



# BYLAWS

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## ARTICLE 1 NAME, OFFICERS, PURPOSE AND OBJECTIVES

### SECTION I NAME

- 1.1.1. The name of this Corporation shall be the “Folsom Shooting Club, Inc.”, hereinafter referred to as the FSC.

### SECTION II OFFICES

- 1.2.1 The principal place for the transaction of business for the FSC shall be the premises known as the Sacramento Valley Shooting Center, 15501 Meiss Road, Sloughouse, CA 95683, or such other place as may be determined by the Board of Directors. The mailing address of the FSC shall be P.O. Box 1407, Sloughouse, CA 95683, or such other place as may be determined by the Board of Directors.
- 1.2.2. The Board of Directors may establish branch or subordinate offices at any time. Such offices may be located within the state of California as the Board of Directors may designate or as the business of the FSC may require.

### SECTION III PURPOSE

- 1.3.1. The specific and primary purposes of the FSC are: to operate a shooting club and provide supervised facilities in the community for the development of pistol, rifle, and shotgun marksmanship; and, for the instruction in the safe handling and proper care of firearms.
- 1.3.2 The general purpose and powers of the FSC are to have and to exercise all rights and powers conferred upon nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this corporation.
- 1.3.3 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the FSC shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

SECTION IV OBJECTIVES

- 1.4.1. To impart to the general public a better knowledge of the proper use and care of firearms and each citizen's rights as to such.
- 1.4.2. To provide educational information to the public regarding firearms use.
- 1.4.3. To provide facilities available to the public, particularly junior individuals, for education and training in firearms use and to encourage more active participation by the general population in organized firearms sporting events.
- 1.4.4. 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.
- 1.4.5. To work with other sportsman and wildlife groups, to insure proper management and respect for our wildlife resources and to encourage public education concerning these resources and the use firearms play in their proper management.
- 1.4.6. To promote, encourage, and sustain public awareness that the proper use of firearms for recreational purposes embodies all the qualities of true sportsmanship.
- 1.4.7. To support and encourage opposition to any actions which unduly infringe upon the citizens' right to keep and bear arms as guaranteed by the Second Amendment to the Constitution of the United States.

## ARTICLE 2 MEMBERS

### SECTION I CLASSES OF MEMBERSHIP

- 2.1.1. The FSC shall have seven classes of Members.
- 2.1.1.1. **Voting Member:** Those persons who have reached their 18<sup>th</sup> birthday and have met all other requirements and/or 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.
- 2.1.1.2. **Non-Voting Member:** Those persons who have reached their 18<sup>th</sup> birthday shall be classified as Non-Voting Members as defined by these Bylaws. They shall have all the rights and privileges of Non-Voting Members with exceptions as defined in 2.1.3.
- 2.1.1.3. **Junior:** Those children of Members who have not reached their 18<sup>th</sup> birthday shall be classified as Junior Members and shall have all the rights and privileges of Members except for voting rights and the right to hold office. Junior Members do not have guest privileges. Junior Members may become Members upon satisfaction of the requirements of these Bylaws.
- Junior members of Voting Members, upon reaching their 18<sup>th</sup> birthday, may petition to become a Voting Member 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 Membership Committee shall, at the direction of the BOD, admit the Junior Member as a Voting Member without regard to any waiting list.
- 2.1.1.3. **Life Member:** Those persons who have been Voting Members, as defined by these Bylaws, and who have met all other requirements of the Board of Directors may be Life Members.
- 2.1.1.4. **Associates:** Spouses or Registered Domestic Partners of Members, as defined by those Bylaws. They shall have all the rights and privileges of Members except for voting rights and the right to hold office.
- 2.1.1.5. **Senior:** Those persons who have reached their 60<sup>th</sup> birthday shall be classified as Senior 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.
- 2.1.1.6. **Working Membership:** A Member as defined in 2.1.1.1 above may donate time to an approved range project or work time of 10 hours per

year as determined by the Board of Directors and receive a reduction in their annual dues as determined by the Board of Directors. Such services must be performed prospectively for the following membership year.

2.1.1.7. **Senior Working Membership:** A Senior Member as defined in 2.1.1.5 above may donate time to an approved range project or work time as determined by the Board of Directors and receive a reduction in their annual dues as determined by the Board of Directors. Such services must be performed prospectively for the following membership year.

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

2.1.3 Non-Voting Members shall be defined as in 2.1.1.1 through 2.1.1.7 except that the Non-Voting Member:

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

2.1.3.2 Shall not have the right to initiate proceedings against any Voting or Non-Voting Member pursuant to Article XI.

2.1.3.3 May not transfer membership to surviving spouse.

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

2.1.3.5 Shall be subject to summary ejection from the Club.

2.1.3.6 Nonvoting members shall not have access to use the FSC clubhouse facility unless accompanied by a Voting Member.

2.1.3.7 Nonvoting Members 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.

2.1.3.8 Nonvoting Members may receive 50% of any discount given to Voting Members in the range Pro Shop.



## Article 2

### SECTION II ELIGIBILITY FOR MEMBERSHIP

- 2.2.1. Voting Membership in the FSC is available to any person who meets the following qualifications:
  - 2.2.1.1. Is a member of good standing in the National Rifle Association.
  - 2.2.1.2. Has paid the application fee prescribed by the Board of Directors.
  - 2.2.1.3. Whose membership application has been signed by a sponsoring Member of the FSC in good standing. The Membership Committee is authorized to approve applications.
  - 2.2.1.4. Is legally able to possess firearms.
  - 2.2.1.5. Has completed at least 2 years as a Non-Voting Member while maintaining eligibility for Working Membership.
  - 2.2.1.6. Has completed 1 year probationary period as a Voting Member during which time will have also attended, with sponsoring member, at least 50% of the Board of Directors meetings and a full range orientation.
- 2.2.2. Nonvoting Membership in the FSC is available to any person who meets the following qualifications:
  - 2.2.2.1. 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.
  - 2.2.2.2. Has paid the application fee prescribed by the Board of Directors.
  - 2.2.2.3. Is legally able to possess firearms.

### SECTION III FEES, DUES AND ASSESSMENTS

- 2.3.1. The amount of the application fee may be determined by resolution of the Board of Directors and is payable with the application for membership. The application fee may be refundable.

- 2.3.2. The amount of annual dues shall be determined by resolution of the Board of Directors. Annual fees may, but need not, vary between the seven classes of membership. Annual dues shall be payable in advance of the first day of the month following the month in which such new Member is admitted to membership for the remainder of the membership year.
- 2.3.3. Membership shall be non-assessable.

