

# **BYLAWS OF EL DORADO GUN CLUB, INC., A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

The name of this corporation is El Dorado Gun Club, Inc. (the “Corporation”).

## **ARTICLE I OFFICES**

**Principal Office.** The principal office for the transaction of the activities and affairs of this corporation is located at 5941 Union Mine Road, El Dorado, CA 95623. The Board of Directors may change the location of the principal office.

## **ARTICLE II OBJECTIVES AND PURPOSE**

**Purpose.** This corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes stated in the Articles of Incorporation.

## **ARTICLE III DEDICATION OF ASSETS**

**Dedication of Assets.** The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code Section 501(c)(3) or 501(c)(7).

## **ARTICLE IV DIRECTORS**

4.1 **General Corporate Powers.** The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

4.2 **Specific Powers.** Without prejudice to their general powers, the Directors shall have the power to:

4.2.1 Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

4.2.2 Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do

business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

4.2.3 Adopt, make, and use a corporate seal and alter the form of the seal.

4.2.4 Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

4.2.5 Set forth guidelines for all regular and special functions, events and activities of the Corporation and its Members.

4.3 **Number of Directors.** The number of Directors shall be thirteen (13) consisting of the four (4) Officers as provided in Article VI, and nine (9) Directors (collectively the Officers and Directors are referred to as "Directors").

4.4 **Appointment and Term of Office of Directors.**

4.4.1 The Members of the Board of Directors as of the initial meeting of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A. Initial Members of the Board of Directors shall each serve until the later of the date of Regular Meetings of the Members designated beside his or her name in Exhibit A, or the date his or her successor is elected. Subsequent Directors shall be elected by a majority vote of the Members at each Regular Meetings.

4.4.2 Directors (excluding Officers serving on the Board of Directors) shall serve a term of three (3) years from the date of their election. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms. Three (3) Directors shall be elected annually at the Regular Meetings of the Members.

4.4.3 The Chair of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each Regular Meetings.

4.5 **Qualifications of Board Members.** Any person 18 years of age or older and who has been a member of record for twelve (12) months prior to his or her election may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

4.6 **Vacancies and Events Causing Vacancy.** A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

4.6.1 The death, resignation, or removal of any Director.

4.6.2 The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a

felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code section 5231 and following of the California Nonprofit Corporation Law.

4.6.3 The failure of the Members, at any meeting of the Members at which any Director(s) is to be elected, to elect the Director(s) to be elected at that meeting pursuant to the provisions of Section 4.4.1.

4.6.4 The increase of the authorized number of Directors.

4.7 **Resignation.** Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

4.8 **Removal.**

4.8.1 Any Director may be removed, with or without cause, by the vote of the majority of the Members at a special meeting of the Members called for that purpose, or at the Annual Meeting of the Members, provided notice of that meeting and of the removal questions are given as provided in Section 15.2. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.4.1.

4.8.2 Any Director who does not attend three successive Board meetings will automatically be removed from the Board unless:

4.8.2.1 The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

4.8.2.2 The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection 4.8.2.

4.8.2.3 The Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three meetings.

4.9 **Filling of Vacancies.** Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 4.4.1.

4.10 **Place of Meeting; Meeting by Telephone.** Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of

meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 4.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

4.11 **Regular Meetings.** The Board of Directors shall hold a Regular Meetings at least once a month at a time and place designated by the Board of Directors for purposes of designating committees and transacting regular business.

4.12 **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President, or any two Directors.

4.13 **Notice.** Notice of any Special Meetings of the Board of Directors shall be given to all Directors at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with these Bylaws, provided that such notice may be waived by any Director as set forth in Section 4.14. Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

4.14 **Waiver of Notice.** The transactions of any meeting of the Board of Directors, 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) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

4.15 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.16. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to

transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

4.16 **Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

4.17 **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 4.14.

4.18 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Corporations Code section 5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

4.19 **Compensation of Directors.** The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

4.20 **Restriction on Interested Directors.** Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

4.21 **Expenditures of Corporation Funds.** No expenditure of Corporation funds, with the exception of budgeted items, in excess of two hundred fifty dollars (\$250) shall be authorized by the Board of Directors until the proposal has been submitted to the Board of Directors for approval. The request for an expenditure of funds shall state (a) the goals to be accomplished by the expenditure; (b) Steps taken to insure that the proposal is the most cost effective method of accomplishing the stated goal with three or more bids when feasible; and (c) the proposal shall be incorporated into the official minutes of the Board of Directors.

## ARTICLE V COMMITTEES

5.1 **Committees of Directors.** The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or

more Directors, and only of Directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may

5.1.1 Fill vacancies on the Board of Directors or on any committee;

5.1.2 Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;

5.1.3 Amend or repeal any resolution of the Board;

5.1.4 Designate any other committee of the Board or appoint the members of any committee;

5.1.5 Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

5.2 **Executive Committee.** Pursuant to Section 5.1, the Board may appoint 2 or more Directors and the Chair of the Board of the Corporation, to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 5.1.

## ARTICLE VI OFFICERS

6.1 **Officers.** The Corporation shall have the following Officers: President, Vice President, Secretary, and Treasurer. Officers shall also serve as Directors.

6.2 **Election of Officers.** The Officers of the Corporation shall be elected by the Members, and each shall serve at the pleasure of the Members.

6.3 **Election and Term.** The Officers shall be elected for a term of one (1) year. The Officers shall be elected by a majority of the Members at the Annual Meeting of the Members.

