



Concord Sportsmen's Club

AMENDED BYLAWS OF CONCORD SPORTSMEN'S CLUB, INCORPORATED

A California Nonprofit Mutual Benefit Corporation

ARTICLE I. AMENDMENT, PRINCIPAL OFFICE, AND PURPOSE

1.1. Amendment. This amendment to the bylaws of Concord Sportsmen's Club, Incorporated ("CSC"), supersedes and replaces all bylaws and amendments thereto approved and adopted by the board of directors and members of CSC prior to the date of certification of these amended bylaws by the secretary of CSC set forth below.

1.2. Corporate Name. The name of the corporation is Concord Sportsmen's Club, Incorporated.

1.3. Principal Office. The principal office for the transaction of the activities and affairs of CSC is located at 4700 Evora Road, Concord, Contra Costa County, California, U.S.A., 94520. The Board of Directors may change the location of the principal office. The business address is P.O. Box 1121, Concord, California, 94522. The secretary shall hold the P.O. Box key. Any such change of location must be noted by the secretary on these bylaws; alternatively, this Section may be amended to state the new location without need to vote on the bylaw revision. The board may at any time establish branch or subordinate offices at any place or places where CSC is qualified to conduct its activities.

1.4. Purpose. CSC is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of CSC is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under such law. The purposes for which CSC is formed are pleasure, recreation, and other non-profitable purposes related to the promotion of the sports of rifle, handgun, and shotgun shooting; archery; and the stimulation and encouragement of the safe handling of firearms. Despite any other provision of these articles, CSC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of CSC.

1.5. 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural,

the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.6. Irrevocable Dedication of Assets. CSC’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of CSC, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of CSC. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of CSC shall be distributed to the current member clubs of USI, or other corporations with purposes similar to CSC, provided that such recipients have established exempt status under Internal Revenue Code § 501(c)(4).

ARTICLE II. MEMBERS AND MEMBERSHIPS

2.1. Membership. CSC shall have two classes of members; Full Member and Associate Member. No person shall hold more than one membership or type of membership in the Corporation.

2.2. Membership Qualifications and Eligibility. Any person who is a United States Citizen of good character, eighteen years or older is eligible for membership in the Corporation only after such person has satisfied the following qualifications:

a. Applicants for Associate Members must be introduced by the sponsoring member to the members present at a general membership meeting of the Corporation, following which their names are submitted to the Board of Directors by the Membership Secretary for subsequent action. An applicant for membership must submit an application with any dues and fees as described in § 2.3 and § 2.4 of CSC’s bylaws.

b. Any person, eligible for membership under these Bylaws may be admitted to membership as an Associate Member on the approval of a majority of the Board of Directors.

c. New members shall become Associate Members for a period of time as detailed in the Policy and Procedures Statement, and during that time must meet the participation requirements of the corporation as detailed in the Policy and Procedures Statement before being eligible to be voted a Full Member. Associate Members not desiring to achieve Full Member status may remain an Associate Member.

d. Associate Members may apply to become Full Members after fulfilling the requirements as detailed in the Policy and Procedures Statement. Full Membership status will be granted by approval of a majority of the Board of Directors.

c. Code of Conduct for Members; Participation expectations and any additional requirements for membership, Associate Member and Full Member will be outlined in a Policies and Procedures Statement as approved by the Board of Directors.

2.3. Dues. The annual dues payable to the Corporation by members shall be in such amounts as determined by the Board of Directors. Dues shall be payable for the first year on admission to

membership and annually thereafter at such time as may be determined by the Board of Directors. Dues for Associate Member and Full Member are the same. The Policies & Procedures will further detail the membership dues, expiration, dues proration and other membership particulars.

2.4. Application Fee. There shall be an application fee in an amount as may be determined from time to time by action of the Board of Directors, charged for and payable with the application for membership. Such application fee shall be immediately refunded if for any reason a person is not admitted to membership to the Corporation.

2.5. Dues, Fees, and Payment Schedule. Dues, Application Fees, and other fees will be reviewed periodically and set by the Board of Directors. A “fee schedule” shall be maintained in a Policies and Procedures Manual.