#### SECTION IV ALTERING NUMBER OF VOTING OF MEMBERS

- 2.4.1. The Voting Membership shall be fixed by a unanimous resolution of the Board of Directors.
- 2.4.2. The unanimous resolution must be ratified by the Voting Membership at the annual general membership meeting.
- 2.4.3. In the event the VM limit is reduced below the existing number of active voting members in good standing as of Jan 31 of the effective year, the number of active members shall be reduced only through attrition.
- 2.4.4. Members in good standing as of the date these bylaws are accepted by the Membership shall be grandfathered as Voting Members, regardless of the voting member limit approved by the BOD and Membership.
- 2.4.5. The Voting Member limit shall be initially fixed at 1911 Voting Members.

#### SECTION V LIABILITY/NONLIABILITY OF MEMBERS

- 2.5.1. A Member of the FSC is not personally liable for the debts liabilities or obligations of the FSC.
- 2.5.2. 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.
- 2.5.3. Any person who receives a distribution of property or funds of the FSC is liable to the FSC for the amount so received by such person with interest thereon at the legal rate on judgments until the distribution is repaid or returned.

#### SECTION VI TRANSFERABILITY OF MEMBERSHIP

- 2.6.1. No member may transfer for value a membership or any right arising therefrom.
- 2.6.2 All rights of membership cease upon the Non-Voting Member's death.
- 2.6.3 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.

SECTION VII RESIGNATION, EXPIRATION AND TERMINATION

- 2.7.1. A Member may resign from membership at any time, effective upon giving written notice to the President or the Board of Directors. The resigning Member shall not be relieved from any obligation for charges incurred, services or benefits actually rendered, dues, or fees arising from contract or otherwise.
- 2.7.2. The member year shall begin on January 1 and expire on December 31. The membership is renewable only until January 31 of the year following expiration. Members failing to renew by close of business January 31 shall forfeit his or her membership.
- 2.7.3. All rights of a Member in the FSC, or in its property, shall cease on termination of membership.

SECTION VIII EXPULSION, SUSPENSION, TERMINATION OR DISCIPLINE OF VOTING MEMBERS

- 2.8.1. Any expulsion, suspension, termination or discipline of a Voting Member must be done in good faith and in a fair and reasonable manner, as more particularly set out in Article 11 herein.

SECTION IX ADMISSION OF VOTING MEMBERS

- 2.9.1 The Director of Membership shall chair the Membership Committee shall consist of the Director of Membership, one past member of the Board of Directors that has not served for at least one year, and one Voting Member.
- 2.9.1.1 The application year shall begin at the close of the October Board of Directors meeting. The Membership Committee shall be empaneled at this meeting and shall serve until the General Membership Meeting in April.
- 2.9.1.2 Applications for Voting Membership shall be submitted to the Director of Membership during the regular monthly Board of Directors meeting.

- 2.9.1.3 Both the sponsoring member and applicant must be present for the application to be accepted. The Board may waive this requirement in the event of extraordinary circumstances.
- 2.9.1.4 The Non Voting Member may not submit an application until all requirements in 2.2.1.1-2.2.1.5 have been met.
- 2.9.1.5 If 2 or more Non Voting Members become eligible and submit an application at the same time the membership number shall be used to establish seniority for admission as a Probationary Voting Member.
- 2.9.1.6 The Non Voting Member is responsible for maintaining documentation attesting to his or her volunteer hours and other activities qualifying him or her for membership.
- 2.9.1.7 The Board of Directors may establish fees, policies and procedures as they deem necessary.
- 2.9.1.8 The application fee shall be due upon submission of the application. This fee is non-refundable.
- 2.9.1.9 The Membership Committee shall review the application for Voting Membership. This review shall include verification of volunteer hours and a review of the applicant's activities in the club. The applicant's club citizenship and sportsmanship shall be considered.
- 2.9.1.9 The Director of Membership shall present the recommendations for admission from the Membership Committee to the Board of Directors at the regular March meeting.
- 2.9.2 The Board of Directors may accept or reject the recommendations of the Membership Committee.
  - 2.9.2.1 If the Membership Committee recommends against admission the applicant may appeal the recommendation to the Board during the regular March Board of Directors meeting.
  - 2.9.2.2 Applicants that are accepted by the Board of Directors shall be considered Probationary Voting Members for one year during which time the Probationary Member must meet the requirements of 2.2.1.6.
  - 2.9.2.3 Probationary Members may, at the discretion of the Board of Directors, have Voting Membership revoked and returned to Non Voting Member status if the Probationary Voting Member fails to meet the expectations of a Voting Member during the probationary period.
  - 2.9.2.4 The probationary period shall end on the anniversary of the regular March Board of Directors Meeting. The Probationary Voting Member shall transition to a Voting Member unless the Board takes action to the contrary.

## ARTICLE 3 MEETINGS

### SECTION 1 PLACE OF MEETINGS

- 3.1.1. Meetings of the Membership and the Board of Directors shall be held at any place in the state of California designated by the Board of Directors.

### SECTION II DATES AND TIMES OF MEETINGS

- 3.2.1. Board of Directors meetings shall be held on the third Tuesday of each month at 7:00 p.m. Annual meetings shall be held during the last 10 days of April of each year, at 7:00 p.m.
  - 3.2.1.1. Should any regularly scheduled meeting of the Membership or the Board of Directors fall on a legal holiday as declared by the President of the United States or the Congress, the meeting date shall be moved to the day following the holiday.
  - 3.2.1.2. The annual meeting or a special meeting shall not be scheduled on a holiday as described in Section 3.2.1.1.
  - 3.2.1.3. The regularly scheduled time for the monthly Board of Directors meeting may be changed upon 30 days notice in a mailing to the membership or by posting an announcement of the change on the Club website.

### SECTION III SPECIAL MEETINGS

- 3.3.1. Special meetings of the Voting Membership or the Board of Directors may be called by: the President; by any two members of the Board of Directors; or, by five percent of the Voting Membership who have signed a notice or petition to that effect.
  - 3.3.1.1. Upon written request to the President, Vice President or Secretary by any person(s) entitled to call a special meeting, the officer who receives the request shall cause that notice to be given not more than 45 days after receipt of the request.
  - 3.3.1.2. A special meeting shall be preceded by a 60-day notice in the newsletter or by at least a 20-day special mailed notice to the Voting Membership by the Secretary.
  - 3.3.1.3. The notice of every special meeting, whether printed in the newsletter or by mailed notice, shall state specifically the purpose for which the Special Meeting is being called and the exact nature of the business to be discussed at said Special Meeting. No business or topics other than

those specifically mentioned in the notice of Special Meeting can be acted upon as said Special Meeting.

