

**AMENDED BYLAWS OF WALNUT CREEK SPORTSMEN’S CLUB,
INCORPORATED
A California Nonprofit Mutual Benefit Corporation**

ARTICLE I. AMENDMENT, PRINCIPAL OFFICE, AND PURPOSE

1.1. Amendment. This amendment to the bylaws of Walnut Creek Sportsmen’s Club, Incorporated (“WCSC”), supersedes and replaces all bylaws and amendments thereto approved and adopted by the board of directors and members of WCSC prior to the date of certification of these amended bylaws by the secretary of WCSC set forth below.

1.2. Corporate Name. The name of the corporation is Walnut Creek Sportsmen’s Club, Incorporated.

1.3. Principal Office. The principal office for the transaction of the activities and affairs of WCSC is located at 4700 Evora Road, Concord, Contra Costa County, California, U.S.A., 94522. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The board may at any time establish branch or subordinate offices at any place or places where WCSC is qualified to conduct its activities.

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

1.5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.6. Irrevocable Dedication of Assets. WCSC’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of WCSC, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of WCSC. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of WCSC shall be distributed to the current member clubs of USI, or other corporations with purposes similar to WCSC,

provided that such recipients have established exempt status under Internal Revenue Code § 501(c)(4).

ARTICLE II. MEMBERS AND MEMBERSHIPS

2.1. Membership. WCSC shall have one class of members only and each member shall have equal voting rights. No person shall hold more than one membership in the Corporation.

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

a. An applicant for membership must submit an application with any dues and fees as described in § 2.3 and § 2.4 of WCSC's bylaws.

b. Any two members of the Board of Directors will review the application and may approve or deny the application. A denial must be approved by a majority vote of the Board of Directors.

c. Any additional requirements for membership will be outlined in a Policies and Procedures Statement, approved by the Board of Directors.

2.3. Dues. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by action of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time as may be determined by the Board of Directors.

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

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

2.6. Membership Rights. All members of WCSC shall be entitled to all rights and privileges described in §§ 2.1 and 2.2 of WCSC's bylaws. All members shall have the right to vote, as set forth in these bylaws, on the disposition of all or substantially all of the assets of WCSC, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve WCSC. Each member shall have one (1) vote. .

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

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

2.9. Number of Memberships. The Board of Directors may from time to time set the total authorized number of dues paying members of the Corporation. The total number of authorized dues paying members shall be maintained in the Policies and Procedures Manual.

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

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

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

- a. The voluntary resignation of a member;
- b. Where a membership is issued for a period of time, the expiration of such period of time;
- c. The death of a member;
- d. The nonpayment of dues, subject to the limitations set forth in § 2.14 of these Bylaws.

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

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

ARTICLE III. MEETINGS

3.1. Monthly Meeting. A monthly meeting of the corporation, which shall be open to all members, may be held on the second Tuesday of each month of each year at 7:30 p.m., unless

the board fixes another date or time and so notifies members in accordance with these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held as if it were not a legal holiday.

Pursuant to §§ 3.1, and 5.6 of WCSC's bylaws, a meeting of the members shall be held at WCSC's first monthly meeting of the fiscal year held in June of each year.

3.2. Location and Attendance at Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board. In the absence of any such designation, members' meetings shall be held at WCSC's principal office.

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

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

3.5. Special Meetings. The president, vice president, treasurer, or secretary may call a special meeting of the members or the Board for any lawful purpose at any time. A special meeting called by any person entitled to call a meeting of the members of the Board shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of, and submitted to, the president or vice president, treasurer, or the secretary of WCSC. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, pursuant to these bylaws, stating that a meeting will be held at a specified time and date fixed by the board.

However, the meeting date shall be at least twenty-one (21) but no more than sixty (60) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.

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

3.6. Notice Required. Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given to each member entitled to vote at that meeting pursuant §§ 3.8, 3.9. of these bylaws. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as prohibited by these bylaws, any proper matter may be presented at the meeting.

3.7. Notice of Certain Agenda Items. Approval by the members of any of the proposals set forth below, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.

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

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

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

a. The notice is delivered by: (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with WCSC; (ii) posting on an electronic message board or network that WCSC has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication.

