

Bylaws of the
Winchester Canyon Gun Club
A California Nonprofit Public Benefit Corporation

Article I - Name

The name of this corporation is the Winchester Canyon Gun Club.

Article II - Principal Office

The corporation's principal office is located at 27 West Anapamu Street, Unit 133, Santa Barbara, California. The board of directors may change the corporation's principal office location whenever a change is necessary.

Article III - General and Specific Purposes

The corporation is a nonprofit public benefit corporation that is organized and operated exclusively to (1) foster national or international amateur competition in the shooting sports, (2) develop and support amateur shooters for national or international competitions in the shooting sports, (3) enhance the education and marksmanship skills of those who wish to participate in the shooting sports, (4) educate hunters about firearms and firearms safety, (5) educate the public about firearms and firearms safety, (6) provide firearms training facilities to federal and state law enforcement officers and officials, and (7) conduct and promote all other charitable and educational shooting sports activities that are consistent with these purposes as long as they are allowed by federal and state law.

Article IV - Dedication of Assets

This corporation's assets are irrevocably dedicated to the purposes stated in Article III of these bylaws. No part of the corporation's net earnings, properties, or assets, on dissolution or otherwise, shall inure to the benefit of any private person or individual. Moreover, on liquidation or dissolution, all properties and assets remaining after payment of all debts and liabilities of the corporation shall be distributed to a nonprofit organization that is organized and operated exclusively for similar Article III purposes.

Article V – The Board of Directors

The corporation's activities and affairs shall be managed, and all corporate powers permitted by law shall be exercised, by or under the direction of the corporation's board of directors. The corporation's directors shall be permitted to exercise all powers permitted by California's Nonprofit Corporation Law and Nonprofit Public Benefit Corporation Law.

(a) **Number of Directors:** The authorized number of directors shall consist of at least five (5) but no more than ten (10) directors unless changed by an amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

(b) **Qualifications:** The qualifications for directors are (i) residency within the State of California, (ii) a resolute interest in promoting the purposes of the corporation, (iii) good moral character, and (iv) the legal ability to lawfully own, purchase, receive, possess, and use a firearm in the State of California.

(c) **Term of Office:** Each director shall hold office for four (4) years, and re-selection is permissible.

(d) **Selection:** A majority of the corporation's directors may select and elect their successors.

(e) **Standards of Conduct:** A director shall perform the duties of a director in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(f) **Removal and Vacancies:** For good cause, a majority of the directors then in office may remove and declare vacant the office of any director and fill the vacancy. The term "good cause" shall include dereliction of duty, failure to attend board meetings, and conduct (whether private or public) that is detrimental to the corporation's purposes and best interests.

(g) **Resignation:** Any director may resign his or her office upon giving written notice to the president, the secretary, or the board of directors.

(h) **Advisory Committees:** The board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees, each consisting of two or more persons (whether directors, officers, or nonvoting members), to assist the board in the performance of its managerial duties. No advisory committee shall be permitted to exercise any authority or take any action on the corporation's behalf, and all advisory committees shall be subject to the direct supervision of the board.

Article VI – The Corporation’s Officers

(a) **Officers:** The officers of this corporation shall be a president, a vice president, a secretary, a chief financial officer, and a range safety officer. The officers of this corporation shall be chosen by the board and serve at the pleasure of the board, subject to the rights, if any, under any contract of employment. Directors and nonvoting members may serve as corporate officers. The board may remove from office any officer with or without cause, and any officer may resign at any time by giving written notice to the board.

(b) **President:** Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings.

(c) **Vice President:** The board may appoint up to two vice presidents. If the president is absent or disabled, the corporation’s first vice president shall perform all duties of the president. If both the president and the first vice president are absent or disabled, the corporation’s second vice president shall perform all duties of the president. When acting as president, a vice president shall have all powers and be subject to all restrictions on the president.

(d) **Secretary:** The secretary shall keep or cause to be kept at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and all committees. The minutes of the meeting shall include the time and place the meeting was held, the nature of the meeting, how the meeting was authorized, how the meeting was noticed, the agenda, attendance, and an account of all business transacted during the meeting. The secretary shall also keep or cause to be kept, a copy of the articles of incorporation and bylaws (as amended to date), all legal documents and agreements between the corporation and any person (including federal or state government agencies), and a list of all nonvoting members, their physical addresses, and their electronic mail addresses.

(e) **Chief Financial Officer:** The chief financial officer (or 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 books of account shall be open to inspection by any director at all reasonable times. The chief financial officer shall be responsible for depositing all monies in the name and to the credit of the corporation with such financial institutions as the board may designate. He or she shall also be responsible for disbursing the corporation's monies as the board may order. The chief financial officer shall be responsible for preparing the corporation's budgets, financial statements, and all tax returns.

(f) Range Safety Officer: The range safety officer (RSO) shall develop and implement shooter and firing line safety procedures. The RSO must have both (i) prior shooting and range safety experience (whether civilian, military, or law enforcement) and (ii) appropriate RSO certifications acceptable to the board.

