

AMENDED AND RESTATED BYLAWS OF WEST END GUN CLUB, INC., A California Nonprofit  
Mutual Benefit Corporation

Adopted by the Board of Directors

Approved through Membership Vote January 8, 2019 & Amended January 2021

ARTICLE I., GENERAL CORPORATE INFORMATION

1.1 Corporate Name. The name of this Corporation is West End Gun Club, Inc., ("Club") and is referred to herein by as such, or as the "Club" or the Corporation.

1.2 Principal Office. The principal office for the transaction of the activities and affairs of this Corporation is located at Rancho Cucamonga, California. The Board of Directors (herein referred to as the "Board") 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 by the Board.

The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

1.3 Purpose of the Club. The Corporation is a California Mutual Benefit Corporation pursuant to Section 501(c)7 of the Internal Revenue Code, and the purpose of this Corporation is dedicated to encouraging organized rifle, 'pistol and shotgun shooting among citizens of the United States, improving the citizens' knowledge of safe handling and proper care of firearms, improving marksmanship and developing the characteristics of honesty, good sportsmanship, self-discipline and self-reliance as essential to good citizenship. Further, the Club shall achieve these goals by, among other means, regularly hosting and sponsoring as many different educational shooting and organized shooting related events as possible.

ARTICLE II. MEMBERSHIP

2.1 Membership. This Corporation shall have nine classes of members, as set forth below. Any person dedicated to the purposes of the Corporation, eighteen years of age or older, and a member of the National Rifle Association of America ("NRA") shall be eligible for membership on approval of the membership application by the Club Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time. Continuing membership in the NRA shall be required of all voting members. A Voting Member is an Annual, Life, or Senior member (collectively referred to as "Voting Member") whose dues are currently paid, with no disciplinary action in effect against them; the designation of "Voting Member" does not, in and of itself, refer to a specific class of membership. Other specific requirements of membership may be kept in the Policy and Procedure Manual as kept by the Board.

A. A Conditional Member is a member who has been accepted for annual membership but has not completed the initial one-year conditional member period. A Conditional Member has use of all the Club facilities but may not vote or run for office. A Conditional Member may be appointed to fill a Board position by a majority vote of the Board members present and voting, at any Club meeting where there is a Board quorum present but cannot vote on any Board business until the conditional period is completed. All Conditional Members shall sign a Club liability waiver annually to maintain membership.

B. An Annual Member is defined as a person who has completed the required conditional period and whose dues are current. An Annual Member has the right to vote, hold office and use Club facilities. An Annual Member is a Voting Member and may be referred to as such in

this document. All Annual Members shall sign a Club liability waiver annually to maintain membership.

C. A Life Member is any member who has met the requirements of Section 2.1 and subsection 2.1(C) (1) below. A Life Member is a Voting Member and may be referred to as such in this document. All Life members shall sign a Club liability waiver annually to maintain membership.

1. Any Annual Member in good standing may apply for Life Membership after one year. Life Membership may be granted by majority vote of the Board present and voting, at any Club meeting, where a Board quorum is present, and upon payment of the required fee. The fee for Life Membership is ten times the amount of the current Annual Membership fee as set by the Board. Life Membership may also be granted without fee by a majority vote of the Board present and voting, at any Club meeting where there is a Board quorum present, in recognition of extraordinary service to the Club.

D. An Associate Member is the spouse or registered domestic partner, as defined by the State of California, of a Club Conditional, Annual or Life Member and has all member privileges except the privileges of voting and holding office. All Associate Members shall sign a Club liability waiver annually to maintain membership.

E. A Youth Member is a non-voting member of the West End Youth Program, under the age of 18 years, whose dues are current and who is currently an NRA Youth Member. A Youth Member, with the supervision of any adult Annual, Life, Conditional or Associate member, may use the Youth Club Facilities and participate in any Club event. All Youth Members shall annually provide a Club liability waiver signed by the Youth Member's legal guardian to maintain membership.

1. Youth Club Members after satisfying all the conditions of this Article may, with the recommendation of the Youth Club Director, have their initiation fees waived by a majority vote of the Board present and voting at any Club meeting, where there is a Board quorum present, and become a Conditional Club member.

F. An Honorary Member is a non-voting member and has the same access to Club facilities and events as an Annual Member. The Honorary Membership shall be valid concurrent with the Club's Annual Membership period. Honorary Membership shall be granted, on an annual basis, by a majority vote of the Board. Honorary Members shall be 18 years of age or older and meet all other criteria for Annual Membership. All Honorary Members shall sign a Club liability waiver annually to maintain membership.