SECTION IV NOTICE OF MEETINGS

- 3.4.1. Notice of regular meetings of the Board of Directors shall appear in the newsletter and/or Club website.
  - 3.4.1.1. Any change in the time, place or date of a regular meeting shall be preceded by a 30-day notice in the newsletter and/or Club Website by at least a 20-day special mailed notice to the Membership by the Secretary.
- 3.4.2. Notice of special meetings of the Membership or the Board of Directors shall be given by the Secretary.
  - 3.4.2.1. Notice of a special meeting shall contain the purpose, place, date, and time of the meeting or the reason for why the meeting place, date, or time was changed. If the meeting is called for the election of an Officer(s) or Director(s), the notice shall contain the names of nominee(s).
  - 3.4.2.2. Notice of a special meeting of the Voting Membership must be given as described in Section 3.4.2.1. and Section III of this Article, when the purpose of the meeting is:
    - 3.4.2.2.1. The expenditure of funds in excess of \$15,000.00, except that the President may expend a greater amount for emergencies as described in Section 4.3.1.
    - 3.4.2.2.2. A proposal to sell, lease, convey, exchange, transfer or hypothecate any real property of the FSC.
    - 3.4.2.2.3. A proposal to merge the club with another.
    - 3.4.2.2.4. A proposal to amend the Articles of Incorporation or the Bylaws.
    - 3.4.2.2.5. A proposal to wind up or dissolve the FSC.
    - 3.4.2.2.6. An election of Officer(s) or Director(s).
    - 3.4.2.2.7. The removal of an Officer(s) or Director(s).

- 3.4.3. It shall be the responsibility of each Member to notify the FSC of any change of address. All notices described in this section shall be mailed to the Member at the last known address and such mailing shall be deemed sufficient and proper notice.

#### SECTION V NOTICE NOT REQUIRED

- 3.5.1. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which adjournment is taken. No meeting may be adjourned for more than 45 days. At the adjourned meeting, the FSC may transact any business which might have been transacted at the original meeting. If, after the adjournment, the date to reconvene is changed, a notice of the adjourned meeting shall be sent to each Voting Member as prescribed in Section 3.4.1.1.

#### SECTION VI QUORUM: MEMBERSHIP MEETING

- 3.6.1. At a Membership meeting, 2 percent of the Voting Membership shall be a quorum.
- 3.6.1.1. The Voting Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of so many Voting Members as to lose the quorum.
- 3.6.1.2. In the absence of a quorum, any meeting of the Voting Members may be adjourned by a vote of the majority of the Voting Members present.
- 3.6.1.3. In the absence of a quorum, no business may be transacted, except to adjourn.



## Article 3

### SECTION VII QUORUM: BOARD OF DIRECTORS MEETING

- 3.7.1. A majority of the number of Directors and Officers currently holding office shall constitute a quorum for the transaction of business.
  - 3.7.1.1. Any meeting of a majority of the number of Directors and Officers authorized by these Bylaws during which FSC business is discussed or transacted shall be a meeting of the Board of Directors. Only properly noticed meetings may be convened.
  - 3.7.1.2. In the absence of a quorum, any meeting of the Board of Directors may be adjourned by a vote of the majority of the Directors and Officers present.
  - 3.7.1.3. In the absence of a quorum the Board of Directors may only vote on routine administrative matters.
  - 3.7.1.4. If a majority of the Board of Directors are in attendance at a Membership meeting, it shall not be construed as a quorum as defined in Section 3.7.1.1. In such circumstances, the attending member of the Board of Directors shall vote as an individual member.

### SECTION VIII CONDUCT OF MEETINGS

- 3.8.1. Meetings of Members and the Board of Directors shall be presided over by the President of the FSC or, in the President's absence, by the Vice President or, in the absence of both, by a chair chosen by a majority of those entitled to vote at the meeting. The Secretary of the FSC shall act as Secretary at all Membership and Board of Directors meetings provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
  - 3.8.1.1. Any Voting Member is eligible to vote at a Membership meeting.
  - 3.8.1.2. Only Members of the Board of Directors are eligible to vote at Board of Director meetings.
- 3.8.2. Meetings shall be governed according to these Bylaws. Whenever these Bylaws are silent regarding meeting procedures, Robert's Rules of Order will govern.

## SECTION IX ACTION WITHOUT A MEETING

- 3.9.1. By a majority vote of the Board of Directors, any action which may be taken at any regular or special Membership meeting may be taken without a meeting if the FSC distributes a written ballot to every Voting Member entitled to vote on the matter. Such a ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal and provide a reasonable time for returning the ballot to the FSC.
- 3.9.2. Action taken through balloting is binding when the number of valid ballot votes cast equals or exceeds the quorum which would be required to be present at a meeting authorizing the action. The number of approvals must equal or exceed the number of votes that would be returned to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 3.9.3. Solicitations to conduct a ballot vote shall include the number of responses needed to satisfy quorum requirements. For ballot solicitations other than for the election of Directors, the solicitation(s) shall state the percentage of votes necessary to pass the initiative. The solicitation(s) must specify the deadline in which ballots must be received in order to be counted.
- 3.9.4. A written ballot may not be revoked or proxied.

## SECTION X VOTING AGREEMENTS NOT ENFORCED

- 3.10.1. A voting agreement, or voting trust agreement, entered into by a Voting Member or Voting Members of the FSC is not valid and shall not be enforced.

## SECTION XI OPEN MEETINGS

- 3.11.1. Except as authorized in Section XII of this Article, meetings of the Membership, the Board of Directors and all Committees shall be open to all Members of the FSC.

SECTION XII CLOSED MEETINGS

- 3.12.1. Meetings of the Board of Directors or those Committees specifically authorized by the Board of Directors may be closed to the Membership only for issues dealing with personnel or legal matters. Closed meetings, or portions thereof shall be referred to as Executive Sessions.
  - 3.12.1.1. During an Executive Session, a Summary of Resolutions shall be kept and read at the next regularly scheduled Board of Directors meeting. The Summary of Resolutions shall contain a description of the resolution, the name of the person making the motion, the name of the person seconding the motion, and the results.
  - 3.12.1.2. All decisions and recommendations contained in the Summary of Resolutions shall be implemented only after ratification by vote of the Board of Directors pursuant to Section 3.12.1.1., except that:
    - 3.12.1.2.1. During Executive Session of the Board of Directors, if a quorum is present and the Board declares by a two-thirds majority vote that exigent circumstances exist, an action may become effective immediately if the action is approved by a supermajority, three-quarters vote.
    - 3.12.1.2.2. For any actions taken during exigent circumstances, a Summary of Resolutions, including the individual voting record of all those present, shall be entered into the official record of the next regularly scheduled Board of Directors meeting. Copies of these minutes shall be placed into all books containing official meeting minutes immediately after the Board of Directors meeting.
  - 3.12.1.3. No part of this section shall be interpreted as superseding the notice for and approval of the special meeting requirements set forth in Section III of this Article.

