

Bylaws Of the Redding Gun Club

A California Non-profit Mutual Benefit Corporation

ARTICLE I

NAME, LOCATION, AND PURPOSES OF THE CORPORATION

Section 1. Name of Corporation

The name of the Corporation is Redding Gun Club.

Section 2. Principal Office of the Corporation

The principal office for the transaction of the activities and affairs of this Corporation is located at 21777 Seven Lakes Road, Bella Vista, in Shasta County, California. Mailing address: Post Office Box 493847, Redding, California 96003. The Board of Directors may change the location of the principal office which shall be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The Board may at any time establish a branch or subordinate office at any place or places where this corporation is qualified to conduct its activities.

Section 3. General and Specific Purposes

The purpose of this organization is to:

(1) This Corporation is a nonprofit mutual benefit Corporation organized under the nonprofit Mutual Benefit Corporation law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

(2) This Corporation shall promote and encourage all forms of recreation and competitive shooting including rifle, pistol, and shotgun by individuals, groups, and organizations through membership in, or affiliation with, the Redding Gun Club.

(3) The Corporation shall acquire, maintain, operate, and manage safe and adequate facilities for its use.

(4) The Corporation will promote the safe, proper, and enjoyable use of firearms through training, education, and other means with special emphasis on youth and family participation.

(5) No part of the net earnings of the Corporation shall inure to the benefit of any member or private shareholder as defined in Internal Revenue Code Section 501(c)(7).

Section 4. Construction and Definitions

Unless the context requires otherwise, the general provisions, order of construction, and

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definitions in the California Non Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender which includes the feminine and neuter, the singular includes the plural, the plural the singular, and the term person include both a legal entity and a natural person.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership

Qualifications and classes of membership

This Corporation shall have two (2) classes of membership defined as "Regular Members" and "Provisional Members". Any person of good moral character who has read and agreed to abide by these bylaws may become a member by executing a membership application and paying the fee and dues as prescribed by the Board of Directors.

Section 2. Rights of Membership

(A) Regular Members, who have paid dues and fees for the entire calendar year, 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's assets, on any merger and its principal terms, and any amendments to 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 pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligation and debts of the Corporation and provision for any other payment required under applicable law.

(B) Provisional Members are those members who have paid a reduced membership dues and fees on or after August 1 of each calendar year. Provisional Members shall have the same access to Range facilities as Regular Members. Provisional Members Shall Not have the right to vote as set forth in these Bylaws.

Section 3. Membership Dues, Fees, and Assessments

Regular and Provisional Members 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 according to their class of membership.

Section 4. Members in Good Standing

Regular and Provisional Members who have paid the required dues, fees, and assessments in

accordance with these bylaws and who are not suspended shall be members in good standing.

Section 5. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) The members failure to pay dues, fees, or assessments as set by the board within thirty (30) days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (e) Termination of membership under Section 6 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.

Section 6. Terminating Membership

If grounds appear to exist for terminating a member, the following procedures shall be followed:

- (a) The Board shall give the member at least 15 days prior notice of 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 first-class or registered mail to the members last address as shown on the corporations records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (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.
- (c) 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.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one hundred twenty (120) days after the date of the expulsion, suspension, or termination.

Section 7. Transfer Not Permitted

No membership or right arising from membership shall be transferred. All membership

rights cease on the members death or dissolution.

ARTICLE III

MEETINGS

Section 1. **Annual Meeting**

(A) An annual meeting of members shall normally be held at the same time and place as the Board of Directors meeting in June of each year at 6:30 p.m. unless the Board fixes another date or time and so notifies members as provided in Section 6 of this Article III. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day.

(B) Written notice stating the time, place, and date of any meeting of members shall be accomplished not less than ten (10) nor more than fifty (50) days before the date of such meeting by or at the direction of the President, or the Secretary, or the Officers, or Members calling the meeting. In case of a special meeting or when required by statute or by these ByLaws, the purpose or purposes for which meeting is called shall be stated in the notice. Such notice shall be by a minimum of **Three (3)** of the following methods:

(i) **U.S. Mail:** If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, and addressed to the member at his/her address as it appears in the records of the Corporation, with the postage thereon prepaid.

(ii) **Computerized E-Mail:** If E-Mailed, the notice of a meeting shall be deemed delivered when sent to member's E-Mail address on record with the Corporation.

(iii) **Postings:** If posted, the notice must be posted at a minimum, but not limited to the Club House, Shotgun Range, Rifle Ranges, and all Pistol Bays.

