



## Synopsis of Bylaw Proposals

Voting members are being asked to vote on proposed amendments to the Bylaws of the Folsom Shooting Club Inc. At the April 21, 2015, meeting of the Board of Directors, a Bylaw Committee was established for the purpose of developing proposals to resolve a number of issues experienced in recent years. The committee is chaired by FSC Secretary Mike Brady, along with members, employees, and other Board members.

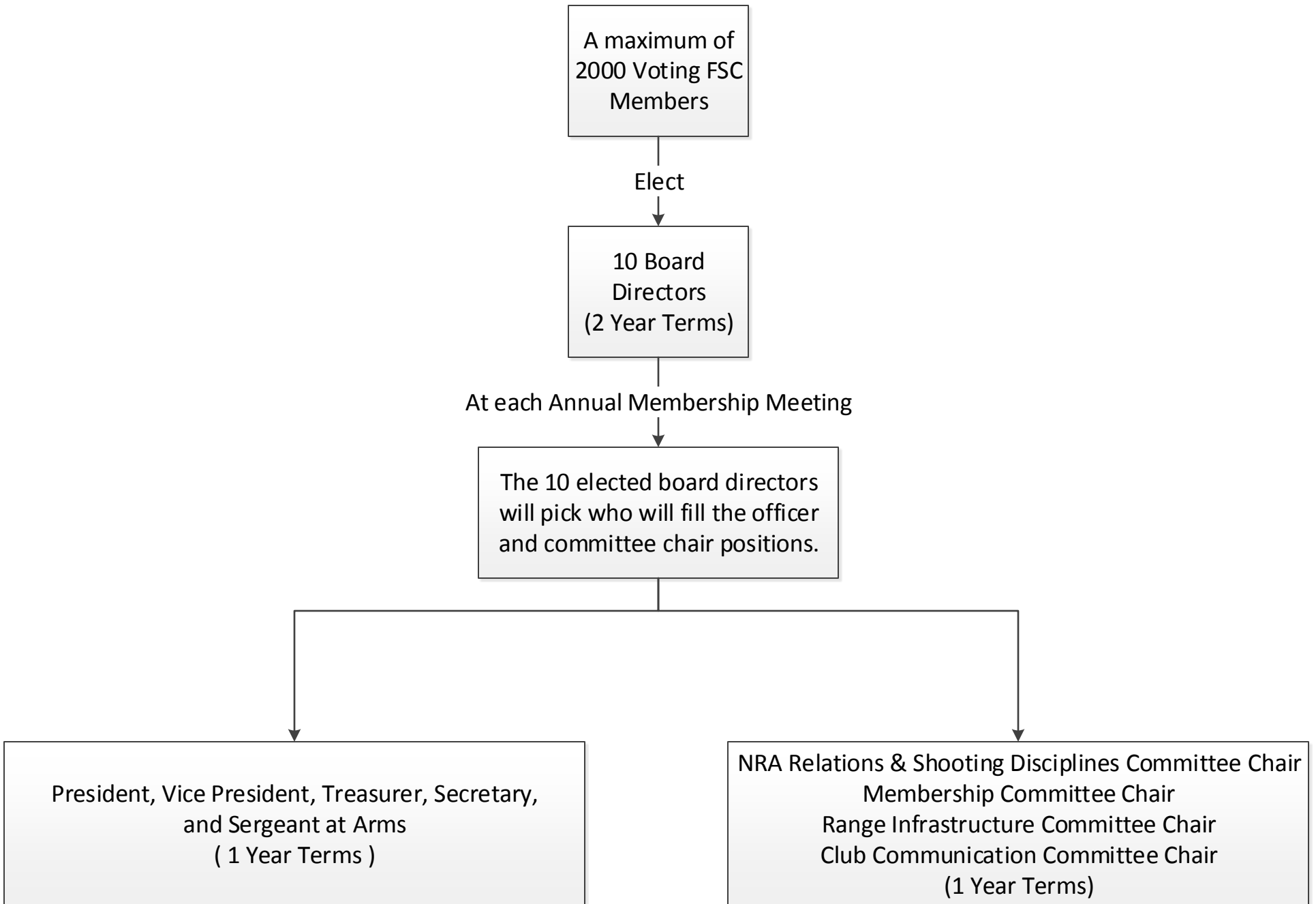
The committee held numerous meetings over the past two years to discuss issues and develop proposed solutions. Additionally, legal counsel was obtained that resulted in amendments for compliance with the California Corporations Code. These proposed bylaws were approved at the February 22, 2017, meeting of the Board of Directors to be presented to our membership for review and consideration. The proposed bylaws still need to be voted on by the membership in order to be adopted by Folsom Shooting Club. The Board of Directors urges all Voting Members to consider the amendments and vote to adopt these bylaws at Annual Membership Meeting in April. Ballots will be sent out early March.