G. A Limited Member is a non-voting member and has Club facility access limited to those portions of the Club facilities upon payment of the daily use fees, as determined by the Board, limited to use: (1) as determined by Board policy, (2) on the days of the week and times determined by Board policy, (3) when the Club Range-Master(s) is present. The Club Range-Master shall issue Limited Memberships after the required fee is paid as set by the Board. The Limited membership shall be in force until one year from the issuing card date. Limited Members shall be 18 years of age or older, shall sign a liability waiver annually to maintain membership and must be a member of the NRA.

H. A Probationary Member is a member who previously was a member of any one of the eight membership classes who is the subject of suspension or other disciplinary action that is currently in effect against-them. A Probationary Member cannot vote or hold office, even if a current member of the Board. A Probationary Member is prohibited from accessing Club property or Club events during the relevant term of suspension or probation, except as specifically authorized by a vote of the Board members present and voting at any Club meeting where a board quorum is present. All Probationary Members shall sign a Club liability waiver annually to maintain membership.

I. A Senior Member is defined as a person who is 65 years or older and is a renewing Annual or Conditional member. Senior Members may pay reduced membership dues as outlined in 2.6 and may be eligible for other Club benefits as determined by the Board. A Senior Member has the same rights as an Annual Member. A Senior Member is a Voting Member and may be referred to as such in this document. All Senior Members shall sign a Club liability waiver annually to maintain membership.

J. Applicants unable to appear in person at a regular monthly Club meeting for approval of membership due to extenuating circumstances may submit a written petition to the Board to request special dispensation. Acceptance of the petition and granting exception shall be by a majority vote of the Voting Members, where there is a quorum present at a Regular Monthly Club meeting after review of the applicant's petition.

2.2 Consideration of Applications. All membership applications shall be considered without regard to race, color, sex, sexual orientation, national origin, religion or any other protected class or group that state or federal law may add in the future.

2.3 Limiting Membership. The Board may limit the number of Club Members by a two-thirds (2/3) vote of the Board present and voting, at any Club meeting where there is a Board quorum present. Notification of a membership limit shall be by one of the following methods, as selected by the Board: (1) publication of the new limit in the next Club newsletter after a vote approving a membership limit, posting the new limit in the members only portion of the Club Website prior to the next Regular Club Meeting, or by mail sent within thirty (30) days of the vote to adopt a limit.

2.4 Membership Rights. All Voting Members shall have the right to vote, as set forth in these Bylaws, on the election of the Board, on the disposition of all or substantially all of the assets of the Corporation, on any merger, including the principal terms thereof or any amendment of those terms, and on any election to dissolve the Corporation. In addition, Voting Members shall have all rights afforded members under the California Corporations Code and any additional rights created hereunder that do not conflict with state law. Corporation is dissolved, the Voting Members of the Club at the time of dissolution shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment required under applicable law. All rights of membership cease on the member's death, suspension, termination, or dissolution.

2.5 Non-voting Members. This Corporation may refer to persons of Conditional, Associate, Youth, Honorary, Limited or Probationary classes or other persons or entities associated with the Club as "members" even though those persons or entities are not Voting Members as set forth in Section 2.1 of these Bylaws, and reference to a person as a "member" shall not, in and of itself, result in anyone without voting rights being considered as a member within the meaning of Corporations Code § 5056. By amendment of its articles of incorporation or of these Bylaws, the Corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 4.10 of these Bylaws, but no such person or entity shall be a member within the meaning of Corporations Code § 5056.

2.6 Annual Dues, Fees, and Special Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and special assessments in amounts to be fixed from time to time. The fees and special assessments shall be equal for all members of each class, but the Board may, in its discretion, set different fees and assessments for each class of member.

2.7 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws, who are current members of the National Rifle Association, and who are not under probation, shall be members in good standing.

2.8 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- A. Resignation or death of the member;
- B. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- C. The member's failure to pay annual dues by March 1 each year with any penalty due, fees, or special assessments as set by the Board.
- D. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; the list of events is outlined in the Policy and Procedure Manual.
- E. Termination of membership under Section 2.10 of these Bylaws based on the good faith determination by the Board, or a committee with a minimum of three Board members appointed by the Board to make such a recommendation, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

2.9 Suspension of Membership. A member may be suspended, under Section 2.10 of these Bylaws, based on the good faith determination by the Board, or a committee with a minimum of three Board members appointed by the Board to make such a recommendation, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

2.10 Procedure for Suspension or Termination of Membership. The Board shall adopt and print in the Policy and Procedure Manual the specific procedures that shall be applied to any notice of, hearing for, and other process adopted for suspending or terminating the membership of a member, with the Board having such discretion to adopt or amend such policy so long as such policy complies with the requirements of the California Corporations Code.