Article VII – Provisions Applicable to Directors and Officers

(a) Duality: Subject always to appropriate oversight and dismissal by the corporation's board of directors, a director may serve as a corporate officer.

(b) Compensation: The board of directors may approve the payment of just, reasonable, and necessary compensation to any director or officer who devotes significant time to the business and affairs of this corporation, and the board may authorize the reimbursement of ordinary and necessary out-of-pocket expenses paid by any director or officer on the corporation's behalf.

(c) Time Devotion: It is acknowledged that the corporation's directors and officers have other business, social, community, and personal interests and responsibilities. Nevertheless, the corporation's directors and officers shall be obligated to devote reasonable time to the conduct of the corporation's affairs.

(d) Place: Meetings of the board of directors or corporate officers shall be held at any place within the County of Santa Barbara 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.

(e) Annual Meeting: At least annually the board of directors shall meet for the purpose of the election and appointment of directors and officers and the transaction of other corporate business. The annual meeting shall be held during the month of July, and the notice shall state the time of the meeting and the place. The board may permit nonvoting members to attend the annual meeting.

(f) Regular Meetings: Regular meetings of the board of directors may be held from time to time, and the notice shall state the time of the meeting and the place. No notice shall be required if the time and place of the regular meetings are fixed by a resolution of the board. The board may permit nonvoting members to attend any regular meeting.

(g) Special Meeting: Special meetings of the board of directors may be called by the president, the secretary, any two directors, or by a written petition signed by 5 percent of the corporation's nonvoting members. The notice shall state the time of the meeting and the place, but the notice need not specify the purpose of the meeting. The board may permit nonvoting members to attend any special meeting.

(h) Quorum: A majority of the authorized number of the corporation's directors shall constitute a quorum for the transaction of any business (except adjournment), and every action taken, or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A majority of the directors at a meeting, whether a quorum is present, may adjourn any meeting to another time and place.

(i) Notice and Roll: Notice of a meeting, whether annual, regular, or special, may be sent to any person's electronic mail address of record, and an electronic verification of delivery receipt shall be conclusive evidence of receipt of the notice. At any meeting, each person attending shall sign an attendance sheet. All such electronic notices, electronic delivery receipts, and attendance sheets shall be filed with the corporate records or made a part of the minutes of the meeting.

(j) Action Without a Meeting: Any action that the board of directors is required or permitted to take may be taken without a meeting if all board members consent to the action in a single writing that contains the signatures of all board members. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such actions and consents shall be filed with the minutes of the proceedings of the board.

(k) Electronic Meetings: Instead of a physical meeting, a meeting conducted by electronic means (such as telephone or the Internet) shall be deemed to be the equivalent of a physical meeting of the board of directors or corporate officers if (i) proper notice of the meeting has been sent to all board members or officers, (ii) all documents and other materials that will be referenced during the meeting have been sent to all board members or officers, (iii) full participation in the meeting by all board members or officers physically or electronically present is possible, and (iv) the minutes reflect all board members or officers physically or electronically present and the actions taken as though everyone was present at a physical meeting.

VIII - Members

(a) No Voting Members: The corporation shall have no voting "members" or "memberships" within the meaning of either the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law as set forth in the Corporations Code. Any corporate action that would otherwise require approval by the corporation's members or the membership shall require only approval of the corporation's board of directors.

(b) Use of Term Members: The corporation's board of directors may, at its discretion, admit individuals to one or more classes of nonvoting members, with each class to have such entitlements and obligations as the board finds appropriate, and the board of directors may use the terms "members" and "memberships" to refer to contributors, donors, patrons, or supporters either informally or colloquially as the context may require.

(c) **Admission:** The corporation's board of directors may admit an individual to a class of nonvoting members if the individual (1) is of good moral character, (2) has the legal ability to lawfully own, purchase, receive, possess, and use a firearm in the State of California, and (c) completes other requirements set by the board.

(d) **Termination:** A nonvoting member's entitlement to use the corporation's shooting range shall automatically terminate if the nonvoting member (1) fails to pay the prescribed dues or fees, (2) intentionally or negligently fails to observe any range regulation or safety rule, or (3) engages in any conduct that is prejudicial or contrary to the corporation's purposes as stated in Article III of these bylaws.

(e) **Meetings:** At least annually the board of directors shall convene a meeting of all classes of the corporation's nonvoting members to discuss corporate and range business matters and canvass the nonvoting members for their nonbinding recommendations to the corporation's board of directors.

Article IX - Finances and Reports

(a) **Fiscal Year:** The corporation's fiscal or accounting year shall be the calendar year.

(b) **Accounting:** The corporation shall keep adequate and correct books and records of account. The corporation may use the cash receipts and disbursements method of accounting and prepare modified cash basis statements for internal and external use. Modified cash basis statements shall include significant accounts receivable, inventories and other personal property, and accounts payable. Within forty-five (45) days after the end of the corporation's fiscal year, the chief financial officer shall deliver to each board member appropriate financial statements (*i.e.*, a balance sheet, a statement of income and expense, or receipts and disbursements, and a statement of cash flows). The board may cause financial statements to be published on the corporation's website.