2.6. Membership Rights.

a. All Associate Members of CSC shall be entitled to all rights and privileges described in §§ 2.1 and 2.2 of CSC’s bylaws with the exception of voting on corporate matters.

b. All Full Members of CSC shall be entitled to all rights and privileges described in §§ 2.1 and 2.2 of CSC’s bylaws. All Full Members shall have the right to vote on corporate matters, as set forth in these bylaws, on the disposition of all or substantially all of the assets of CSC, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve CSC. Each member shall have one (1) vote. .

2.7. Prohibition on the Transfer, Sale, and/or Assignment of Memberships. Membership or any right arising from a membership shall be non-transferrable.

2.8. Nonliability of Members. A member of CSC is not personally liable, solely because of membership, for the debts, obligations, or liabilities of CSC.

2.9. Number of Memberships. The Corporation shall have no limit on the total number of dues paying members.

2.10. Membership Book. The Corporation shall maintain in written or electronic form a membership book containing the name and address of each voting member. The book shall also contain the record of membership date, and the date of which such membership ceased. Such a book shall be kept by the Secretary of the Corporation and shall be subject to the rights of inspection required by law and as set forth in § 8.2 of these Bylaws.

2.11. Inspection Rights of Members. Any member of the Corporation may inspect the list of all Full Members and Associate Members of the Corporation as described in § 8.2 of these Bylaws.

2.12. Termination of Membership. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes;

- a. The voluntary resignation of a member;
- b. Where a membership is issued for a period of time, the expiration of such period of time;
- c. The death of a member;
- d. The nonpayment of dues, subject to the limitations set forth in § 2.13 of these Bylaws.

2.13. Nonpayment of Dues. The membership of any member who fails to pay his or her dues, on or before the due date, or within thirty (30) days thereafter, shall automatically terminate at the end of such thirty (30) day period. The notice that annual dues are due shall be given at least sixty (60) days before such dues are payable. The notice may be given either personally, by first-class, registered, or certified mail, charges prepaid, or by electronic means, email, or by other means of electronic communication, and shall be addressed to each member at the address of that member as it appears on the books of CSC or to the electronic contact number or email given by the member to CSC for purposes of notice. If no address appears on CSC's books and no address has been so given, notice shall be deemed to have been given if either: (1) notice is posted at CSC's display case at USI; or (2) notice is published at least once in a newsletter or by electronic means in the CSC newsletter or network for the CSC.

2.14. Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership.

ARTICLE III. MEMBER, BOARD OF DIRECTOR AND SPECIAL MEETINGS

3.1. Monthly Corporate (Members) Meeting. A monthly meeting of the corporation, which shall be open to all members at the time and date as detailed in the Policies & Procedures. The board may fix another date or time and if so must notify members in accordance with these bylaws. If the scheduled date falls on a legal holiday, the meeting may be held and business conducted as if it were not a legal holiday.

3.2. Location and Attendance at Corporate (Members) Meetings. Meetings of the members shall be held at the USI Club Hours or other location as detailed in the Policies & Procedures.

3.3. Authority for Electronic Meetings. Attendance at meetings for the purpose of voting via electronic means (i.e., telephone or video conference) shall not be permitted.

3.4. Board of Director Meetings. The Board of Directors meetings may be held from time to time as determined by the Board of Directors in order to transact business and other duties of the Corporation. The Board of Directors shall determine the day and date such meetings may be held. The Board shall meet annually at the beginning of the calendar year.

3.5. Special Meetings. A special meeting of the general membership or the Board of Directors may be called by a majority of the Board of Directors for any lawful purpose at any time. A special meeting 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 Secretary of CSC. The Secretary shall coordinate and schedule the meeting giving prompt notification to the entire membership or Board where applicable, stating that a meeting will be held at a specified location, time and date fixed by the board.

However, the meeting date shall be not less than seven (7) days, but no more than sixty (60) days after receipt of the request and notification to the membership.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of the Board may be held when the meeting is called by the Board.

3.6. Notice of Certain Corporate (Members) Agenda Items. Approval by the Full Members by vote of any of the proposals set forth below is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.

- a. Removing a director without cause.
- b. Amending the articles of incorporation.
- c. Electing to wind up and dissolve CSC.
- d. Adopting, amending, or repealing bylaws.
- e. Disposing of corporate assets.
- f. Election of Board of Directors

3.7. Corporate (Members) Meeting Notice Requirements. Notice of any meeting of members shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice may be given either personally, by first-class, registered, or certified mail, charges prepaid, or by electronic means, email, or by other means of communication, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of CSC or to the electronic contact number or email given by the member to CSC for purposes of notice. If no address appears on CSC's books and no address has been so given, notice shall be deemed to have been given if either: (1) notice is posted at CSC's principal office; or (2) notice is published at least once in a newsletter or by electronic means on an electronic message board or network for the CSC.