2.11 Emergency Suspension. Notwithstanding any other provision in this Article, if grounds appear to exist for suspending a member under Section 2.9 of these Bylaws, if a person designated by the Board to make such a determination decides, that an immediate suspension is reasonably necessary to protect against (1) harm to an individual, including bodily harm to an individual or harm to personal property of an individual that is present at a location controlled by the Club, or (2) loss or damage to Club Property or Club assets, or for violation of Club safety rules, the Board designated person, may immediately suspend a member on an emergency basis. Emergency Suspensions shall only last until the suspended member is given an opportunity to be heard by the Board after at least 15 days' notice there of; any Emergency Suspension issued under this subsection is limited to no more than 45 days in duration.

- A. The decision to issue an Emergency Suspension is final.
- B. If an Emergency Suspension is issued, a hearing shall be held in accordance with the suspension or termination policy adopted by the Board under Section 2.10 and then in effect within 31 days of notice being given to the member as to whether a further suspension or, membership termination is appropriate. The Member may attend the hearing notwithstanding the Emergency Suspension unless the Board determines the member's

presence at the hearing would constitute a legitimate threat to human health or safety. Notice of the suspension and the hearing shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

C. Any action challenging an Emergency Suspension, including a claim alleging defective notice, must be commenced within one year after the date of the notice of Emergency Suspension.

2.12 Transfer of Memberships. A membership or any right arising from membership may be transferred by majority Board vote of those Board members present and voting, at any Club meeting where there is a Board quorum present and as outlined in the Policy and Procedure Manual.

2.13 Hiatus of Membership. Members may petition the Board to grant their membership Hiatus Status. Hiatus Status is defined as one that would keep them on the Club's membership roll as a non-active member. During this Hiatus Status period no membership renewal dues are paid, no membership card is issued; no ballots, newsletters or any other official Club mailings will be sent. No Club membership privileges are in effect; the member shall not vote or hold any Club office. Hiatus Status may be granted by a majority vote of the Board members present and voting, at any Club meeting where there is a Board quorum present. Members on Hiatus Status may petition the Board to remove the Hiatus Status and reinstate their membership to its previous state also by a majority vote of the Board members present and voting, at any Club meeting where a Board quorum is present. The maximum time a member is allowed to be on Hiatus Membership Status shall be determined based upon a policy adopted by the Board and printed in the Policy and Procedure Manual and subject to amendment by the Board in its discretion.

### **ARTICLE III. MEETINGS**

3.1 Annual Meeting. An annual meeting of members shall be held on the second Tuesday in January of each year, unless the Board fixes another date or time and so notifies members as provided in Sections 3.4, 3.5, and 3.6 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the first Tuesday thereafter that is not a legal holiday. At the meeting, Directors and Officers shall be sworn in by the outgoing President, and other proper business may be transacted, subject to Sections 3.6 of these Bylaws.

3.2 Location of the Monthly Member Meetings. Monthly meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, monthly members' meetings shall be held at 1324 E. Fourth Street Ontario, CA 91764.

3.3 Special Member Meetings. At least ten Board members, any Officer, or 120 or more Voting Members, which is at least 5% of current membership, may call a Special Meeting of the members for any lawful purpose at any time as described in subsection 3.5.

A. A special meeting called by ten Board members, any Officer, or 120 or more Voting Members, which is at least 5% of current membership, shall be called by written petition, signed by all of the above, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 4.2 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. The meeting date shall be set for at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, any of the above requesting the meeting may

give the notice, though this provision does not create any greater right to access information than what is stated in Section 9.1 of these Bylaws. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

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

**3.4 Notice Requirements.** Whenever the members as a voting body are required or permitted to take any action at a meeting, a written notice of the meeting shall be given under Sections 3.6 of these Bylaws to each member entitled to vote at that meeting. The notice shall specify the place, date, and time of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, or if any, by which members may participate in 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. Except as provided elsewhere in these Bylaws, any proper matter may be presented at the meeting.