## Article 3

### SECTION XIII STRUCTURE OF MEETINGS

3.13.1. Membership meetings shall contain, at a minimum, the following elements:

3.13.1.1. Meetings of the Members shall be presided over by the President of the FSC or, in the President's absence, by the Vice President or, in the absence of both, by a chair chosen by a majority of those entitled to vote at the meeting.

3.13.1.2. The agenda of the meetings shall include the following elements:

3.13.1.2.1. Old business.

3.13.1.2.2. New business.

3.13.1.2.3. Adjournment.

3.13.1.3. Items of new business must be submitted to the President and/or Board of Directors not later than 45 days prior to the annual meeting to be incorporated into the new business agenda.

3.13.2 Board of Directors meetings shall contain, at a minimum, the following elements:

3.13.2.1. Meetings of the Board of Directors shall be presided over by the President of the FSC or, in the President's absence, by the Vice President or, in the absence of both, by a chair chosen by a majority of those entitled to vote at the meeting.

3.13.2.2. The agenda of the meeting shall include the following elements:

3.13.2.2.1. Reading and approval of prior minutes.

3.13.2.2.2. Financial report.

3.13.2.2.3. Membership report.

3.13.2.2.4. Standing committee reports.

- 3.13.2.2.5. Special committee reports.
  - 3.13.2.2.6. Membership forum.
  - 3.13.2.2.7. Old business.
  - 3.13.2.2.8. New business.
    - 3.13.2.2.8.1. Board initiated items.
    - 3.13.2.2.8.2. Consideration of membership meeting resolutions.
  - 3.13.2.2.9. Adjournment.
- 3.13.2.3. Forum for the Membership. Comments from Members must be heard by the Board of Directors to the extent any Member wishes to address the Board. A minimum of thirty minutes will be set aside for such comments. Comments of any one Member may be limited to five minutes if time constraints so warrant. Neither the Board of Directors as a group, nor the presiding officer, may restrict the right of any Member to address the Board without due cause. A Member whose comments or conduct would be considered out of order may be ruled out of order.

## ARTICLE 4 OFFICERS AND BOARD OF DIRECTORS

### SECTION I NUMBER, TERM OF OFFICE, MANNER OF SELECTION

- 4.1.1. The number of Officers of the FSC shall be four, consisting of President, Vice President, Secretary, and Treasurer.
- 4.1.2. The number of Directors of the FSC shall be six, consisting of Sergeant at Arms, Director of Membership, Director of NRA, Director of Advertising and Promotion, Director of Construction and Maintenance, and Past President.
- 4.1.3. Officers shall be elected for a term of one year. Directors shall be elected for a term of two years, except the Past President who will serve in that capacity until a new President is elected.
- 4.1.4. Officers shall be elected by the Voting Members at the annual meeting of the Members in accordance with Article 5.
- 4.1.5. Directors shall be elected by the Voting Members at the annual meeting of the Members in accordance with Article 5. Sergeant at Arms, Director of NRA Affairs, and Director of Construction and Maintenance shall be elected in even numbered years. Director of Membership and Director of Advertising and Promotion shall be elected in odd numbered years.
- 4.1.6. No amendment of the Article of Incorporation or these Bylaws may extend the term of an Officer or Director beyond that for which such Officer or Director was elected, nor may any Bylaw provision increasing the terms of Officers or Directors be adopted without a vote of the Voting Membership. The number of Officers and Directors herein can be changed by an amendment to these Bylaws and duly adopted by approval of the Voting Membership.

### SECTION II POWERS

- 4.2.1. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the state of California concerning corporate action required to be approved by the Voting Members of the FSC or by a majority of all Voting Members, the business and affairs of the FSC shall be managed and its corporate powers shall be exercised by, or under, the direction of the Board of Directors. The Board of Directors 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 of Directors.

### SECTION III PRESIDENT

- 4.3.1. 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 preside at all meetings of the Membership and at all meetings of the Board of Directors. 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.

#### SECTION IV VICE PRESIDENT

- 4.4.1. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to the restrictions placed upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the President, the Voting Members, the Board of Directors, or these Bylaws.
- 4.4.1.1. The Vice President shall keep attendance at all Membership and Board of Directors meetings.
- 4.4.1.2. The Vice President will be responsible for determining if there is a quorum present at all Membership and Board of Director meetings.

SECTION V SECRETARY

- 4.5.1. The duties of the Secretary shall include, but not be limited to:
  - 4.5.1.1. The Secretary shall keep, or cause to be kept, at the range office of the FSC a book containing all editions of the newsletter of the FSC.
  - 4.5.1.2. The Secretary shall keep, or cause to be kept, at the range office of the FSC a book of the minutes of the Board of Directors and Membership meetings.
  - 4.5.1.3. The Secretary shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors as required by these Bylaws or by law.
  - 4.5.1.4. The Secretary shall conduct correspondence of the FSC and shall have the obligation to prepare and submit to the Secretary of State, or other proper office, all copies of amendments to the Articles of Incorporation, these Bylaws or other regulations of the FSC as are necessary to make such amendments effective.
  - 4.5.1.5. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Voting Members, the Board of Directors, or these Bylaws.
  - 4.5.1.6. The Secretary shall cause notice to be given of the formation of the election committee to all Members prior to the December Board of Directors meeting.
  - 4.5.1.7. Preparation of general correspondence.
  - 4.5.1.8. Maintaining files for incoming and outgoing communications.
  - 4.5.1.9. Informing the membership as to new policies and procedures related to the FSC and the operation of the range.



SECTION VI TREASURER

- 4.6.1. The Treasurer shall be responsible for the receipt and disbursement of cash and shall be responsible for the overall financial affairs of the FSC. The duties of the Treasurer shall include, but not be limited to:
  - 4.6.1.1. Overseeing of accounting practices and maintaining proper books of account.
  - 4.6.1.2. Subsequent to the approval of the Board of Directors, the Treasurer shall implement and monitor adequate controls for the preservation of assets and the management of FSC investments.
  - 4.6.1.3. The Treasurer shall assure compliance with these Bylaws and resolutions of the Board of Directors.
  - 4.6.1.4. The Treasurer shall be responsible for reporting financial data to the Board of Directors and Members.
  - 4.6.1.5. Transfer of funds to interest bearing accounts.
  - 4.6.1.6. Maintaining records of receipts and disbursements.
  - 4.6.1.7. Reconciliation of bank accounts.
  - 4.6.1.8. Implementing and monitoring adequate controls for cash.
- 4.6.1.9. The Vice President shall have such other powers and perform such other duties as may be prescribed by the President, the Voting Members, the Board of Directors, or these Bylaws.