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

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

Notwithstanding the foregoing, an electronic transmission by WCSC to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission

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

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

3.11. Quorum. A quorum at any meeting of the Board of Directors shall be a majority of the total number of Directors.

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

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

ARTICLE IV. VOTING

4.1. Eligibility to Vote. Pursuant to §§ 2.1, and 2.2, all members in good standing shall be entitled to vote at any meeting of members. Each member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members.

4.2. Member Quorum. Any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

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

4.4. Majority Approval. The affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

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

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

ARTICLE V. ELECTIONS

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

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

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

- a. Determine the number of members in attendance eligible to vote
- b. Receive, count, and tabulate all votes
- c. Determine the results of the vote
- d. Undertake any other acts proper to conduct the election or vote with fairness to all members and candidates

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

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

5.5. Qualification for Board of Directors. Any member in of the Corporation in good standing, with two or more consecutive years as a member of the Corporation, may be elected to the Board of Directors.

5.6. Terms of Office. The term of office for the Board of Directors shall be for one year. Candidates for Office are nominated in April and in May, and elected at the May General Membership Meeting. All Officers of the Board begin their term at the June General Membership meeting.

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

ARTICLE VI. BOARD OF DIRECTORS

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

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

a. Prescribe powers and duties as are consistent with the law, the articles of incorporation, and these bylaws.

b. Change the principal office or the principal business office in California from one location to another; cause WCSC to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

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

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

6.3. Number and Qualifications of Directors. The authorized number of directors of WCSC shall be no less than five (5), nor more than ten (10). Any member described in § 2.1 of these bylaws having been a member for two or more years in good standing is eligible to serve on the board of directors. No director may simultaneously hold office or serve on the board of directors

of any other Member Corporation of USI (Bay Point Rod and Gun Club, Brentwood Rod and Gun Club, Concord Sportsmen's Club, or Diablo Rod and Gun Club).

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

1. President;
2. Vice-President
3. Secretary
4. Treasurer
5. Membership Secretary
6. Sergeant at Arms
7. Director at Large
8. Director at Large
9. Director at Large
10. Immediate Past President

6.5. Combining Board of Director Positions. With a majority vote of the Directors, the above positions may be combined to allow one person to hold two (2) or more positions at the same time. The above notwithstanding, the position of President and Vice-President shall not be held by the same person at the same time. However, the Board of Directors shall consist of not less than five (5) members, nor more than ten (10) members.

6.6. Lack of Qualified Members. If there are no qualified members of the Corporation willing to be elected to the Board of Directors, the President may appoint a member to fill the vacancy who does not meet the qualifications pursuant to § 5.5 of these Bylaws.

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

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

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

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

6.10. Responsibilities of Membership Secretary. The membership secretary shall keep, or cause to be kept, at WCSC's principal office or at a place determined by resolution of the board, a record of WCSC's members showing each member's name, address, and membership history. The membership secretary will be responsible for processing applications for membership, collecting fees and dues, issuing membership cards, processing annual renewals, and other duties necessary regarding membership. The membership secretary will be responsible for maintaining and safeguarding all historical records that pertain to membership.

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

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

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

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

6.13. Responsibilities of Director at Large. The directors at large shall advise and assist all other officers in carrying out their respective duties.

6.14. Immediate Past President. The immediate past president is the person that held the office of President before the current President has been elected.

6.15. United Sportsmen Board of Director. The president may serve as board member on the United Sportsmen Incorporated Board of Directors, or may appoint one (1) member from the WCSC Board of Directors to serve on the USI Board. All USI directors are appointed by each member corporation at USI's first monthly meeting of the fiscal year held in June of each year.

6.16. Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the board may be “interested persons.” An interested person is: (1) any person compensated by WCSC for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by WCSC.

6.17. Use of Corporate Funds. No funds of WCSC may be expended to support a nominee for any elected office.

6.18. Vacancies on Board. A vacancy or vacancies on the board of directors shall occur in the event of the following: (1) the death, removal, or resignation of any director; or (2) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if WCSC holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under California Corporations Code § 7238. In the event of a vacancy on the board, the president may select a qualified member in good standing to fill the vacancy, until the next general election.

6.19. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of WCSC. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

6.20. Location of Board Meetings. Meetings of the board may be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of WCSC.