3.8. Electronic Notice. Notice given by electronic transmission by CSC shall be valid only if all of the conditions set forth below are satisfied.

- a. The notice is delivered by: (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with CSC; (ii) posting on an electronic message board or network that CSC has

designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication.

b. The notice is delivered to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications.

c. The notice is delivered in a manner which creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, an electronic transmission by CSC to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act [15 United States Code § 7001(c)(1)]. Notice shall not be given by electronic transmission by CSC after either of the following: (a) CSC is unable to deliver two (2) consecutive notices to the member by that means; or (b) the inability to deliver the notices to the member becomes known to the secretary, membership secretary, or any other person responsible for the giving of the notice.

3.9. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of CSC, and if so executed, shall be filed and maintained in CSC's minute book.

3.10. Board of Directors Quorum. A quorum at any meeting of the Board of Directors shall be a majority of the total number of Directors. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on the following: (1) approval of contracts or transactions between CSC and one or more directors or between CSC and any entity in which a director has a material financial interest; (2) creation of and appointments to committees of the board; and (3) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

3.11. Board of Directors Loss of Quorum. The members present at a duly called or held Board meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Board members required to constitute a quorum.

3.12. Rules of Order. *Robert's Rules of Order*, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these bylaws, the articles of incorporation of CSC, or the rules governing agenda, motions, and related

matters.

ARTICLE IV. VOTING

4.1. Eligibility to Vote. Pursuant to §§ 2.1, and 2.2, all Full Members in good standing shall be entitled to vote at any meeting of members on items listed in §§ 3.6. Each Full Member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members. Associate Members have full club privileges, but are not allowed to vote until they become a Full Member.

4.2. Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be pursuant to § 5.1 of these Bylaws.

4.3. Majority Approval. 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.

4.4. Member of Record. For purposes of § 4.1 of these bylaws, a Full Member holding a membership, in good standing, at the close of business on the record date shall be a member of record.

4.5. Proxies. Voting by proxy shall not be permitted.

ARTICLE V. ELECTIONS

5.1. Manner of Voting. The Full Members of the Corporation shall elect the Board. The Board of Directors shall be elected by written ballot when there are two (2) or more candidates are nominated and are willing to be elected to the position. If only one (1) person is nominated or willing to be elected to the position, this person may be elected by a verbal vote. If a written ballot is used, the Board shall cause the appointment of Inspectors of Election as set forth in § 5.2 of these Bylaws.

5.2. Inspectors of Elections. In advance of any meeting of the members or by any action by written ballot, the Board may appoint any person or persons, other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. The number of inspectors shall be one (1) or three (3). The Majority of members represented in person at the meeting shall determine whether one (1) or three (3) inspectors are appointed.

5.3. Duties of Inspectors. The Inspectors of Election shall perform the following duties:

- a. Determine the number of members in attendance eligible to vote
- b. Receive, count, and tabulate all votes

- c. Determine the results of the vote
- d. Undertake any other acts proper to conduct the election or vote with fairness to all members and candidates

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

5.4. Nominating Committee. The President, with approval from the Board, shall appoint a nominating committee of at least two members in good standing, whose duties shall be to present the names of candidate for each elective office. Nominations for all elected offices shall also be open from the floor at the time of the election.

5.5. Lack of Qualifications for Board of Directors. Any member in of the Corporation in good standing, with two or more consecutive years as a Full Member of the Corporation, may be eligible to be elected to the Board of Directors. If there are a lack of qualified members willing to be elected to the board, the president may appoint a member to the Board of Directors or allow a member to run for election that does not meet the two consecutive year qualification as stated above.

5.6. Terms of Office. The term of office for the Board of Directors shall be for one year. Candidates for Office are nominated in October and in November, and elected at the November General Membership Meeting. Officers may be sworn in at the December meeting. All Officers of the Board begin their term at the January General Membership meeting.

5.7. Eligibility to Vote. Pursuant to §§ 2.1, and 2.2, all Full Members in good standing shall be entitled to vote at the meeting held for elections. Any member entitled to vote may cast one (1) vote only for each position being elected to the Board of Directors. Proxy or cumulative voting is not allowed.