SECTION VII SERGEANT AT ARMS

- 4.7.1. The Sergeant at Arms shall preserve order at all Membership and Board of Directors meetings and shall act under the direction of the President. The duties of the Sergeant at Arms will include, but not be limited to:
  - 4.7.1.1. Assisting the Secretary in maintaining a register of Members in attendance at Membership and Board of Directors meetings.
  - 4.7.1.2. Advise the President and Board of Directors concerning the proper application and interpretation of the procedures set forth in the Bylaws of the FSC.
  - 4.7.1.3. Informing the President of the applicable procedural rules under Robert's Rules of Order in instances where the Bylaws of the FSC are silent as to procedural matters.
  - 4.7.1.4. Performing such other duties as may be required by the President to maintain order or conduct the business of the FSC at meetings.
  - 4.7.1.5. The Sergeant at Arms shall keep attendance at all Membership and Board of Director meetings.
  - 4.7.1.6. The Sergeant at Arms will be responsible for determining if there is a quorum present at all Membership and Board of Director meetings.

## Article 4

### SECTION VIII DIRECTOR OF MEMBERSHIP

- 4.8.1. The Director of Membership shall be the chair of the Membership Committee. The duties of the Director of Membership shall include, but not be limited to:
- 4.8.1.1. Maintaining a current roster of all Members of the FSC.
  - 4.8.1.2. Issuing membership cards.
  - 4.8.1.3. Mailing notices of dues payable: collecting dues; and, remitting dues collected to the Treasurer.
  - 4.8.1.4. Reviewing and approving/disapproving all applications for voting membership in the FSC.
  - 4.8.1.5. Maintaining and providing to each new Member a “New Members Information Packet” to include any items deemed necessary by the Board of Directors.

### SECTION IX DIRECTOR OF NRA AFFAIRS

- 4.9.1. The Director of NRA shall be responsible for liaison with the National Rifle Association. The duties of the Director of NRA will include, but not be limited to:
- 4.9.1.1. Liaison with the NRA.
  - 4.9.1.2. Informing the Board of Directors of current NRA policies.
  - 4.9.1.3. Implementing NRA programs within the FSC to the extent applicable.
  - 4.9.1.4. Monitoring compliance with NRA policies that are required for the FSC affiliation with the NRA.

SECTION X DIRECTOR OF ADVERTISING AND PROMOTION

- 4.10.1. The Director of Advertising and Promotion shall be responsible for the overall advertising and promotional efforts of the FSC as adopted by the Board of Directors. The duties of the Director of Advertising and Promotion will include, but not be limited to:
  - 4.10.1.1. Overall supervision of advertising campaigns.
  - 4.10.1.2. Promotion of the FSC and range at gun shows and other events.
  - 4.10.1.3. Publicity for special events both in the community and within the FSC membership.
  - 4.10.1.4. Monitoring the effectiveness of advertising, marketing and publicity campaigns.
  - 4.10.1.5. The Director of Advertising and Promotion will function as chair of any advertising, marketing or publicity committees formed.

SECTION XI DIRECTOR OF CONSTRUCTION AND MAINTENANCE

- 4.11.1. The Director of Construction and Maintenance shall be responsible for coordinating general construction and maintenance relating to the properties of the FSC. The duties of the Director of Construction and Maintenance will include, but are not limited to:
  - 4.11.1.1. Formulating plans and budgets relating to proposed and approved construction projects and improvements.
  - 4.11.1.2. Coordination of maintenance efforts.
  - 4.11.1.3. Monitoring projects for compliance with the requirements and directives of the Board of Directors.

SECTION XII PAST PRESIDENT

- 4.12.1. The Past President shall have no assigned duties.

## Article 4

### SECTION XIII POSITION NOT FILLED

- 4.13.1. In the event a position is not filled by election of the voting membership at the annual meeting, the new Board of Directors may appoint by a simple majority of the Board of Directors a person to fill the vacancy.

### SECTION XIV DUTIES AND LIABILITIES OF DIRECTORS AND OFFICERS

- 4.14.1. Any duties and liabilities set forth in this Article shall apply without regard to whether a Director or Officer is compensated by the FSC.
- 4.14.2. A Director or Officer shall perform the duties of a Director or Officer, including duties as a member of any committee of the Board of Directors, upon which the Director or Officer may serve in good faith in a manner such Director or Officer 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.
- 4.14.3. In performing the duties of a Director or Officer, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each case presented by:
- 4.14.3.1. One or more Officer(s), Director(s), or employee(s) of the FSC whom the Director or Officer believes to be reliable and competent in the matters presented.
- 4.14.3.2. Counsel, independent accountants or other persons as to matters which the Director or Officer believes to be within such person's professional or expert competence.
- 4.14.3.3. A committee of the Board of Directors upon which the Director or Officer does not serve, as to matters within its designated authority, which committee the Director or Officer believes to merit confidence so long as in any such case the Director or Officer acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- 4.14.3.4. A Director or Officer performing said duties in accordance with this Section shall have no liability based on any alleged failure to discharge the person's obligations of the Director or Officer, including, without limiting the generality of the foregoing, any actions or

omissions which exceed or defeat a public or charitable purpose to which the FSC or assets held by it are dedicated.

- 4.14.4. Directors or Officers of the FSC who approve of any of the following corporate actions shall be jointly and severally liable to the FSC for:
  - 4.14.4.1. The making of any distribution.
  - 4.14.4.2. Distribution of assets after institution of dissolution proceedings of the FSC, excluding any claims not filed by creditors within the time limit set by the court in a notice given to creditors.
  - 4.14.4.3. The making of any loan or guaranty to any Director or Officer.
- 4.14.5. A Director or Officer who is present at a meeting of the Board of Directors or any committee thereof at which action specified in this section is taken and who abstains from voting shall be considered to have approved the action.

#### SECTION XV QUALIFICATIONS

- 4.15.1. The Directors and Officers of the FSC shall be at least age 18 and shall be residents of the state of California. Directors and Officers shall also be Voting Members of the FSC. No compensated employee may be an Officer or Director.

#### SECTION XVI COMPENSATION

- 4.16.1. Directors and Officers shall serve without compensation, except that they shall be allowed payment of their necessary expenses incurred in carrying out the purposes of the FSC, if approved by the Board of Directors.
- 4.16.2. The Board of Directors may delegate its authority to authorize the reimbursement for necessary expenses.

SECTION XVII EXECUTIVE COMMITTEES

- 4.17.1. The Board of Directors may, by resolution adopted by a majority of the number of Directors and Officers then in office, provided that a quorum is present, create committees consisting of two or more Directors or Officers to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by a majority vote of the Directors or Officers then in office. The Board of Directors may appoint one or more Directors or Officers as alternate members of a committee who may replace any absent committee member at any meeting of the committee. Any such committee, to the extent provided by resolution or in the Bylaws, shall have the authority of the Board of Directors with respect to the purposes for which the committee was formed, except with respect to:
- 4.17.1.1. The approval of any action for which these Bylaws also require approval of a majority of the Voting Members.
  - 4.17.1.2. The filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.
  - 4.17.1.3. Amendment or repeal of these Bylaws or an adoption of new Bylaws.
  - 4.17.1.4. The amendment or repeal of any resolution of the Board of Directors which, by its express terms, is not so amendable or repealable.
  - 4.17.1.5. The appointment of committees of the Board of Directors or the members thereof.
  - 4.17.1.6. The approval of any self-dealing transaction.
- 4.17.2. Executive committees must report any action taken to the Board of Directors at the next regularly scheduled Board of Directors meeting.