The following is a synopsis of the proposed amendments. The full text of the proposed Bylaw amendments is available on the FSC website, and a printed copy is available at the Main Range Office.

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1. Board of Directors: No longer will FSC members run for specific positions on the Board of Directors. The change is necessary for compliance with the California Corporations Code. As in the past, nominations will be accepted for the annual elections held each April. However candidates will be seeking the ten Board director positions without specific positions being specified on the ballot. All elected Board members are designated as Directors.  
Following the annual election, the elected Directors will determine who will be President, Vice President, Secretary, Treasurer and Sergeant of Arms. Thereafter, the Directors will determine who among the remaining elected Directors will take the chair for the NRA Relations and Shooting Discipline Committee, Membership Committee, Range Infrastructure Committee, Club Communications Committee. Each committee will be staffed by Directors, and or FSC members.
  2. The number of membership classifications is being reduced from eight to five in order to streamline the administration of membership processing and record keeping. However no benefits or privileges are being eliminated by this change.

3. The process for a Non-Voting member to become a Voting Member is being streamlined and made less burdensome.
  - The current requirement for a two-year tenure as a Non-Voting member before applying for Voting Member status is reduced to one year.
  - Applications for Voting Member status may be submitted at any monthly meeting of the Board of Director.
  - The requirement for a sponsor, to attend Board of Director meetings, and serve a probationary period is limited.
4. All fees for membership and range use, and fee reductions for range improvement work hours, will be set by the Board of Directors and stated within the adopted FSC Policies and Procedures. Fees will not be specified in the Bylaws.
5. The maximum number of Voting Memberships is being increased from 1911 to 2000.
6. Amendments are being made to allow the Board of Directors more flexibility as to conducting meetings, a special meeting, and the Annual Membership meeting. Specific agenda items may be provided by the Board in the adopted FSC Policies and Procedures, and not in the Bylaws.
7. Amendments are being made to allow some Directors to delegate some activities to staff while maintaining oversight authority.
8. A new Article 10 defines types of Bylaws amendments that must be approved by the Voting Members. This will allow the Board of Directors to make minor nonsubstantive amendments without requiring a vote of the members.
9. Many provisions of the current Bylaws have been determine by legal counsel to be inappropriate for inclusion in bylaws for a corporation. Provisions relating to fees, membership renewal process, and distribution of information and reports, are removed. Such provisions may be adopted by the Board of Directors in the FSC Policies and Procedures.
10. Numerous related and editorial amendments are proposed for the purpose of improving clarity and consistency.

This is a synopsis of the proposed bylaws amendments. Please refer to the proposed bylaw document for the specific language and details.



**BYLAWS**  
**OF**  
**FOLSOM SHOOTING CLUB, INC.**  
**(a nonprofit public benefit corporation)**

**ARTICLE 1.**

**NAME**

1.1. Name. The name of this corporation is the FOLSOM SHOOTING CLUB, INC. (hereinafter referred to as "FSC" or "the corporation").

**ARTICLE 2.**

**LOCATION OF PRINCIPAL OFFICE**

2.1. Principal Office. The principal office for the transaction of the activities and affairs of FSC shall be the premises known as the Sacramento Valley Shooting Center, 15501 Meiss Road, Sloughouse, CA 95683. The Board of Directors ("Board") may change the principal office from one location to another so long as the principal office remains in California.

2.2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE 3.**

**PURPOSES AND LIMITATIONS**

3.1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation with federal tax exempt status under IRC Section 501(c)(4) and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and educational purposes.

3.2. Specific Purposes. Within the context of the general purposes stated above, the specific purposes of FSC are as follows:

3.2.1. To provide education to the general public on the safe use and care of firearms.

- 3.2.2. To provide facilities available to the public, particularly junior individuals, for education and training in firearms use
- 3.2.3. To encourage more active participation by the general population in organized shooting sports events.
- 3.2.4. To sponsor public events which contribute to public awareness of the proper use of firearms and the spirit of cooperation and self-discipline that is derived therefrom.
- 3.2.5. To promote, encourage, and sustain public awareness that the safe use of firearms for recreational purposes embodies all the qualities of true sportsmanship.
- 3.2.6. To support and encourage public education about the citizens' right to keep and bear arms as guaranteed by the Second Amendment to the Constitution of the United States.

3.3. Limitations. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to public and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

## ARTICLE 4.

### MEMBERS

4.1. Classes of Members. The FSC shall have five classes of Members.

4.1.1. **Voting Member:** Those persons who have reached their 18th birthday and have met all other requirements contained in these Bylaws shall be classified as Voting Members. They shall have equal voting and other rights conferred upon them by these Bylaws and club activity conduct regulations as may be adopted by the Board of Directors. Voting members who have reached the age of 60, may be considered senior Voting Members and eligible for reduced membership dues, fees and benefits as established by the Board of Directors.