ARTICLE VI. BOARD OF DIRECTORS

6.1. General Powers of Board.

a. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, CSC's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

b. The Board of Directors shall make and vote on all resolutions and motions concerning any and all business affairs of the Corporation except as stated in these Bylaws. The Board shall make and vote on the Policy & Procedures Statements that govern the operation of CSC. There shall be no proxy voting or cumulative voting by the Board of Directors

c. The Board shall have the power to suspend or expel any member in accordance with Article X.

6.2. Specific Powers of Board. Without prejudice to the general powers set forth in § 6.1 of these bylaws, but subject to the same limitations, the board shall have the power to take the actions set forth below.

a. Prescribe powers and duties as are consistent with the law, the articles of incorporation, and these bylaws. Review and approve CSC Policies & Procedures that are consistent with the current bylaws.

b. Change the principal office or the principal business office in California from one location to another.

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

d. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

6.3. Number and Qualifications of Directors. The authorized number of directors of CSC shall be no less than five (5), nor more than nine (9). Any member described in § 2.1 of these bylaws having been a Full Member for two or more years in good standing is eligible to serve on the board of directors. No director may simultaneously hold office or serve on the board of directors of any other Member Corporation of USI (Bay Point Rod and Gun Club, Brentwood Rod and Gun Club, Walnut Creek Sportsmen's Club, or Diablo Rod and Gun Club).

6.4. Voting Members of the Board of Directors. The members of the Board of Directors shall consist of the following:

1. President;
2. Vice-President
3. Secretary
4. Treasurer
5. Director at Large
6. Optional Director at Large
7. Optional Director at Large
8. Optional Director at Large
9. Optional Director at Large

6.5. Combining Board of Director Positions. With a majority vote of the Directors, the above positions may be combined to allow one person to hold two (2) or more positions at the same time. The above notwithstanding, the position of President and Vice-President shall not be held by the same person at the same time.

6.6. Lack of Qualified Members. If there are no qualified members of the Corporation willing to be elected to the Board of Directors, the President may appoint a member to fill the vacancy who does not meet the qualifications pursuant to § 6.3 of these Bylaws.

6.7. Responsibilities of President. Subject to the control of the board, the president shall be the general manager of CSC and shall supervise, direct, and control CSC's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

6.8. Responsibilities of Vice Presidents. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and duties as the board or the bylaws may require.

6.9. Responsibilities of Secretary. The secretary shall keep or cause to be kept, at CSC's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep, or cause to be kept, at CSC's principal California office, a copy of the articles of incorporation and bylaws as amended to date.

6.10. Responsibilities of Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of CSC's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall: (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of CSC with such depositories as the board may designate; (2) disburse CSC's funds as the board may order; (3) render to the president and the board, when requested, an account of all transactions as Treasurer and of the financial condition of CSC; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the treasurer shall give CSC a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to CSC of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

- 6.11. Responsibilities of Director at Large. The directors at large shall advise and assist all other officers in carrying out their respective duties.
- 6.12. United Sportsmen Board of Director. The president may serve as board member on the United Sportsmen Incorporated Board of Directors, or may appoint one (1) member from the CSC Board of Directors to serve on the USI Board.
- 6.13. Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the board may be “interested persons.” An interested person is: (1) any person compensated by CSC 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 (2) 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 CSC.
- 6.14. Use of Corporate Funds and Communication to Members. No funds or communications to members of CSC may be expended or used to support a nominee for any elected office.
- 6.15. Vacancies on Board. A vacancy or vacancies on the board of directors shall occur in the event of the following: (1) the death, removal, or resignation of any director; or (2) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if CSC holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under California Corporations Code § 7238. In the event of a vacancy on the board, the president may select a qualified member in good standing to fill the vacancy, until the next general election.
- 6.16. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of CSC. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.
- 6.17. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed in CSC’s records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- 6.18. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 6.19. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of

any adjournment to another 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.

6.20. Director Compensation. Directors and members of committees of the board will receive no compensation.

6.21. Audit Committee. CSC shall have an audit committee consisting of at least three (3) directors. Directors who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from CSC (such as; food catering, shoot event computer programing, professional services, etc.) may not serve on the audit committee. The audit committee shall perform an annual audit no sooner than March 30th after the end of the calendar year. Duties of the audit committee include:

- a. Reconciling all bank records of the corporation
- b. Reconciling expense reports
- c. Reviewing all CSC's financial affairs.
- d. Preparing an annual financial audit report.