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

A. A proposal to remove a Director without cause;

B. A proposal to fill one or more vacancy on the Board;

C. A proposal to amend the articles of incorporation;

D. A proposal to wind up and dissolve the Corporation;

E. A proposal to approve a contract or transaction between the Corporation and one or more Members or between the Corporation and any entity in which a Member has a material financial interest;

F. A proposal to approve a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or Bylaws, when the Corporation is in the process of winding up.

**3.6 Manner of Giving Meeting Notice.** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 45 days before the meeting date. The notice shall be given either personally, by electronic transmission, as outlined in the Policy and Procedure Manual, by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice.

#### **ARTICLE IV. VOTING**

**4.1 Quorum.** A total of 50% of the current authorized Board members rounded up or 50 Voting Members shall constitute a quorum for the transaction of business at any meeting of members.

A. Except as otherwise required by law, the articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a

quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Once a quorum is established at a member meeting, business can continue even if the quorum is lost so long as the number of votes cast in support of any action voted upon thereafter constitutes a majority of the quorum requirement.

4.2 Member Eligibility to Vote. Subject to the California Corporations Code, Voting Members in good standing on the record date as determined under Sections 2.4, 2.7 of these Bylaws shall be entitled to vote at any meeting of members on member-only business as defined in the Policy and Procedure Manual, and not Board business.

4.3 Manner of Voting. When a quorum has been established, voting may be by voice or by ballot. Any election of the Board must be by a ballot as outlined in these Bylaws Section 6.2 (B)(9) California Corporations Code, and the Policy and Procedure Manual.

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

4.5 Majority Approval. If a quorum is constituting a member meeting, the affirmative vote of a majority of the Voting Members 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 is required by the California Corporations Code or by the Articles of Incorporation.

4.6 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members. 100% of Voting Members must agree or a meeting must be called to consider the action.

4.7 Action by Written Ballot. Any action that members may take at any meeting of members, other than the election of the Board, may also be taken without a meeting by complying with Section 4.6 of these Bylaws.

4.8 Solicitation of Ballots. The Corporation shall distribute one written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall (1) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (2) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Corporation. Specific, approval on any vote, is by simple majority of those present and voting at any Club meeting and as outlined in Article IV Sections 4.1(A) and 4.5.

4.9 Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for one year, after which such time they may be destroyed.

4.10 Record Date For Notice, Voting, Written Ballots, and other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for;

A. Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

B. Determining who is a recorded member eligible to vote shall be determined not more than 60 days prior to the date of the vote on that action.

4.11 Proxy Voting Disallowed. Voting by proxy is not allowed, no proxies may be solicited or given.

4.12 Election of Officers and Directors. West End Gun Club Inc. desires to conduct the election for Officers and Board Members with fairness to all Members. Officers and Board Members shall be elected annually by a vote of the Members eligible to vote. In order to do so, the Nominations and Election Committee (ARTICLE VI, Section 6.2) shall act as an inspector of elections who shall do such acts as may be proper to conduct the election or vote with fairness to all Members. (Corp 7614)

A. All Voting Members in good standing may nominate themselves, or nominate other Voting Members, for Club Officer or Board positions. All nominees for a Board position shall be Voting Members in good standing and meet all the requirements for Board positions as defined in Article VI of these Bylaws and the Policy and Procedure Manual.

B. West End Gun Club's Policy and Procedure Manual shall set forth the manner in which the election for Officers and Directors is conducted.

## **ARTICLE V. BOARD OF DIRECTORS**

5.1 General Powers of Board. The Board shall be the governing body of the Club and shall be responsible for maintaining and operating the Club in the best interest of the Corporation. No contracts may be signed; Club funds spent in excess of \$200, commitments made with any government body, court, lawyer, CPA, or agent for the Club without a majority vote of the Board present and voting, at any Club meeting where there is a Board quorum present, by any member of the Board other than budgeted items for that year. This section is subject to all other sections of these Bylaws. Subject to the provisions and limitations of the California Corporations Code, any other state law, and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the ultimate decision-making authority of the Board.