4.1.2. **Non-Voting Member:** Those persons who have reached their 18th birthday and meet the requirements listed in subsection 4.3.2. shall be classified as Non-Voting Members as defined by these Bylaws. They shall have all the rights and privileges of Voting Members with limitations as defined in subsection 4.2.2. Non-Voting Members who have reached the age of 60, may be considered senior Non-Voting Members and eligible for reduced membership dues, fees and benefits as established by the Board of Directors. Non-Voting Members may receive a discount on retail merchandise sold by the FSC as established by the Board.

4.1.3. **Junior Member:** The children of any member in good standing, who have not reached their 18th birthday may be classified as Junior Members. A Junior Member shall have all the rights and privileges of the parent member, except that a Junior Member may not have voting rights, the right to hold office, or guest privileges. Junior Members may become Members upon satisfaction of the requirements of these Bylaws.

Junior members, upon reaching their 18th birthday, may petition to become Voting Members regardless of any membership limit or quota. If the Junior Member has satisfied the other conditions of becoming a Voting Member set forth in these Bylaws, the Board may admit the Junior Member as a Voting Member without regard to any waiting list.

4.1.4. **Life Member:** Those persons who have been Voting Members may be approved as Life Members for recognition of extraordinary service to the club, by motion and approval of the Board of Directors. Life Members continue to be Voting Members for the duration of their membership.

4.1.5. **Associate Member:** Spouses or Registered Domestic Partners of Members, as defined by these Bylaws, are Associate Members. They shall have all the rights and privileges of their spouse or registered domestic partner Member (Voting or Non-Voting) except the Associate Member shall not have voting rights or the right to hold office.

4.1.6. It is the intent of these Bylaws that whenever the word *Member* or *Members* is used in a provision herein, the provision shall apply to all five classes of membership, Voting, Non-Voting, Junior, Life, and Associate, unless the provision applies to a Board, Committee, or Officer, in which case the provision shall apply only to Voting Members. Otherwise, provisions specific to a class of membership will identify the specific membership class.

## 4.2. Membership Limitations.

4.2.1. No person shall hold more than one membership in the FSC.

4.2.2. Non-Voting Members, Junior Members, and Associate Members as defined in these bylaws:

4.2.2.1. Shall not have the right to vote or hold elected office.

4.2.2.2. Shall not have the right to initiate proceedings against any Member pursuant to Section 4.9.

4.2.2.3. May not transfer membership to surviving spouse.

4.2.2.4. May not receive any privilege that is equal to that of any Voting Member.

4.2.2.5. Shall not have access to use the FSC clubhouse facility unless accompanied by a Voting Member.

4.2.2.6. Shall have access to public ranges only. Access to private or "competition" ranges shall not be permitted unless accompanied by a Voting Member or as part of a sanctioned club match or training venue.

#### 4.3. Eligibility for Membership

4.3.1. Voting Membership in the FSC is available to any person who meets the following qualifications:

4.3.1.1. Is a member of good standing in the National Rifle Association.

4.3.1.2. Has paid the application fee prescribed by the Board of Directors.

4.3.1.3. Is legally able to possess firearms.

4.3.1.4. Has completed a Voting Membership application. The application and proof of payment of application fee must be presented to the Secretary during a regular meeting of the Board of Directors.

4.3.1.5. Has completed at least 1 year as a Non-Voting Member, completed the requisite number of volunteer hours as may be established by the Board during the previous calendar year, and is not the subject of any disciplinary action authorized by these bylaws.

4.3.1.6. All applications for Voting Membership must be approved by a majority of the Board at a regularly scheduled Board meeting.

4.3.2. Non-Voting Membership in the FSC is available to any person who meets the following qualifications:

4.3.2.1. Is a member of good standing in the National Rifle Association, or has submitted an application to become a member of and has not previously been refused membership in, the National Rifle Association.

4.3.2.2. Has paid the application fee prescribed by the Board of Directors, and personally delivers a completed application to the Main Range Office during regular business hours.

4.3.2.3. Is legally able to possess firearms.

4.4. Dues, Fees, and Assessments. The dues, fees, and assessments, if any, for all members of FSC shall be set by the Board. Annual fees may, but need not, vary between the five classes of membership.

4.5. Good Standing. Those FSC members who have timely paid the required fees, dues, and assessments, who conduct themselves in accordance with these bylaws and the policies and procedures established by FSC, and who are not the subject of any disciplinary action described in Section 4.7 or 4.8, shall be members in good standing.