## SECTION XVIII REMOVAL OF DIRECTORS AND OFFICERS

- 4.18.1. The Board of Directors may declare vacant the office of a Director or Officer who has been declared of unsound mind by the final order of a court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any of the duties relating to the FSC, or if the Director or Officer fails to attend three or more consecutive meetings of the Board of Directors after having notice of such meetings, by vote of a majority of the remaining members of the Board of Directors.
- 4.18.2. Any Director or Officer may be removed without cause if at a special meeting called for this purpose, in accordance with Article 3, Section III and Section IV, such removal is approved by a majority of the Voting Members present.

## SECTION XIX VACANCIES

- 4.19.1. A Director or Officer may resign effective upon giving written or verbal notice to the President or the Board of Directors of the FSC. The resignation shall be effective immediately unless the notice specifies a later time for the effectiveness of the resignation. No Director or Officer may resign if the FSC would be left without a duly elected Director or Officer to take charge of the FSC's affairs.
- 4.19.2. Vacancies shall be filled by a majority vote of the Board of Directors at a Board of Directors meeting.

## SECTION XX INTERESTED PERSON

- 4.20.1. No person serving on the Board of Directors of the FSC may be an interested person.
- 4.20.2. An interested person means either:
- 4.20.2.1. Any person who currently is an employee of the FSC.
  - 4.20.2.2. Any person who has a direct financial interest in any action of the Board of Directors.



## ARTICLE 5 ELECTIONS

### SECTION I ELECTION COMMITTEE

- 5.1.1. The President of the FSC shall appoint an Election Committee at the November Board of Directors Meeting.
  - 5.1.1.1. The Election Committee shall consist of five FSC Voting Members and shall not include any person who is running for an FSC office nor any interested person as defined in Article 4, Section XX.
  - 5.1.1.2. The committee shall consist of one member of the Board of Directors and four FSC Voting Members.
- 5.1.2. The election committee shall be responsible to assure the election process is conducted in a fair and equitable manner.
- 5.1.3. The duties of the Election Committee shall be as follows:
  - 5.1.3.1. Maintain a current list of the nominees and incumbents, and report that list at each Membership and Board of Directors meeting.
  - 5.1.3.2. Create and cause the ballots to be distributed.
  - 5.1.3.3. Count and validate the ballots the night of the election.
  - 5.1.3.4. Report the results of the Election to the Membership the night of the election.
  - 5.1.3.5. Maintain the ballots for 60 days following the election and then cause the ballots to be destroyed, in accordance with Section 5.3.2.2.
  - 5.1.3.6. Cause to be published in the FSC Newsletter the results of the election and the number of votes for each candidate in the issue immediately following the election.

## Article 5

### SECTION II NOMINATIONS

- 5.2.1. Nominations will open at the December Board of Directors meeting and will remain open until the election at the annual meeting.
- 5.2.2. Nominations to be included on the official ballot must be received prior to the adjournment of the February Board of Directors meeting. All candidates nominated at this and prior meetings shall have their names printed on the official ballot.
- 5.2.3. Nominations can be made from the floor at the March, April, and the annual meeting. All candidates nominated in March, April, and at the annual meeting shall be write-in candidates, and their names shall be read at the annual meeting prior to the voting.
- 5.2.4. After the close of nominations at the annual meeting, candidates will be allowed a minimum of three minutes to address the Membership prior to the casting of ballots.
- 5.2.5. A Voting Member nominated must accept the nomination not later than the February Board of Directors meeting in order to be included on the printed ballot. A Member can accept their nomination by informing the committee, or any officer or director, of their acceptance. Any candidates not accepting their nomination prior to the February Board of Directors meeting will not be included on the printed ballot.

### SECTION III BALLOTS

- 5.3.1. Each ballot will contain the following information: the office and any candidates for that office and an area for write-in candidates for each office.
  - 5.3.1.1. Write-in candidates for each office are specifically allowed.
- 5.3.2. The Election Committee shall establish procedures and controls for the balloting process, as directed by the Board of Directors. Such procedures may be changed from year to year as necessitated by the needs of the FSC.
  - 5.3.2.1. Ballots shall be mailed out to all active FSC Voting Members not later than March tenth of each year. Returned ballots shall be

place in their sealed envelopes in a secured ballot box, and will be opened and counted the night of the election by members of the Election Committee.

- 5.3.2.2. After the election is completed, the Election Committee chair person shall keep the ballots for a period of sixty days for review in the event of a dispute. After sixty days the ballots shall be destroyed.

#### SECTION IV NOTICE OF ELECTION

- 5.4.1. A notice of the establishment of the election committee and the names of the members will be placed in the issue of the newsletter immediately following the formation of the committee, or posted on the FSC web site. Notice of the positions that are being filled and the date the nominations must be made for inclusion in the official ballot will be included in the newsletter or posted on the FSC website.

## ARTICLE 6 NEWSLETTER

### SECTION I NAME AND PURPOSE

- 6.1.1. The name of the newsletter shall be determined by the Board of Directors.
- 6.1.2. The newsletter shall be the official publication of the FSC.

### SECTION II SCHEDULE

- 6.2.1. The newsletter shall be published on a regular basis as determined by the Board of Directors.
- 6.2.2. The newsletter shall be mailed to each Member upon request. An electronic copy of the newsletter may be posted to the FSC Internet presence that shall be accessible to all Club Members.

### SECTION III NEWSLETTER EDITOR

- 6.3.1. The Editor of the newsletter will be appointed by the Board of Directors and will serve at the pleasure of the Board of Directors.
- 6.3.2. The Editor shall be responsible for the content of the newsletter which at a minimum shall contain:
  - 6.3.2.1. A synopsis of each membership meeting and Board of Directors meeting.
  - 6.3.2.2. A list of Officers and Directors, their titles and phone numbers.
  - 6.3.2.3. A list of shooting activity Chairs and their phone numbers.
  - 6.3.2.4. Policies, procedures, rules or regulations enacted by the Board of Directors and their effective date, if applicable.
- 6.3.3. In the event of the removal or resignation of the Editor, responsibility for the newsletter shall fall on the Membership. Should no person volunteer for the position, the President shall take responsibility for publishing the newsletter and/or appointing an interim Editor to assure that the newsletter is published each month.