6.21. Meetings by Telecommunication. Attendance at a board of director’s meeting via electronic means (i.e., telephone or video conference) shall not be permitted.

6.22. June Meeting of Board. In June of each year, the board shall hold a general meeting for purposes of organization and transaction of other business. Notice of this meeting is not required.

6.23. Other General Meetings. Other general meetings of the board may be held at such time and place as the board may fix from time to time upon notice pursuant to these bylaws, or by a waiver of consent to notice executed by all board members in attendance.

6.24. Special Meetings. Special meetings of the board for any purpose may be called at any time by the president, any vice president, the secretary, the treasurer, or any two (2) directors.

6.25. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director in the following manner: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic

transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) by facsimile; (5) by electronic mail; or (6) by other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on WCSC's records.

Notices sent by first-class mail shall be deposited in the United States mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least seventy-two (72) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place of the meeting is other than WCSC's principal office. The notice need not specify the purpose of the meeting.

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

6.27. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed in WCSC's records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

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

6.29. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

6.30. Board Action Without Meeting. Any action that the board is required or permitted to take may be taken by the President or vice-president, or other board member in their absence, without a meeting if a majority of the board members consent to the action. Such action by the President or vice-president, or other board member in their absence shall have the same force

and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

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

6.32. Audit Committee. WCSC shall have an audit committee consisting of at least three (3) directors. Directors who are employees WCSC or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from WCSC (other than for service as director) may not serve on the audit committee. The audit committee shall perform an annual audit no sooner than September 30th after the end of the fiscal year. Duties of the audit committee include:

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

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

ARTICLE VII. OFFICERS

7.1. Officers. The officers of WCSC are the Board of Directors as outlined in Article VI of these Bylaws.

7.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled pursuant to § 6.18 of these Bylaws.

7.3. Contracts with Directors and Officers. No director or officer of WCSC, nor any other corporation, firm, association, or other entity in which one or more of WCSC's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with WCSC unless: (1) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or (2) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

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

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

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

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in any proceeding covered by these bylaws, shall be advanced by WCSC before final disposition of the proceeding, on receipt by WCSC of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by WCSC for those expenses.

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

ARTICLE VIII. CORPORATE RECORDS

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

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

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

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

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

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

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

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

8.3. Inspection of Accounting Records and Minutes. On written demand on WCSC, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

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

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

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

a. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of WCSC that they were prepared without audit from WCSC's books and records.

b. A statement of the place where the names and addresses of current members are located.

c. Any additional information required by these bylaws.

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

This section shall not apply if WCSC receives less than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year.

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

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

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

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

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

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

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

ARTICLE IX. DISSOLUTION

9.1. Dissolution. Dissolution of this Corporation shall require a two-thirds (2/3) majority vote of the members of the Corporation. All proposals for dissolution shall be in writing and signed by not less than a majority of the Board of Directors, and shall be presented to the Board of Directors at any scheduled or special meeting of the Board. All members of the Corporation shall be notified of any action or proposed action regarding dissolution at least thirty (30) but no more than ninety (90) days before the meeting date. The notice may be given either personally, by first-class, registered, or certified mail, charges prepaid, or by electronic means, email, or by other means of communication, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of WCSC or to the electronic contact number or email given by the member to WCSC for purposes of notice. If no address appears on WCSC's books and no address has been so given, notice shall be deemed to have been given if either: (1) notice is posted at WCSC's principal office; or (2) notice is published at least once in a newsletter or by electronic means on an electronic message board or network for the WCSC.

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

ARTICLE X. RULE VIOLATIONS (SUSPENSION or EXPULSION)

10.1. Rule Violations. Any person who is a member may be suspended from membership by the president for engaging in the following conduct:

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

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

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

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

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

Any member who has been suspended by the president may be expelled from membership by a majority vote of the Board of Directors.

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

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Walnut Creek Sportsmen's Club, Incorporated, a California nonprofit mutual benefit corporation; that these bylaws, consisting of eighteen (18) pages, are the bylaws of WCSC as adopted by the board of directors and approved by vote of the members on May 8th, 2018; and that these bylaws have not been amended or modified since that date.

Executed on June 12th, 2018 Concord, California.

Garst Peterson
Secretary, Walnut Creek Sportsmen's Club, Incorporated