Members of the audit committee shall not receive compensation for their service on the audit committee.

ARTICLE VII. OFFICERS

7.1. Officers. The officers of CSC are the Board of Directors as outlined in Article VI of these Bylaws with the addition of the Membership Secretary and the Sergeant at Arms.

7.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled pursuant to § 6.15 of these Bylaws.

7.3. Responsibilities of Membership Secretary. The membership secretary shall keep, or cause to be kept, at CSC's principal office or at a place determined by resolution of the board, a record of CSC's members showing each member's name, address, and membership history. The membership secretary will be responsible for processing applications for membership, collecting fees and dues, issuing membership cards, processing annual renewals, and other duties necessary regarding membership. The membership secretary will be responsible for maintaining and safeguarding all historical records that pertain to membership. The Membership Secretary is and Officer of CSC but is not a voting Board of Directors position, however these duties may be assigned to a Board member.

7.4. Sergeant at Arms. The Sergeant at Arms shall keep and maintain order at all meetings, ensure the orders of the president are properly carried out, and provide to the secretary the names of all members and guests present at all general membership meetings. The Sergeant at Arms is

an Officer of CSC but is not a voting Board of Directors position, however these duties may be assigned to a Board member.

7.5. Contracts with Directors and Officers. No director or officer of CSC, nor any other corporation, firm, association, or other entity in which one or more of CSC's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with CSC unless: (1) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (2) the material facts regarding such director's financial interest in such contract or transaction 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 board members before consideration by the board of such contract or transaction, and 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 of the interested director.

7.6. Loans to Directors and Officers. CSC shall not lend any money or property to, or guarantee the obligation of, any director or officer of CSC unless: (1) the board decides that the loan or guaranty may reasonably be expected to benefit CSC; and (2) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

7.7. Indemnification. To the fullest extent permitted by law, CSC shall indemnify its directors and officers, and may indemnify employees and other persons described in California Corporations Code § 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of CSC, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in these bylaws, shall have the same meaning as in California Corporations Code § 7237.

On written request to the board by any person seeking indemnification under California Corporations Code § 7237(b) or § 7237(c), the board shall promptly decide under California Corporations Code § 7237(e) whether the applicable standard of conduct set forth in California Corporations Code § 7237(b) or § 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under California Corporations Code § 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in any proceeding covered by these bylaws, shall be advanced by CSC before final disposition of

the proceeding, on receipt by CSC of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by CSC for those expenses.

7.8. Insurance. CSC shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII. CORPORATE RECORDS

8.1. Corporate Records. CSC shall keep the records set forth below.

- a. Adequate and correct books and records of account.
- b. Minutes of the proceedings of its members, board, and committees of the board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

8.2. Members' Inspection Rights. Unless CSC provides a reasonable alternative as provided below, any member is entitled to take the actions described below for a purpose reasonably related to the member's interest as a member:

Inspect a copy of the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on CSC, which must state the purpose for which the inspection rights are requested.

CSC may, within ten (10) business days after receiving a demand under this section, subject to approval by the Board, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If CSC reasonably believes that the information will be used for a purpose other than one reasonably related to a member's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

Any inspection under this section may be made in person or by the member's agent or attorney. The right of inspection excludes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of CSC.

8.3. Inspection of Accounting Records and Minutes. On written demand on CSC, any member may inspect, copy, and make extracts of the accounting books and records and the

minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

8.4. Inspection of Articles and Bylaws. CSC shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date that shall be open to inspection by the member's at all reasonable times during office hours. If CSC has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

8.5. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect CSC's books, records, and documents of every kind, and to inspect the physical properties of CSC. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

8.6. Annual Report. The board shall cause an annual report to be prepared within one hundred and twenty (120) days after the end of CSC's fiscal year. That report shall contain the information listed below.

- a. A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of CSC that they were prepared without audit from CSC's books and records.
- b. A statement of the place where the names and addresses of current members are located.
- c. Any additional information required by these bylaws.

CSC shall annually notify each member of the member's right to receive a copy of the financial report under this section. Except as provided in the next paragraph of this bylaw, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. If the board approves, CSC may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This section shall not apply if CSC receives less than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year. The treasurer will be responsible to report such incident to the board who will notify the membership as detailed in the bylaws.