(c) **Title:** Legal and record title to all assets of the corporation, whether real or personal, shall be held in the name of the corporation.

(d) **Banking:** All cash or funds of the corporation shall be deposited in one or more accounts with a recognized financial institution in the name of the corporation. If the check or draft is for less than \$500 (five hundred dollars), the withdrawal shall require only the signature of any corporate officer. If the check or draft is for \$500 (five hundred dollars) or more, the withdrawal shall require the signatures of the president and any other corporate officer.

(e) **Minutes:** The corporation shall keep adequate and correct written minutes of all proceedings of its board of directors and committees of the board. The board may publish minutes on the corporation's website.

(f) Inspection: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind. The right of inspection includes the right to photocopy and make extracts of the corporation's books, records, and documents.

(g) Tax Returns: Within sixty (60) days after the end of the corporation's fiscal year the board shall cause all necessary or required tax returns and reports to be prepared and filed with the Internal Revenue Service and the Franchise Tax Board. Any return that is public information or required to be made available to the public may be published on the corporation's website.

(h) Investments: In investing the corporation's cash or monies the board of directors and corporate officers shall avoid speculation and they shall invest and manage corporate assets as a prudent investor would, by considering the purposes, programs, income requirements, and other circumstances of the corporation. In satisfying this standard, the directors and officers shall exercise reasonable care, skill, and caution. The directors and officers may delegate investment and management functions as prudent under the circumstances and they may use the services of a competent and qualified investment adviser (as defined in California Corporations Code § 25009).

Article X - Miscellaneous

(a) Self-Dealing: No director or officer of this corporation shall be financially interested, directly or indirectly, in any contract or transaction between this corporation and any other person or business entity of any kind unless the terms of the contract or transaction are fair, reasonable, and just. The corporation shall not lend any money or property to any director or officer.

(b) Indemnification: To the maximum extent permitted by law, this corporation may indemnify its directors, officers, employees, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal or administrative matter or proceeding.

(c) Insurance: This corporation shall have the right to purchase and maintain insurance to cover any liability asserted against or incurred by any director, officer, employee, or agent arising from or connected with any activity on behalf of this corporation, and the corporation shall carry at least the minimum of liability insurance required to be carried under the provisions of California Corporations Code § 5047.5 (currently one million dollars).

(d) Website and Electronic Transmission of Information: The corporation's website shall be the official platform for the electronic transmission by the corporation of information to all persons interested in the activities of the corporation, and every person (including directors, officers, and nonvoting members) shall be deemed to have actual notice of any document, instrument, or other written communication that has been conspicuously posted on the website. The website shall display (i) the names of all directors and officers, (ii) the electronic mail addresses of the corporation's president, secretary, and range safety officer, (iii) the corporation's articles of incorporation and bylaws, (iv) all shooting and range safety rules that must be observed by every person, and (v) any other communication or information the board may deem appropriate or desirable for posting.

(e) Website and the Giving of Notice: The corporation's website shall be used to give any "notice" that may be permitted or required to be given by the California Nonprofit Corporation Law. Thus, if "written notice" of any meeting (whether annual, regular, or special) is required to be given to any person, written notice shall be deemed to have been given to that person if there is a conspicuous website posting of the written notice not less than fifteen (15) days nor more than thirty (30) days before date of the meeting.

(f) Savings Clause: The Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern all matters not specifically provided for in these bylaws. In the event of any inconsistency between these bylaws and any statutory provision of the Nonprofit Corporation Law or the Nonprofit Public Benefit Corporation Law, the statutory provision shall prevail.

(g) Tax-Exempt Status: The corporation's directors are empowered to take any action that may be necessary and proper to facilitate or protect the corporation's status as a tax-exempt charitable organization under the provisions of the Internal Revenue Code of 1986, § 501(c)(3), or any similar future statute.

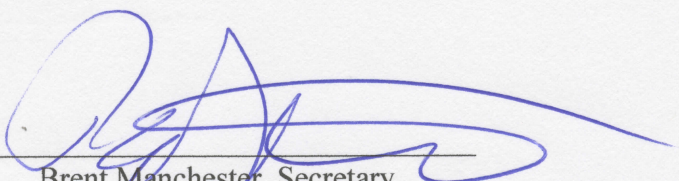
(h) Safety Rules: For the protection of all shooters and observers, the board shall promulgate firearms and range safety rules and cause such rules to be conspicuously posted on the corporation's website.

(i) Amendments to Bylaws: The board of directors of this corporation may adopt, amend, repeal, or restate bylaws at any time and from time to time to the maximum extent permitted by the Nonprofit Corporation Law.

Certificate of Secretary

I certify that I am the Secretary of the Winchester Canyon Gun Club, a California nonprofit public benefit corporation, and that these bylaws are the bylaws of this corporation as adopted by the corporation's board of directors.

Dated: 6/29/2022



Brent Manchester, Secretary