(iv) **Website:** The notice of the meeting may be posted on the official Redding Gun Club Web Site.

Section 2. **Place of Meeting**

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.

Section 3. **Special Meeting**

The Board, or the president, or five percent (5%) or more of the members, may call a special meeting of the members for any lawful purpose at any time.

Section 4. **Calling Special Meetings**

A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be called

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by written request, specifying the general nature of the business proposed to be transacted and submitted to the president, the vice president, or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly, following the requirements of Article III, Section 1, Paragraph B to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least (Ten) 10 but no more than Fifty (50) 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 the members may be held when the meeting is called by the Board.

Section 5. Proper Business of Special Meeting

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

Section 6. General Notice Requirements

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting, following the requirements of Article III, Section 1, Paragraph B shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for the action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Section 7. Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, 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) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation;
- (d) Electing to wind up and dissolve the Corporation; or
- (e) Approving a contract or transaction between the Corporation and any one or more directors or between the Corporation and any entity in which a director has material financial interest.

Section 8. Manner of Giving Notice

Notice of any meeting of members shall be in writing and shall be given at least Ten (10)

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but not more than Fifty (50) days before the meeting date. The notice shall be given, following the requirements of Article III, Section 1, Paragraph B

Section 9. Affidavit of Mailing Notice

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

Section 10. Quorum

For the Annual Meeting of the Members, One percent (1%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. 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.

ARTICLE IV

VOTING

Section 1. Who May Vote

Subject to the California Nonprofit Mutual Benefit Corporation Law, all regular members in good standing on the date of record as determined under Section 13 of this Article IV of these bylaws shall be entitled to vote at any meeting of members.

Section 2. Manner of Voting

Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

Section 3. Number of Votes

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 4. 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 any matter, shall be deemed the act of the members unless the vote of a greater member is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

Section 5. **Action without Meetings by Unanimous Written Consent**

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 6. **Solicitation of Written Ballots**

The Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has 100 or more members, any written ballot shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

Section 7. **Election of Directors**

In any election of directors, a written ballot that a member marks withhold, or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

Section 8. **Required Certification of Election Results by Written Ballot**

A) Written Ballots for the election of Board Members are normally mailed to members Thirty (30) days prior to the final submittal date in December. The final submittal date for Ballots is normally one day prior to the December Board of Directors Meeting. The Ballots will be counted at the December Board Meeting. Ballots shall be counted by a minimum of two (2) to a maximum of three (3) Members. A Board Member who is not standing for re-election may provide oversight of the count.

B) The results of the Written Ballot shall be presented to the President of the Board. The President of the Board shall then present the results to those in attendance at the Board Meeting.

C) The Secretary of Board shall certify the results of the Written Ballot as true and complete.

Section 9. **Revoking Ballots**

A written ballot may be revoked for cause. Justified cause may be but not limited to: marking an excessive number of candidates standing for election, fraudulent, or duplicate ballots.

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Cause will be determined by three (3) Board Members who are NOT standing for re-election.

Section 10. Filing Ballots

All written ballots shall be filed with the secretary of the Corporation and maintained in the Corporate records for at least one (1) year.

Section 11. Date of Record for Notice, Voting, Written Ballots, and other Board Actions

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of directors may, in advance, fix a date of record. The date of record so fixed for:

(a) The Date of Record for Eligibility to vote in all elections of the Redding Gun Club shall be no later than July 31 of each calendar year.

(b) Sending notice of a meeting shall be no more than Fifty (50) nor less than Ten (10) days before the date of the meeting;

(c) Taking any other action shall be no more than Fifty (50) days before that action.

Section 12. Members Proxy Rights

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, fax transmission, or otherwise.

Section 13. Solicited Proxies

If the Corporation has 100 or more members, any form of proxy distributed to Ten (10) or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that members marks withhold, or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Section 14. Subject Matter of Proxy To Be Stated

Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the Articles of Incorporation; amendments to the Articles or ByLaws changing proxy rights; removal of directors without cause; filling vacancies on the Board of

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Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all Corporate assets unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Corporation; contracts or transactions between the Corporation and one or more directors or between the Corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the Corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

Section 15. Revocability of Proxies

No proxy shall be valid after the expiration of 180 days from the date of the proxy unless otherwise provided in the proxy, except that the maximum term of a proxy shall be Three (3) years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code Section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

(a) It is revoked by the member executing it before the vote is cast under that proxy, (i) by writing delivered to the Corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the members personal attendance and voting at the meeting, or

(b) Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

Section 16. Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than Forty-Five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new date of record is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who on the date of record for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Board Management

Subject to the provisions and limitations of the California Non Profit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or ByLaws regarding actions that may require approval of the members, the

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Corporation's activities and affairs shall be managed, and all Corporate powers shall be exercised, by or under the direction of the Board of Directors of the Corporation.