8.7. Annual Statement. As part of the annual report to all members, or as a separate document if no annual report is issued, CSC shall annually prepare and mail, deliver, or send by electronic transmission to its members and furnish to its directors a statement of any transaction or indemnification of the kinds listed below within one hundred and twenty (120) days after the end of CSC's fiscal year.

a. Unless approved by members under California Corporations Code § 7233(a), any transaction: (i) to which CSC, its parent, or its subsidiary was a party; (ii) which involved more than fifty thousand dollars (\$50,000) or was one of a number of such transactions with the same person/entity involving, in the aggregate, more than fifty thousand dollars (\$50,000); and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(* Any director or officer of CSC, its parent, or its subsidiary;

(* Any holder of more than ten percent (10%) of the voting power of CSC, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons/entities involved, their relationship to CSC, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

b. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of CSC under these bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under California Corporations Code § 5034, or the loan or guaranty is not subject to California Corporations Code § 7235(a).

8.8. Private Foundation Restrictions. CSC shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code § 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code § 4941(d), shall not retain any excess business holdings as defined in Internal Revenue Code § 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Code § 4944, and shall not make any taxable expenditures as defined in Internal Revenue Code § 4945(d).

ARTICLE IX. DISSOLUTION

9.1. Dissolution. Dissolution of this Corporation shall require a two-thirds (2/3) majority vote of the members of the Corporation. All proposals for dissolution shall be in writing and signed by not less than a majority of the Board of Directors, and shall be presented to the Board of Directors at any scheduled or special meeting of the Board. All members of the Corporation shall be notified of any action or proposed action regarding dissolution at least thirty (30) but no more than ninety (90) days before the meeting date. The notice may be given either personally, by first-class, registered, or certified mail, charges prepaid, or by electronic means, email, or by other means of communication, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of CSC or to the electronic contact number or email given by the member to CSC for purposes of notice. If no address appears on CSC's

books and no address has been so given, notice shall be deemed to have been given if either: (1) notice is posted at CSC's principal office; or (2) notice is published at least once in a newsletter or by electronic means on an electronic message board or network for the CSC.

9.2. Distribution. CSC's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of CSC, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of CSC. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of CSC shall be distributed to the current member clubs of USI, or other corporations with purposes similar to CSC, provided that such recipients have established exempt status under Internal Revenue Code § 501(c)(4).

ARTICLE X. RULE VIOLATIONS (SUSPENSION or EXPULSION)

10.1. Rule Violations. Any person who is a member may be suspended or expelled from membership by a majority vote of the Board of Directors present for, but not limited to the following conduct:

(a) Willfully violating any safety rule or regulation governing the operations of the ranges or the facilities of United Sportsmen Incorporated;

(b) Willfully refusing to comply with a direct order pertaining to range safety from any range master;

(c) Willfully violating these bylaws or Operational Policies and Procedures;

(d) Theft, embezzlement, or willfully damaging or destroying any corporate property or assets;

(e) Unbecoming conduct of a serious nature which tends to bring disrepute upon the corporation or its members.

Any member who desires to appeal any suspension or expulsion from membership may appeal the decision in person before CSC's board of directors at a meeting noticed in accordance with these bylaws.

ARTICLE XI. AMENDMENTS OR CHANGES TO THESE BYLAWS

11.1 The Bylaws of this Corporation may be changed or amended only at a regular or general membership meeting by at least a two-thirds approval of the Full Members present at the meeting, provided the following has been compiled with;

a. A motion to change the Bylaws must be made by a member of the Board of Directors. Due process must follow to second, discussion and vote on the motion by the Board of Directors.

b. If the motion is passed by the Board of Directors, written notice stating the intent to change or amend the Bylaws must be sent to the entire membership either by the regular newsletter or by special letter from the Secretary as directed by the Board of Directors.

c. The change or amendment has been presented and made available at two consecutive monthly general membership meetings prior to voting on the change or amendment. At least two-thirds of the Full Members present at the meeting must vote approval before any change can be made.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Concord Sportsmen's Club, Incorporated, a California nonprofit mutual benefit corporation; that these bylaws, consisting of eighteen (18) pages, are the bylaws of CSC as adopted by the board of directors on _____; and that these bylaws have not been amended or modified since that date.

Executed on _____ Concord, California.

Secretary, Concord Sportsmen's Club, Incorporated