## ARTICLE 7 CORPORATE RECORDS, REPORTS AND STATEMENTS

### SECTION I KEEPING RECORDS

- 7.1.1 The FSC shall keep adequate, legible and correct records of account and minutes of the meetings of its Membership, Board of Directors, and Committees of the Board of Directors. The FSC shall also keep a record of its Members, listing their names, addresses and the class of membership held by each. The minutes, books and records shall be kept in written form.

### SECTION II INSPECTION BY AN AGENT OR ATTORNEY

- 7.2.1. 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.

### SECTION III INSPECTION BY BOARD OF DIRECTORS

- 7.3.1. Each member of the Board of Directors shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the FSC.

### SECTION IV INSPECTION BY MEMBERS

- 7.4.1. The accounting books and records and minutes of Meetings of the Membership, Board of Directors and Committees of the Board of Directors shall be open to inspection upon the written demand by any Member, at any reasonable time, for a purpose reasonably related to such person's interest as a Member. The rights of Members provided in this Article may not be limited either by contract, the Articles of Incorporation, or these Bylaws.

SECTION V ANNUAL REPORT

- 7.5.1 The Board of Directors shall cause an annual report to be sent to the Members not later than 120 days after the close of the FSC's fiscal year. Such report shall contain, in appropriate detail, the following:
  - 7.5.1.1. The assets and liabilities including the trust funds of the FSC as of the end of the fiscal year.
  - 7.5.1.2. The principal changes in assets and liabilities including trust funds during the fiscal year.
  - 7.5.1.3. The revenue or receipts of the FSC both unrestricted and restricted to particular purposes for the fiscal year.
  - 7.5.1.4. The expenses of disbursements of the FSC of both general and restricted purposes during the fiscal year.
- 7.5.2. The report required by this section shall be accompanied by any report thereon of independent accountants or if there is no such report, the certificate of an authorized officer of the FSC that such statements were prepared without audit from the books and records of the FSC.
- 7.5.3. This section shall not apply to the FSC if it has less than \$25,000.00 in gross revenues during the fiscal year.
- 7.5.4. If the FSC provides for regular meetings of Members less often than annually, then the report required in this section need be made to Members only with the frequency with which regular membership meetings are required.
- 7.5.5. A report with such information shall be made available annually to:
  - 7.5.5.1. The Board of Directors.
  - 7.5.5.2. Any Member who requests it in writing.

- 7.5.6. If the FSC, in writing, solicits contributions from 500 or more persons, it need not make available the annual report otherwise required by this section if it does all the following:
  - 7.5.6.1. Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the FSC at the same address which is set forth in the statement.
  - 7.5.6.2. Promptly mails a copy of its latest annual report to any person who requests a copy.
  - 7.5.6.3. Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

SECTION VI ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

- 7.6.1. The FSC shall furnish annually to its Members and Board of Directors a statement of any transaction, or indemnification of a kind described in Sections 7.6.2. and 7.6.3. below, if any such transaction or indemnification took place. If the FSC issues an annual report to all Members, the requirement of this section will be satisfied by including such information in the annual report. If the FSC does not issue an annual report to all Members, it shall satisfy this section by mailing or delivering to all Members the required statement within 120 days after the close of the FSC's fiscal year.
  
- 7.6.2. The statement required by Section 7.6.1. above shall describe briefly:
  - 7.6.2.1. Any transactions during the fiscal year in which the FSC was a party and in which any Director or Officer had a direct or indirect material financial interest involving more than \$5,000.00, or which was one of a number of transactions in which the same interested person had a direct or indirect material financial interest and which transactions in the aggregate involved more than \$5,000.00.
  
  - 7.6.2.2. The names of interested persons involved in such transactions stating such persons relationship to the FSC, the nature of such person's interest in the transaction and, where applicable, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner only the interest of the partnership need be stated.
  
- 7.6.3. Such statement shall also briefly describe the amount and circumstances of any indemnifications or advances aggregating more than \$1,000.00, paid during the fiscal year to any Officer or Director of the FSC, provided that no such report need be made in the case of indemnification approved by the Voting Members.



## ARTICLE 8 BYLAWS

### SECTION I EFFECTIVE DATE

- 8.1.1. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Voting Members provide in adopting them that they are to become effective at a later date.

### SECTION II AMENDMENTS TO THE FSC BYLAWS

- 8.2.1. Bylaws may be adopted, amended or repealed only by approval of the Voting Members and in accordance with Article 3, Section IV of these Bylaws.
- 8.2.2. Amendment or repeal of these Bylaws requires a two-thirds majority of the Voting Members present.
- 8.2.3. A quorum for a meeting to amend or repeal the Bylaws shall be defined as in Section 3.6.1..

## ARTICLE 9 MEMBERSHIP BOOK

### SECTION I MEMBERSHIP BOOK

- 9.1.1. The FSC shall keep a membership book containing the name, address and class of membership of each Member. Termination of a membership shall be recorded in the membership book together with the date on which such membership ceased. Such book shall be kept in the FSC's principal office and shall be available for inspection by any member of the Board of Director during regular business hours.
- 9.1.1.1. Any member who chooses not to list his/her name and address may list the address of the principal office of the FSC as his/her mailing address of record for any mailing not generated by the FSC.
- 9.1.2. A Member may, upon written demand to the Secretary, and upon tender of a reasonable charge, obtain a list of the names, addresses, and voting rights of those Members entitled to vote as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the latter of 10 business days after the demand is received or after the date specified thereon as the date as of which the list is to be compiled.
- 9.1.2.1. A membership list, as described in Section 9.1.2., when requested by a Voting Member, shall list the address of the principal office of the FSC for those members who choose to list it as their mailing address.
- 9.1.3. Such list may be obtained only as it relates to such person's interest as a Voting Member where the FSC reasonably believes that the information will be used for another purpose. The FSC may petition the Superior Court of the proper county, within 10 days, for an order setting aside the demand.

## Article 9

- 9.1.4. A membership list or any part thereof may not be:
- 9.1.4.1. Used to solicit money or property unless such money or property will be used solely to solicit the vote of the Members in an election to be held by the FSC.
  - 9.1.4.2. Used for any purpose which the user does not reasonably and in good faith believe it will benefit the FSC.
  - 9.1.4.3. Used in any commercial purpose or purposes in competition with the FSC.
  - 9.1.4.4. Given, sold to or purchased by another person who is not a Member of the FSC.
- 9.1.5. Any member may request the FSC to distribute a mailing provided that the content of said mailing does not violate the principles ions 9.1.4.1., 9.1.4.2., 9.1.4.3., or 9.1.4.4. The Member shall furnish the Membership Secretary with sufficient copies of the mailing for all Members with the FSC return address and proper postage affixed, The Membership Secretary will affix mailing labels and post the mailing in a timely fashion

## ARTICLE 10 MISCELLANEOUS

### SECTION I FISCAL YEAR

- 10.1.1. The fiscal year of the FSC shall be fixed and determined by the Board of Directors.