4.6. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to FSC;
- (b) Death of a member;
- (c) Failure of a member to pay any fees, dues, or assessments within the period of time established by the Board after they become due and payable;
- (d) Expulsion pursuant to Sections 4.7 and 4.8.

4.7. Suspension or Expulsion from Membership. Any FSC Member may be suspended or expelled in accordance with this Article, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with FSC's Articles of Incorporation, bylaws, policies, procedures, code of ethics if any, or any law applicable to FSC and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of FSC.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

4.8. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

- (a) The member shall be provided at least 15 days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on FSC's records. A member's range privileges may be suspended pending the hearing on the suspension or expulsion of membership at the discretion of the President.
- (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 expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or expulsion should take place.



(c) The Board or authorized committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final.

(d) Any action challenging an expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the effective date of the expulsion, suspension or termination.

4.9. Effect of Termination, Suspension or Expulsion. All rights and privileges of a member of FSC shall cease upon termination, suspension or expulsion from membership. If a suspended member also serves as a director/officer on the Board, he/she will not be eligible to serve on the Board during the period of the member's suspension. He/she may resume his/her director/officer duties if the suspension is lifted and good standing is restored.

In the case of termination or expulsion, the member's membership in FSC shall terminate on the effective date of the termination or expulsion. However, termination, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to FSC (e.g. unpaid dues, fees, or assessments, duties of loyalty and confidentiality if the member was also a director on the Board, duty to return FSC property and documents, etc).

4.10. No Property Rights/No Withdrawal Value. Membership in FSC does not constitute an ownership interest in any asset of FSC at any time. If a member is terminated or expelled for any reason, FSC shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on its express agreement to this provision.

4.11. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior written approval of the Board.

4.11.1. No member may transfer for value a membership or any right arising therefrom.

4.11.2. For Non-voting members, all rights of membership cease upon the Member's death.

4.11.3. Voting Membership shall, upon the death of the Primary Member, transfer to the Associate Member. Such transfer shall occur once from the original Primary Member. Associate Members of Life Members will revert to Voting Member status and shall pay dues as set forth by the Board of Directors for Voting Members. Dues shall be payable at the next annual renewal.

4.12. Limitations. No Member shall have authority to bind FSC to any contractual or financial obligation without express written approval of the Board.

4.13. Maximum Number of Voting Members. FSC shall admit no more than 2000 Voting Members. Any change in the maximum number of Voting Members must be approved by a majority of the Voting Members at a properly called and noticed membership meeting, or by written ballot in accordance with these bylaws.

4.14. Liability of Members. Except as required by law, no member is liable for FSC's debts, liabilities, or obligations.

4.14.1. No person is liable for any obligation arising from another's membership.

However, a Member is responsible for his/her financial obligations (annual dues, range fees, etc.) to the FSC and for the social conduct of Junior Members sponsored by the Member, and/or guests of the Member.

4.14.4. All rights of a Member in the FSC, or in its property, shall cease on termination of membership.

4.15. Meetings of Members.

4.15.1. Place of Meetings. Meetings of the members shall be held in any place designated by the Board within the State of California. In the absence of any such designation, members' meetings shall be held at FSC's principal office.

4.15.2. Annual Meeting. An annual meeting of the members shall be held each year at a time and location determined by the Board. At this meeting, any proper business may be transacted, including the election of directors, subject to any limitations in law or these bylaws. Written notice of the annual members' meeting shall be given to all members of FSC, and the Board, in accordance with the procedures provided in subsections 4.15.4 and 4.15.5. below. Only Voting Members of FSC as described in Section 4.1. above may vote at the FSC annual membership meeting. Other interested persons may attend (but may not vote), and may be excluded from some portions of the meeting in the discretion of the Board President.

4.15.3. Special Meetings of the Members. Other meetings of the members ("special meetings") may be called at any time by 1) the Board, (2) the President, or (3) five percent of the Voting Members.

A special meeting of members may be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President or the Secretary of FSC. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections 4.15.4 and 4.15.5. below, stating that a meeting will be held at a specified time and date. If the meeting is called by anyone other than the Board or President, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the Board or President calls the meeting, the meeting date may be any date for which appropriate notice is given in

accordance with subsections 4.15.4 and 4.15.5. below. If notice of a requested special meeting is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice.

4.15.4. Notice Requirements for Members' Meetings. Written notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of FSC. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to FSC (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

4.15.5. Manner of Giving Notice for Meetings. Except as otherwise provided in these bylaws or by law, notice of any meeting of members shall be sent not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class or express mail service, then that notice shall be given not less than 20 days before the meeting.