Section 2. Specific Powers

Without prejudice to the general powers set forth in Article V Section 1 of these Bylaws, subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all Corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these ByLaws; fix their compensation; and require from them security for faithful service.

2. Change the principal office or the principal business office in California from one location to another; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

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

Section 3. Number of and Qualification for Directors

(a) The authorized number of directors shall be fifteen (15). All directors shall be Regular Members in good standing of the Corporation during all times in which they serve as a Director of the Corporation.

Directors shall be elected to staggered terms with each term being Four (4) calendar years.

Directors elected to office at the end of calendar year 2018 shall serve one additional year thru calendar year 2021 where upon they shall stand for election for a Four (4) year term. Directors elected to office at the end of calendar year 2019 shall serve a Four (4) year term. There after elections for the Board of Directors shall be held every Two (two) years.

(b) The Board of Directors shall consist of: an Executive Board comprised of the President, Vice President, Secretary, Treasurer, Chief Financial Officer, and the Ten (10) Board Members not elected as Officers during the annual meeting.

(c) A Board Member shall be designated as a representative of one of the sporting divisions of the Redding Gun Club. The Sporting Divisions shall consist of: Shotgun Sports, Rim Fire Sports, USPSA, and SASS. Each Division shall designate a representative Board Member with that Board Member's concurrence.

(d) The Divisions of the Range shall consist of: Shotgun Sports, Rim Fire Sports, USPSA, and SASS.

Section 4. Nominations for Board Of Director

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(a) Notice of open nominations for the Board of Directors shall be delivered to Regular Members in accordance with Article III, Section 1, Paragraph B.

(b) Nominations must be submitted to the Board of Directors at least Ten (10) days prior to the mailing of the ballots to Regular Members.

Section 5. Nominees Rights to Solicit Votes

The Board may formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominees qualifications and the reasons for the nominees candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 6. Events Causing Vacancies on Board

A vacancy or vacancies on the Board of Directors shall occur in the event of:

(a) death or resignation of any director;

(b) 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 or convicted of a felony;

(c) a Board member has missed three (3) consecutive, un-excused meetings;

(d) the vote of the members or, to remove any director(s); provided, however, that a director who was designated as a director, rather than elected by the members, may be removed by the person or persons who designated that director and may not be removed without the written consent of that person or persons;

(e) an increase in the authorized number of directors; or

(f) a failure of the members, at any meeting of the members at which any director or directors are to be elected, or to elect the number of directors required to be elected at that meeting.

Section 7. Resignation of Director

Except as provided below, any director may resign by giving written notice to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 8. Vacancies Filled by the Board

Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the new director by the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 7211, or (3)

a sole remaining director.

Section 9. Vacancies Filled by Members

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Section 10. No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 11. Place of Board Meetings

Meetings of the Board shall 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 designated, at the principal office of the Corporation.

Section 12. Meetings by Telephone or Other Telecommunications Equipment

A Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(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.

(c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the board meeting.

(2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 13. Annual and Other Meetings

Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Officers shall be elected by the Board from members of the Board. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 14. Authority to Call Special Meetings

Special meetings of the Board for any purpose may be called at any time by the president, or

any vice president, the secretary, or any two directors.

Section 15. **Notice of Special Meetings**

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimiles; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the directors' address or telephone number as shown on the Corporation's records.

Notices sent by first class mail shall be deposited in the United States mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, facsimile or electronic mail, telephone, sent by or given to the telegraph company, respectively at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 16. **Quorum**

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 only to any more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of the contracts or transactions between this Corporation and one or more directors in which any director has a material financial interest, (b) 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.

Section 17. **Waiver of Notice**

Notice of a meeting need not be given to any director who, whether 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 such waivers, consents, and approvals shall be filed with the Corporate 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 at the beginning of the meeting, does not protest the lack of notice given to him or her.

Section 18. **Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.

Section 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.

Section 20. **Action Without a Meeting**

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 21. **Compensation and Reimbursement**

Directors shall not receive any compensation for their services as directors or officers, but may receive reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 22. **Committees of Board of Directors Creation and Powers of Committees**

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more but not greater than six directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such meeting.

Section 23. **Meetings and Action of Committees**

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee.

Minutes of each meeting shall be kept and filed with the Corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws.

If the Board has not adopted rules, the committee may do so.

