The Corporation shall institute policies and procedures providing that its members may not treat their membership dues or other charges as tax-deductible payments.

3. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director

or member of the corporation during regular business hours. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used in whole or part, by any person for any purpose not reasonable related to a member's interest as a member.

4. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

5. TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. Upon the death of a member, a membership may be transferred without charge of initiation to a spouse or partner, as defined by current California law, provided the associate member spouse or partner satisfies all current requirements for membership. Membership transfer must be requested within one year of the date of death of the member.

6. TERMINATION OF MEMBERSHIP

(a) MEMBERSHIP SHALL TERMINATE UPON THE OCCURENCE OF ANY OF THE FOLLOWING:

(1) If a member gives notice of the termination of that person's membership, which notice is delivered to the President or Secretary of the corporation personally or by first class mail postage prepaid, such membership to terminate upon the date of delivery of the notice or the date of deposit in the mail.

(2) Upon a failure of a regular member to renew his or her membership by paying dues on or before their due date, such termination shall be effective thirty (30) days thereafter.

(b) PROCEDURE FOR EXPULSION

Following the determination by the Board of Directors that a member should be expelled, the Board of Directors shall follow the procedures set forth in the California Nonprofit Public Benefit Corporations Law, Section 5341, concerning expulsion.

7. RIGHTS ON TERMINATION OF MEMBERSHIPS

All rights of a member in the corporation shall cease on termination of a membership, as herein provided.

8. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provisions of these Bylaws, no amendment of the Articles of Incorporation may result in the terminations of memberships of this corporation.

9. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action, which may be taken at any regular or special meeting, may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action 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. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail whichever occurs first.

11. RECORD DATE OF MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporations Law.

12. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as director, and
- (b) A reasonable opportunity for a nominee to communicate to the membership.

Reference in these Bylaws to members shall mean members as defined in Section 5056 of the California Nonprofit Public Benefit Corporations Law (i.e., “Regular Members” as set forth in these Bylaws).

By amendment of its articles of incorporation, the corporation may grant some or all rights of a member of any class, as set forth in these Bylaws to any person that does not have the right to vote on any of the matters specified in Article 12, Section 1(a) “Voting Members” of these Bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporations Law.

ARTICLE 13

1. TIME AND PLACE OF MEETINGS AND ANNUAL BANQUET

(a) MEMBERSHIP AND BOARD MEETINGS AND ANNUAL BANQUET

(1) The regular membership meetings of the club for transactions of business shall be held each month, at 7 pm. on the second Wednesday of each month, or at a time and date to be determined by the board.

(2) The board meetings of the club for transaction of business shall be held each month, at 6 pm. on the second Wednesday of each month, or at a time and date to be determined by the board.

(3) The annual banquet of the members shall be held during the month of February, on the third Saturday of that month, beginning at a time and place to be announced by the Board of Directors.

(4) The annual meeting of the Board of Directors shall be held on the first Monday of the month following the Members' Annual Banquet at which new directors are elected. Business to be conducted at this meeting shall include at a minimum training on fiduciary and custodial responsibilities, the Articles of Incorporation, Bylaws, Policies, Procedures and Practices of the corporation.

2. SPECIAL MEETING OF MEMBERS

(a) PERSONS WHO MAY CALL SPECIAL MEETINGS OF MEMBERS

The Board of Directors, the Chairperson of the Board, or the President of the corporation shall call special meetings of the members. In addition, five percent (5%) or more of the members may call special meetings of the members for any lawful purpose. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(b) NOTICE OF MEETINGS

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation 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 of the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(c) MANNER OF GIVING

Notice of members meeting or any report shall be given either personally, by mail or other electronic means of written communication, addressed to the 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 notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram, electronic publication, e-mail or other means of written communication to include the Club Newsletter.

(d) CONTENTS OF NOTICE

Notice of a membership meeting shall state the place, date, and time of the meeting and

- (1) In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or
- (2) In the case of a regular meeting, those matters that the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.

(e) NOTICE OF MEETINGS CALLED BY MEMBERS

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or facsimile or electronic (e-mail) transmission to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date, time and place for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves. Notice shall be delivered by members in a manner consistent with means specified in sub paragraph (c) of this section.

(f) WAIVER OF NOTICE OF MEETINGS

The transactions of any meetings of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or as 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. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in sub paragraph (g) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(g) SPECIAL NOTICE RULES FOR APPROVING CERTAIN PROPOSALS

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by the members;
- (3) Amending the Articles of Incorporation; and
- (4) An election to voluntarily wind up or dissolve the Corporation.

3. DIRECTORS MEETINGS

(a) PLACE OF MEETINGS

Meetings of the Board may be held at any place within or outside California 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) ELECTRONIC MEETINGS

Conference by telephone, video/electronic teleconference, email or similar communication equipment may be used to hold any meeting, as long as all directors participating in the meeting can hear one another or are addressed in the email. All such directors shall be deemed to be present in person at such meeting. Results from any such meeting shall be reported at the next scheduled meeting.

(c) WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS

Transactions of any meeting of the Board, however called and noticed or whether held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4. NOTICE OF MEETINGS

(a) TIME OF NOTICE

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, is on the record date for the notice of meeting, is entitled to vote thereat, provided, however that if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) MANNER OF GIVING NOTICE

Notice of members meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the 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 notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation the county in which the principal office is located. Notice shall be deemed to have been given at the time then delivered personally or deposited in the mail or sent by telegram or other means of written communication, to include electronic publication, e-mail or other means of written communication to include the Club Newsletter.

Regular meetings of the Board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first class mail postage prepaid or forty-eight (48) hours' notice by facsimile transmission, which shall be deemed to be delivered on its deposit in the mails or on its transmission by facsimile transmission phone number as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

5. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

6. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS

The transactions of any meeting of the Board, however called and noticed or whether held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

7. QUORUM FOR MEMBERSHIP

(a) PERCENTAGE REQUIRED FOR MEMBERSHIP MEETINGS

Two and one half percent (2.5%) of the voting power shall constitute a quorum for the transaction of business at any regular meeting of members provided, however, that if any special meeting is called and attended in person by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given.

(b) LOSS OF QUORUM

Subject to Section 7 of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

8. CONDUCT OF MEMBERSHIP MEETINGS

Meetings of the members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of a meeting.

Meeting shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision by law.

9. ACTION BY MEMBERSHIP - WRITTEN BALLOT WITHOUT A MEETING

Any action, which 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 each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specific approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required by law.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action 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. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

Directors will be elected by written ballot. Ballots will list the persons nominated at the time the ballots are mailed or delivered. Membership dues must be received no later than the 1st of February in order for the voting of Directors to be valid.

10. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures as outlined in Article 12, Section 12 of these Bylaws.

CERTIFICATION

This is to certify that the foregoing TWENTY (24) pages is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors and the Members of said corporation.

January 9, 2019

Date

Secretary, Apple Valley Gun Club