Notice of a members' meeting or any report shall be given personally, by electronic transmission (Corporations Code sections 20 and 21) if appropriate consents have been signed, or by regular, bulk, or express mail service, addressed to a member at the address of the member appearing on the books of FSC or given by the member to FSC for purpose of notice; or if no such address appears or is given, at the place where the principal office of FSC is located. An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

Notice given by electronic transmission by FSC under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by FSC after either of the following:

(1) FSC is unable to deliver two consecutive notices to the member by that means.

(2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

4.15.6. Waiver of Notice or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the

minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, and consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

4.15.7. Quorum for Membership Meetings. Five percent (5%) of the Voting Members shall constitute a quorum for the transaction of business at any meeting of members. Provided, however, that if any meeting of members is actually attended by less than one-third of the voting power, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

4.15.8. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

4.15.9. Act of the Members. 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 the act of the members, unless the vote of a greater number is required by law, or by the articles of incorporation or these bylaws.

4.15.10. Meetings shall be governed according to these Bylaws. Whenever these Bylaws are silent regarding meeting procedures, Robert's Rules of Order will govern.

4.15.11. Eligibility to Vote/Number of Votes. All Voting Members in good standing as of the date the vote is taken shall be entitled to vote. Each Voting Member shall be entitled to one vote at any annual or special meeting of members.

4.15.11.1. No voting agreement, or voting trust agreement between Voting Members is valid and no such agreement shall be enforced.

4.15.11.2. Proxies. Proxy voting is not allowed.

4.15.12. Action of Members by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The President of FSC shall cause a ballot to be distributed to each voting member in accordance with Section 4.15.5.

Any written ballot pursuant to this section shall: 1) set forth the proposed action, 2) provide an opportunity to specify approval or disapproval of any proposed action, and 3) provide a reasonable time within which to return the ballot to FSC.

The cover letter or memo soliciting ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the action submitted. The solicitation must specify the time by which the ballot must be received by FSC in order to be counted.

Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot under this section. If directors are to be elected by written ballot and the Board adopts a nomination procedure for the election process, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of FSC and maintained in the corporate records for at least three years.

## **ARTICLE 5.**

### **BOARD OF DIRECTORS**

#### 5.1. Powers.

5.1.1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate management of the activities of the FSC to any person or persons, management company or committee however composed, provided that the activities and affairs of the FSC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

5.1.2. Specific Powers. Without prejudice to the general powers set forth in subsection 5.1.1. above, but subject to the same limitations, the Board shall have the right to do the following:

5.1.2.1. Policies. Adopt policies, rules and procedures for the management and operation of the corporation.

5.1.2.2. Administration. Retain an individual employee or employees, or a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.

5.1.2.3. Bonds. May require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.

5.1.2.4. Borrowing money. Borrow money and incur indebtedness on behalf of the corporation 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, liens, and other evidences of debt and securities.

5.1.2.5. Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.

5.1.2.6. Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.

5.1.2.7. Fiscal Year. Establish and change the fiscal year of the corporation.

5.1.2.8. Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.

5.1.2.9. Property. Acquire, construct, possess and sell real, personal, and intellectual property.

5.1.2.10. Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.

5.1.2.11. Committees. Appoint committees as provided in these bylaws.

5.1.2.12. Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

## 5.2. Number and Qualification of Directors.

5.2.1 Number. The Board shall consist of ten (10) directors, elected by and from among the Voting Members.

5.2.2. Qualifications. All directors must be Voting Members in good standing who are dedicated to the purposes of this corporation as set forth above.

5.2.3. No Interested Directors. No person serving on the Board of Directors of the FSC may be an interested person.

5.2.3.1. An interested person means either:

5.2.3.1.1. Any person who currently is an employee of the FSC.

5.2.3.1.2. Any person who has a direct financial interest in any action of the Board of Directors.

5.2.4. Duty of Care. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board, upon which the Director may serve in good faith and in a manner such Director believes to be in the best interest of the FSC, and with such, care, including reasonable inquiry as an ordinary prudent person in like position would use under similar circumstances.

5.3. Election; Term of Office; Term limits. The Board shall adopt nomination and election procedures for purposes of nominating and electing directors to the Board.

5.3.1. The President of the FSC shall appoint an Election Committee at the November Board of Directors Meeting.

5.3.2. The term of office of each director shall be two (2) years; however directors whose term has expired shall continue to serve until a successor has been elected and qualified. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board. The Board shall stagger the terms of the directors so that only one-half of the Board is up for re-election each year.

5.4. Resignations/Removals. Any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Any director may be removed from the Board by a majority vote of the Voting Members at any properly called and noticed membership meeting where a quorum is present or by written ballot in accordance with these bylaws.