6.4 **Removal of Officers.** Any Officer may be removed, with or without cause, by the Members, at any annual or special meeting of the Members

6.5 **Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in

that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

6.6 **Vacancies in Office.** A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

6.7 **Eligibility.** Any adult Member in good standing, who has been a Member for at least twelve (12) months prior to an election, may serve as an Officer. The President must also have served at least one full term as an Officer or Director.

6.8 **Responsibilities of Officers.**

6.8.1 **President.** The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

6.8.2 **Vice President.** The Vice President shall be vested with all of the powers of the President and shall perform all of the duties of the President in the absence or disability of the President or when requested to do so by the President. The Vice President shall have authority to sign checks drawn on the Corporation's accounts.

6.8.3 **Secretary.** The Secretary shall attend to the following:

6.8.3.1 **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

6.8.3.2 **Notices and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

6.8.4 **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

6.8.4.1 **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties

and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

6.8.4.2 Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

## ARTICLE VII RECORDS AND REPORTS

7.1 **Maintenance of Articles and Bylaws.** The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

7.2 **Maintenance of Other Corporate Records.** The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

7.3 **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents

7.4 **Annual Report.** Within 120 days after the end of the Corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Directors containing the following information:

7.4.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

7.4.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

7.4.3 The revenue or receipts of the Corporation, both unrestricted and restricted, for particular purposes, for the fiscal year;



7.4.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

7.4.5 Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and

7.4.6 The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 15.2 of these Bylaws.

7.5 **Financial Audit.** The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

## ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 **Right to Indemnification.** This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of

conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

8.2 **Insurance.** This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code section 5233.

## ARTICLE IX CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

### 9.1 **Contracts with Directors and Officers.**

9.1.1 No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

9.1.2 The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

9.2 **Loans to Directors and Officers.** The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

## ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall end on May 31.

## ARTICLE XI AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors; provided, however, that amendment or repeal of Section 4.3, Section 4.5, or this Article 11 shall require the unanimous approval of the Board of Directors.

## ARTICLE XII MEMBERS

12.1 **Membership.** This corporation shall have one class of voting Members, designated as regular members. Any person dedicated to the purposes of the corporation shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board of Directors may fix from time to time.

12.2 **Membership Rights.** All members shall have the right to vote, as set forth in these Bylaws, on the election of Board of Directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

12.3 **Dues, Fees, and Assessments.** Each Member must pay, within the time and on the conditions set by the board, 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.

12.4 **Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

12.4.1 Resignation of the member;

12.4.2 Conviction of a felony;

12.4.3 The member's failure to pay dues, fees, or assessments as set by the board within sixty (60) days after they are due and payable;

12.4.4 Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

12.4.5 Termination of membership under Section 12.4 of these Bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

**12.5 Suspension of Membership.** A member may be suspended, under Section 12.5 of these Bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

**12.6 Procedure.** If grounds appear to exist for suspending or terminating a member under Sections 12.4 and 12.5 of these Bylaws, the following procedure shall be followed:

12.6.1 The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

12.6.2 The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

12.6.3 The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.

12.6.4 Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

**12.7 Memberships as Not Transferable.** No membership or right arising from membership shall be transferred. All membership rights cease on the Member's death or dissolution.

XIII  
MEETINGS OF MEMBERS

13.1 **Annual Meetings.** An Annual meeting shall be held during the month of December of each year, unless the board fixes another date or time and so notifies Members as provided in these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, Directors and Officers shall be elected and other proper business may be transacted, subject to these Bylaws.

13.2 **Location of Meetings.** Meetings of the Members shall be held at any place within or outside California designated by the board or by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office. The board may authorize Members who are not present in person to participate by electronic transmission or electronic video communication.

13.3 **Special Meetings.**

13.3.1 The board or the chair of the board, if any, or the president, or 5 percent or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.

13.3.2 A special meeting called by any person entitled to call a meeting of the Members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, under Article X of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the board.

13.3.3 No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

13.4 **Notice of Certain Agenda Items.** Approval by the Members of any of the following proposals, other than by approval by two-thirds (2/3) of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

13.4.1 Amending the articles of incorporation; or

13.4.2 Electing to wind up and dissolve the Corporation; or

13.4.3 Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or Bylaws, when the Corporation is in the process of winding up.

### 13.5 **Notice Requirements.**

13.5.1 Notice of the Annual Meeting of Members shall be in writing and shall be given at least sixty (60) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, such as the monthly newsletter, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. Notice of the Annual Meeting shall include the names of all nominees for Officers and Directors.

13.5.2 Notice of Special Meetings of the Members shall adhere to the requirements for notices as provided in 13.5.1, except such notices shall be given at least thirty-five (35) days prior to a Special Meeting.

13.6 **Quorum.** Fifty percent (50%) plus one (1) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members.

13.7 **Eligibility to Vote.** Subject to the California Nonprofit Mutual Benefit Corporation Law, Members in good standing on the record date shall be entitled to vote at any meeting of Members. Members may not vote by proxy.

13.8 **Number of Votes.** Each member entitled to vote may cast one vote on each matter submitted to a vote of the Members and for each candidate for office.

13.9 **Majority Approval.** 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 any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation law or by the articles of incorporation.

## ARTICLE XIV CONSTRUCTION AND DEFINITIONS

14.1 **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

14.2 **Electronic Transmission.** Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

#### CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of El Dorado Gun Club, Inc., a California nonprofit mutual benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of 16 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on February \_\_\_\_, 2017, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this February \_\_\_\_, 2017.

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Mickey Razy, Secretary