### SECTION II INVESTMENTS

- 10.2.1. 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.
- 10.2.2. 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 Voting 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.

SECTION III PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

- 10.3.1. 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 any such persons 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.

SECTION IV INDEMNIFICATION

- 10.4.1. The FSC shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the FSC against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the FSC, and in the case of a criminal proceeding has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the FSC or that the person had reasonable cause to believe that the person's conduct was unlawful.
- 10.4.2. Any indemnification of this section shall be made by the FSC only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct by:
- 10.4.2.1. A majority vote of a quorum consisting of Board of Director members who are not parties to such proceedings. However, if such a quorum cannot be satisfied, the indemnification can be made by:
- 10.4.2.1.1. Approval of the Voting Members with persons to be indemnified not being entitled to vote thereon; or,
- 10.4.2.1.2. The court in which such proceedings is or was pending upon application made by the FSC or the agent, or the attorney or the person rendering services in connection with the defense whether or not such application by the agent, attorney or other person is opposed by the FSC.

SECTION V DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

- 10.5.1. Notwithstanding any other provision in these Bylaws, the FSC shall be subject to the following limitations and restrictions:
  - 10.5.1.1. The FSC shall distribute its income for each taxable year at such time and in a manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code.
  - 10.5.1.2. The FSC shall not retain any excess business holdings as defined in the Internal Revenue Code.
  - 10.5.1.3. The FSC shall not engage in any act of self-dealing as defined in the Internal Revenue Code.
  - 10.5.1.4. The FSC shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code.
  - 10.5.1.5. The FSC shall not make any taxable expenditures as defined in the Internal Revenue Code.

SECTION VI FINANCIAL CONTROLS

- 10.6.1. 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:
  - 10.6.1.1. Dual signatures shall be required for all expenditures in excess of an amount to be determined by the Board of Directors.
  - 10.6.1.2. 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.
  - 10.6.1.3. 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.
  - 10.6.1.4. A budget shall be prepared on an annual basis in such detail as is reasonably deemed necessary for the operation of the FSC. The budget shall be prepared not later than 60 days after the annual report required under Article 7, Section V is available. The budget shall be approved by the Board of Directors.

## ARTICLE 11 BOARD OF CONTROL

### SECTION I APPOINTMENT

11.1.1. When a written complaint is received from a Voting Member, the Board of Directors shall appoint three members to the Board of Control. The Board of Control shall serve until they present their recommendations to the Board of Directors.

11.1.1.1. The three members of the Board of Control shall consist of the following:

11.1.1.1.1. One past Officer or Director of the Board of Directors who is not currently serving on the Board of Directors.

11.1.1.1.2. One current Officer or Director of the Board of Directors.

11.1.1.1.3. One general Voting Member selected by a majority vote of the Board of Directors. The general Voting Member shall not have served as an Officer or Director during the preceding three years.

SECTION II DUTIES

- 11.2.1. The Board of Control shall hear formal complaints made by any Voting Member(s) against any other Voting Member(s) for alleged acts for which discipline is authorized under Article 11, Section IV of these Bylaws. The Board of Control will report to the Board of Directors the results of any such hearing and its recommendation for the disposition of the matter.
  - 11.2.1.1. The recommendations authorized shall consist of no action, a letter of reprimand, suspension of privileges, or expulsion. The Board of Directors is specifically prohibited from authorizing or delegating to the Board of Control any powers to impose disciplinary action upon any Member.
  - 11.2.1.2. The statute of limitations for submitting a formal written complaint to the Board of Directors is within 60 calendar days of the alleged infraction.
  - 11.2.1.3. The Board of Directors will appoint a Board of Control as soon as feasible after receipt of the written complaint, but no longer than 60 days after receiving the written complaint.
  - 11.2.1.4. Any Voting Member who submits a false and/or frivolous complaint will be subject to disciplinary action.



## SECTION III PROCEDURES

- 11.3.1. The Board of Control shall not act until it receives from the Board of Directors, charges in writing, signed by a Voting Member(s) against another Voting Member(s). Any charges presented must be specific as to date, place and conduct. Within thirty calendar days of receipt of the charges, the chair of the Board of Control shall notify, by registered mail, all members involved. Notification shall consist of a copy of the charges and signed complaint, and the date, place and time for the hearing of the charges.
- 11.3.2. The Board of Control shall meet to conduct a hearing not less than 10 days nor more than 45 days from the date of mailing of the notification required in Section 11.3.1. The Voting Member(s) against whom the complaint is made, may request in writing a rescheduling of the hearing not more than 30 days from the original hearing date.
- 11.3.3. The chair of the Board of Control shall conduct the hearing by reading the charges submitted and giving all witnesses full opportunity to be heard and to present evidence of the infraction. The Voting Member submitting the complaint shall be present.
- 11.3.4. The chair shall designate one member of the Board of Control to act as Secretary to keep minutes of the hearing. All available evidence shall be heard, and/or reviewed so that the Board of Control can make a fair and complete recommendation to the Board of Directors.
- 11.3.5. Any hearing may be continued by the Board of Control provided notice of date, time and place of any continued hearing shall be orally announced at the hearing and entered in the minutes of the hearing. A written notice of the continuance shall be mailed to all parties by registered mail if they are not present at the hearing. No continuance shall be made unless the purpose is to obtain additional information or testimony in the interest of fairness.
- 11.3.6. Upon completion of the hearing, all persons except the members of the Board of Control shall be excused and the Board of Control shall, by majority vote, adopt a recommendation to the Board of Directors for disposition of the matter. Upon timely completion of the hearings, the Board of Control will submit their recommendations by the next regularly scheduled meeting of the Board of Directors. The Board of Directors shall either: act on the recommendation; conduct its own hearing; or, veto the recommendation.

SECTION IV DISCIPLINE

- 11.4.1. Any Voting Member or group of Voting Members may be required to appear before the Board of Control and/or the Board of Directors, to show cause why he/she or they should not be reprimanded or expelled from the FSC for any of the following charges: gross safety violations; violence; intoxication; damage to FSC property; disorderly conduct; abuse of other FSC Members; disregard of FSC Bylaws, rules, regulations and directives of the Board of Directors; or, the normal methods of accounting and other procedures in conducting FSC business. The Board of Directors may by a majority vote, censure, Reprimand, or suspend the privileges of a Voting Member, based upon the recommendations of the Board of Control. The Board of Directors may by a two-thirds majority vote, expel a Voting Member based upon the recommendations of the Board of Control. Such recommendation shall immediately become effective. The recommendation of the Board of Directors shall not be debatable.