#### 5.5. Vacancies on Board.

5.5.1. Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (1) The death or resignation of any director;
- (2) The removal of a director by the members;
- (3) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law; or
- (4) The increase of the authorized number of directors.

5.5.2. Filling Vacancies. Vacancies on the Board may be filled by the Board at any properly called and noticed meeting of the Board where a quorum is present. The voting members may fill any vacancy not filled by the Board. The individual filling a vacant director position shall serve until the end of the term of the director whose vacancy he or she is filling.

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

#### 5.6. Board Meetings.

5.6.1. Annual Meeting. The Board shall hold an annual meeting each year for purposes of organization, election of directors and officers, and transaction of other business. Notice of the annual meeting shall be given in accordance with subsection 5.6.3. below.

5.6.2. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two directors. Notice of any special meeting shall be given in accordance with subsection 5.6.3. below.

5.6.3. Notice. Notice of the annual and any special meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).



Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

5.6.4. Place of Meetings. The annual and any special 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 so designated, at the principal office of the corporation.

5.6.7 Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (1) Each director participating in the meeting can communicate with all of the other directors concurrently.
- (2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or interpose an objection to, a specific action to be taken by the corporation.

5.6.8. Quorum/Act of the Board. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, 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 the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.6.9. 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 such waivers,

consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

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

5.6.11. 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 hours. If the original meeting is adjourned for more than twenty-four 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.

5.6.12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

5.6.13. Voting Power. For all purposes, the voting power of each director shall be one vote.

5.7. Compensation and Reimbursement. Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

5.8. Closed Meetings. Any meeting of the Board may be closed by the President so that only directors and individuals deemed necessary by the President are present. Members of FSC who are not directors may attend any Board meeting unless excluded by the President as described in this Section. Meetings shall not be closed except on rare occasions when deemed by the President that good cause exists for the meeting to be closed. Good cause to close a meeting exists, for example, to discuss an employee's performance, discipline or firing, or to discuss pending litigation with FSC's attorney.

5.9. Property Rights. No director shall have any property rights in any assets of the corporation.

## **ARTICLE 6.**

### **OFFICERS**

6.1. Officers of the Corporation. The elected officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and Sergeant-at-Arms. All officers must be directors.

6.2. Election of Officers. The elected officers of the corporation shall be elected by and from among the directors at the annual Board meeting.

6.3. Terms of Office; Term Limits. Elected officers shall serve for one-year terms. There is no limit on the number of terms an elected officer may serve if he or she is a director and continues to be elected to an officer position by the Board.

6.4. Removal of Officers. Any officer may be removed at any time, with or without cause, by a majority vote of the Board at any properly called meeting where a quorum is present.

6.5. Resignation of Officers. An officer may resign at any time by giving written notice to the President. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

6.6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the directors present at any annual or special meeting of the Board where a quorum is present. The individual filling a vacant elected officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

6.7. Responsibilities of Officers.

6.7.1. President. The President of the Board shall preside at meetings of the Members and of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The President shall be the Chief Executive Officer of the FSC and shall, subject to control of the Members and Board of Directors, have general supervision, direction and control of the business and offices of the FSC. The President shall have general powers and duties of management usually vested in the office of the President of the FSC and shall have such other powers and duties as may be prescribed by the Voting Members, the Board of Directors, or these Bylaws.

6.7.2. 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 prescribe.

6.7.3. Secretary.

6.7.3.1. Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall

keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

6.7.3.2. Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

#### 6.7.4. Treasurer.

6.7.4.1. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the 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.

6.7.4.2. Deposit and Disbursement of Money and Valuables. The Treasurer shall 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, shall disperse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

#### 6.7.5. Sergeant-at-Arms. The Sergeant-at-Arms shall maintain order during meetings of the Board and membership and shall:

6.7.5.1. Assist the Secretary in maintaining a register of the voting members in attendance at meetings and establishing a quorum;

6.7.5.2. Advise the President and the Board regarding proper implementation of the FSC policies and procedures;

6.7.5.3. Advise the President and the Board of the applicable procedural rules under Robert's Rules of Order where the Bylaws are silent; and

6.7.5.4. Perform such other administrative and custodial duties as may be prescribed by the President or the Board.

## **ARTICLE 7.**

### **COMMITTEES**

7.1. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors *and no persons who are*

*not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the directors then in office. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

7.1.1. Approve any action which also requires approval of the members;

7.1.2. Fill any vacancy on the board or on any committee which has the authority of the board.

7.1.3. Amend or repeal these bylaws or approve the adoption of new bylaws.

7.1.4. Amend or repeal any resolution of the board which by its express terms is not so amendable or repealable.

7.1.5. Appoint committees of the board or the members thereof.

7.1.6. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

7.1.7. Approve any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Corporations Code Section 5233.

7.2. Executive Committee. The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

7.2.1. The Executive Committee shall consist of the elected officers of the Association – President, Vice President, Secretary, and Treasurer, and Sergeant-at-Arms.