Section 24. **Advisory Committees**

The Board may appoint advisory committees as they deem necessary and appropriate. The action of such committees shall be advisory only and report to the Board.

ARTICLE VI
OFFICERS

Section 1. **Officers of the Corporation**

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and a Chief Financial Officer.

Section 2. **Election of Officers**

The officers of this corporation shall be chosen biannually at the regular Board of Director's meeting held in January after a regularly scheduled election of the Board by the Board from among the Board members and shall serve at the pleasure of the Board.

Section 3. **Removal of Officers**

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on who the Board confers power of removal.

Section 4. **Resignation of Officers**

Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 5. **Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled for a full one (1) year term.

Section 6. **President**

Subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall preside at all members meetings and operate as Chairman of the Board at all Board meetings. The President shall have such other power and duties, including but not limited to a set spending limit for any one purchase or disbursement of funds as the Board or the bylaws may require. The spending limit shall be established in a Policy approved by the Board.

Section 7. **Vice President**

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 perform such

other duties as the Board or the Bylaws may require.

Section 8. **Secretary**

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, 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 or represented at members meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and a class of membership.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's Election Ballots to include the Certified Results for a period no less than One (1) year.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the Corporate seal, if any, in safe custody and shall have such other powers and perform such duties as the Board or the bylaws may require.

Section 9. **Chief Financial Officer**

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer 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.

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

Section 10. **Treasurer**

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President, and the

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Board, when requested, an account of all transactions as Treasurer and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

**ARTICLE VII
CONTRACTS, LOANS, INDEMNIFICATION, AND INSURANCE**

Section 1. Contracts With Directors and Officers

No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contractor or other transaction with this Corporation, unless (a) the material facts as to the transaction and such directors interest are fully disclosed 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 (b) the material facts regarding such directors 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.

Section 2. Loans to Directors and Officers

This Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the Corporation or of its parent, affiliate, or subsidiary.

Section 3. Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its directors, employees, and other persons described in Corporations Code Section 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 the Corporation, by reason of the fact that the person is or was a person described in that section. Expenses, as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 7237(b) or Section 7237(c), the Board shall promptly decide under Corporations Code Section 7237(e), whether the applicable standard of conduct set forth in the Corporations Code Section 7237(c), has been met and, so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are the 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

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meeting of members. At that meeting, the members shall determine under Corporations *Code Section 7237(e)*, whether the applicable *standard* of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize the 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 hereunder of these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation 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 the indemnified by the Corporation for those expenses.

Section 4. **Insurance**

This Corporation shall have the right 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 officers directors, employees, or agents status as such.

ARTICLE VIII

MEMBERS RIGHT TO INSPECT CORPORATE RECORDS

Section 1. **Maintenance of Corporate Records**

This Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (c) A record of each Regular and Provisional Member's name and address.

Section 2. **Membership Records**

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy records containing member's names, addresses, and voting rights during usual business hours on five (5) days prior written demand therefore on the Corporation, which must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the secretary of the Corporation, on written demand and tender of reasonable charge, a list of names, addresses, and voting right of members who are entitled to vote for directors as of the most recent date of record for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available

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to the member on or before the later of ten (10) days after the demand is received or the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand under this Section, 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 proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person'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 and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. Maintenance and Inspection of Articles and Bylaws

This Corporation 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, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the secretary shall, on the written request of any member, furnish that member a copy of the Articles of Incorporation and ByLaws, as amended to the current date.

Section 4. Directors Right to Inspect

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

ARTICLE IX

REQUIRED REPORTS

Section 1. Annual Report

The Board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants report, or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;

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(b) A statement of the place where the names and addresses of current members are located; and

(c) Any information required by these bylaws.

This Corporation 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, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

Section 2. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by members under Corporations Code Section 7233(a), any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$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):

(1) Any director or officer of this Corporation;

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of REDDING GUN CLUB, a California nonprofit mutual benefit corporation; that these bylaws, *consisting* of 21 pages, are the ByLaws of this *Corporation* as adopted by the *Board of Directors* on December 6, 2006, and that these bylaws have not been amended or modified since that date. **(Amended as Noted Below)**

Executed on (Handwritten) December 6, 2006, at Redding, California

s/Richard Howell
SECRETARY

TRUE COPY: I certify this is a true and correct copy as to content of the Bylaws of the Redding Gun Club as amended June 3, 2019:

Signed this date: July 1, 2019.

s/Jack Nehr
Jack Nehr, PRESIDENT

s/Richard Howell
Richard Howell, SECRETARY