7.2.2. The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the Association. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the bylaws and to other operating policies.

7.2.3. Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority with respect to personnel matters.

7.3. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings.

7.4. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting

members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

7.5. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and/or other interested persons who are not directors. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

7.6. Standing Advisory Committees.

7.6.1. **NRA Relations & Shooting Disciplines Committee:** The Board shall annually appoint from among its directors an NRA Relations & Shooting Disciplines Committee Chair who shall be responsible for appointing the other members of the Committee. Committee members other than the Chair may be directors from the Board, or voting, non-voting, life or associate members of FSC. Committee members shall serve for one-year terms, but there is no limit on the number of terms a committee Chair or committee member may serve. The Committee shall:

- Act as liaison to the NRA
- Act as liaison to all current shooting clubs and/or disciplines at Sacramento Valley Shooting Center
- Inform the Board and membership of current and potential legislation that may impact FSC
- Ensure compliance with NRA policies that are required for the FSC affiliation with the NRA
- Coordinate all efforts concerning NRA grants

7.6.2. **Membership Committee:** The Board shall annually appoint from among its directors a Membership Committee Chair who shall be responsible for appointing the other members of the Committee. Committee members other than the Chair may be directors from the Board, or voting, non-voting, life or associate members of FSC. Committee members shall serve for one-year terms, but there is no limit on the number of terms a committee Chair or committee member may serve. The Committee shall:

- Coordinate the membership application process, including the provision and prompt follow-up on all prospective and new member communications
- Supervise and manage the member tracking systems; maintain confidential computerized membership files on an ongoing basis
- Work closely with the range staff to ensure all paperwork is completed for new and existing members

7.6.3. **Range Infrastructure Committee:** The Board shall annually appoint from among its directors a Range Infrastructure Committee Chair who shall be responsible for appointing the other members of the Committee. Committee members other than the Chair may be directors from the Board, or voting, non-voting, life or associate members of FSC. Committee members shall serve for one-year terms, but there is no limit on the number of terms a committee Chair or committee member may serve. The Committee shall:

- Coordinate efforts relating to proposed and approved construction projects, improvements, and infrastructure upgrades
- Coordinate maintenance efforts with range staff
- Monitor projects for compliance with the requirements and directives of the Board

7.6.4. **Club Communications Committee:** The Board shall annually appoint from among its directors a Club Communications Committee Chair who shall be responsible for appointing the other members of the Committee. Committee members other than the Chair may be directors from the Board, or voting, non-voting, life or associate members of FSC. Committee members shall serve for one-year terms, but there is no limit on the number of terms a committee Chair or committee member may serve. The Committee shall:

- Oversee communications between the Board and the general membership
- Publish, maintain, and distribute the monthly FSC Newsletter via electronic form
- Oversee all efforts concerning all FSC online media (webpage, facebook, online forums)

7.7. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner as for Board meetings.

## **ARTICLE 8.**

### **LIABILITY, INDEMNIFICATION, AND INSURANCE**

8.1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

8.2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any

such position, 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 Section 5238(a) of the California Corporations Code.

8.3. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

8.4. Advancement of Expenses. 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 pursuant to these Bylaws in defending any proceeding covered by such indemnification 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

8.5. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

## **ARTICLE 9.**

### **RECORDS AND REPORTS**

9.1. Maintenance of Corporate Records. The corporation shall keep:

9.1.1. Adequate corporate books and records of account;

9.1.2. Legible and correct records of account and minutes of the meetings of its Membership, Board of Directors, and Committees of the Board of Directors;

9.1.3. A record of each director's name, address, telephone number, facsimile number, and electronic mail address, if any; and,

9.1.4. A written record of its Members, listing their names, addresses and the class of membership held by each.

9.2. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.



9.3. Inspection by Directors. Every director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law. Any inspection under this Article may be made in person by a Member, or by a Member's agent or attorney. Right of inspection includes the right to copy and make extracts at the Member's expense.

9.4. Annual Report. The Board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- 9.4.1. An overview of the current financial status of the FSC, including but not limited to the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- 9.4.2. The principal changes in assets and liabilities, including trust funds.
- 9.4.3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- 9.4.4. The expenses or disbursements of the corporation for both general and restricted purposes.
- 9.4.5. Any information required by Section 9.
- 9.4.6. Overview and status of any major project.
- 9.4.7. Plans and objectives in the coming year.

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

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

9.5. Annual Statement of Certain Transactions and Indemnifications.

If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction:
  - (i) in which the corporation, its parent or its subsidiary was a party, and

- (ii) in which an "interested person" had a direct or indirect material financial interest, and
- (iii) which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

#### 9.6. Financial Controls.

9.6.1. Such financial controls as are deemed necessary shall be mandated by the Board of Directors. These financial controls shall include, but are not limited to:

9.6.1.1. Dual signatures shall be required for all expenditures in excess of an amount to be determined by the Board of Directors.

9.6.1.2. The President and Treasurer shall have signature authority on all FSC accounts. The President, at the direction of the Board of Directors, may delegate this authority to other Officers, Directors and subordinate staff.

9.6.1.3. A fidelity bond in an amount to be determined by the Board of Directors may be purchased and maintained to indemnify the FSC for acts by its employees and FSC members who are involved in the handling of funds.

### **ARTICLE 10.**

#### **MISCELLANEOUS**

10.1. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

10.2. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the Association. If a Board member or committee member believes that a conflict exists relative to a particular issue being

considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these Bylaws, a “conflict of interest” means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member’s immediate family. “Immediate family” means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

10.3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, and contributor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.

10.4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General’s office, the Internal Revenue Service, and the Franchise Tax Board.

The corporation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to the corporation include but are not necessarily limited to making the corporation’s annual exempt organization filing (IRS Form 990) available to the public, and registering with the Attorney General’s office in California.

10.5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term “person” includes both an individual and an entity.

10.6. Investments.

10.6.1. The FSC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest funds held by it according to the judgment of the Board of Directors without being restricted to the

class of investments imposed upon a trustee or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the FSC if such action together with other actions constitute substantial activities prohibited under the Internal Revenue Code or corresponding provisions of any subsequent tax laws.

10.6.2. The right to purchase, sell or encumber real property by or for the FSC is specifically reserved for appropriate action by the Voting Members and no action by the Board of Directors shall restrict this right unless it is first approved and ordered by an affirmative vote of a majority of the Voting Members present at an annual or special meeting of the Membership. Except for these limitation and those prescribed by law, the right of the Board of Directors to control the affairs of the FSC is sole and exclusive, provided however, that the Membership meeting in annual or special session may by formal motion duly and regularly passed by the said Membership, which motion is to be forthwith transmitted in writing by the Secretary to the Board of Directors, order that the specific action be taken through the Board of Directors at its next meeting. Such action by the Voting Membership will have the effect of requiring the appropriate Officer or Director of the FSC to take the specific action unless within 15 days of the Membership meeting at which tile action was voted, the Board of Directors, by a unanimous vote shall disapprove the action ordered by the Voting Members.

10.7.1. Members, Directors, Officers, employees or other persons connected with the FSC, or any other private individuals shall not receive, at any time, any of the net earning or pecuniary profit from the operations of the FSC. However, payment to employees, contractors and others of reasonable compensation for services rendered to or for the FSC in effecting any of its purposes, as shall be fixed by resolution of the Board of Directors, is permitted.

## **ARTICLE 11.**

### **AMENDMENTS**

11.1. Amendments. These Bylaws may be amended, or repealed and new bylaws adopted, by a majority vote of the Board at any properly called meeting where a quorum is present, so long as the amendments, or the proposed repeal and new bylaws, are provided to each director at least ten (10) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

The following types of bylaw amendments must also be approved by the Voting Members:

- a. Any amendment that would materially and adversely affect the rights of members as to voting or transfer of memberships;
- b. Any amendment that would change a fixed number of directors or the maximum or minimum number of directors on a variable board, or which changes the board from a fixed number to a variable board or vice versa;

- c. Any amendment that extends the term of a director beyond that for which the director was elected or which increases the term length or maximum number of terms for directors;
- d. Any amendment which increases the quorum requirement for membership meetings;
- e. Any amendment that creates, repeals, restricts, or expands proxy rights;
- f. Any amendment that authorizes, amends or repeals cumulative voting rights; and
- g. Any other amendment for which the approval of the membership is required by law.

## **ARTICLE 12.**

### **DISSOLUTION**

12.1. Voluntary Dissolution by Vote. The corporation may be dissolved at any time by a two-thirds (2/3) vote of the Voting Members at any meeting of members where at least 500 Voting Members are present, or by written ballot using the same standards. If the members vote in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the corporation.

12.2. Remaining Assets. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of FOLSOM SHOOTING CLUB, INC., a California nonprofit public benefit corporation; that the above Bylaws, consisting of \_\_\_ typewritten pages including this page, are the Bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, 2017; and that they have not been amended or modified since that date.

Executed on the \_\_\_ day of \_\_\_\_\_, 2017 at \_\_\_\_\_, California.

\_\_\_\_\_  
\_\_\_\_\_, Secretary