5.2 Specific Powers of Board. The Officers, Discipline Directors and other Directors make up the entire Board. Discipline Directors are defined as any Director who represents a specific Board approved group of shooters, who represent a unique style or type of shooting style or shooting match. Each Discipline will have one Director who is an active participant in that discipline and will have one vote while serving on the Board. Without prejudice to the general powers set forth in Section 5.1 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A. Appoint, if not yet appointed by the members for an unfinished term of any Officer or Director, and remove, at the pleasure of the Board, all corporate Officers, agents, and employees; prescribe powers and duties for them as are consistent with the California Corporations Code, state law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;

B. Change the principal office or the principal business office in California from one location to another; cause the Corporation 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. An approval by 75% of the Board present and voting, at any Club meeting where there is a Board quorum present, is required to do any of the above;

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

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

5.3 Number and Qualifications of Directors and Officers. The authorized number of Directors and Officers shall be no less than 15 and no more than 25, as set by a 2/3 vote of the current Board members at any Club meeting where there is a Board quorum present. A reduction of the authorized number of Directors shall not result in any Director being removed from office before his or her term expires. The qualifications for Directors and Officers are that such person be a Voting Member in good standing and as set forth in these Bylaws and the Policy and Procedure Manual. All Officers must be bondable.

(5.4 Deleted as Redundant)

5.5 Vacancies on Board. A vacancy or vacancies on the Board shall occur in the event of (1) the death, removal, resignation, or membership termination of any Director or Officer; (2) the declaration by Board resolution of a vacancy in the office of the Board who has been declared of unsound mind by a court order, has been convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Corporations Code § 7238; (3) the vote of members; (4) an increase in the authorized number of Board Members; or (5) a failure of the members, at any meeting of the members at which any Board Member or Board Members are to be elected, to elect the number of Board Members required to be elected at that meeting.

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

5.7 Removal of a Board Member. Any vacancy caused by the removal of a Board Member shall be filled as provided in Section 5.8. Any Board Member who does not attend six board meetings in one calendar year may be removed from the Board by a majority vote of the Board members present and voting at any Club meeting where there is a Board quorum present, except where,

(A)

The Board Member requests a leave of absence for a limited period of time, and the leave is approved by the Board of Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is present;

(B)

The Board Member suffers from an illness or disability which prevents him or her from attending meetings.

5.8 Vacancies Filled by Board. Except for a vacancy created by the removal of a Board Member by the members, vacancies on the Board may be filled by approval of the Board or, number of Board Members then in office constitutes less than a quorum of the total number of authorized Board positions, by (1) the unanimous written consent of the Board Members then in office, (2) a majority vote of the Board Members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code § 7211, or (3) any sole remaining Board Member. The members may fill any vacancy not filled by the Board of Directors by the procedure set forth in Section 5.9.

5.9 Vacancies Filled by Members. The members may elect a Board Member at any time to fill any vacancy or vacancies not filled by the Board of Directors. Any reduction of the authorized number of Board Members shall not result in any Board Member being removed before his term of office expires.

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

5.11 Annual Meeting of Board. Immediately following the conclusion of the Annual Meeting of members, the Board shall hold a general meeting for purposes of organization and the transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

5.12 Special Board Meetings. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, the Secretary, or any two Directors.

A. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by any two of the following: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) 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 Board Member or to a person at the Board Member's office who would reasonably be expected to communicate that notice promptly to the Board Member; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the Board Member's address or telephone number as shown on the Corporation's records.

B. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting, and, if other than the Corporation's principal office, the place of the meeting. The notice need not specify the purpose of the meeting.

5.13 Quorum. A total of 50 percent rounded up for odd numbers, of the authorized number of Board Members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a Board quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Corporations Code, including, without limitation, the provisions on;

(1) approval of contracts or transactions between this Corporation and one or more Board Members or between this Corporation and any entity in which a Board Member has a material financial interest; (2) creation of and appointments to committees of the Board; and (3) indemnification of Board Members.

5.14 Authority for Electronic Board Meetings. If authorized by the Board in its sole discretion, there are guidelines and procedures the Board may adopt for Board members not physically present at the meeting to participate by electronic transmission, by and to the Corporation or by electronic video screen communication, participate in a meeting of the Board, be deemed present in person vote at a meeting of the Board whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by election or video screen communication, or subject to the requirements of these Bylaws.

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

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

5.17 Board Member Compensation. Board Members may receive reimbursement of expenses for actual costs incurred, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

5.18 Board Member Voting. Each Board Member shall have one vote on each matter presented to the Board for action.

West End Gun Club does not have any "Governance" or "committee of the Board". So the bylaws are being amended to remove that language. That type of committee would have the same powers as the board. This section, 5.19 along with several other sections are effected such as Article II 2.8 E, 2.9, Article VI Committees paragraph 1, 6.1 C, 6.3, 7.5 and 8.6 2.

5.19 Board Committees. The Board shall have no governance committees and none will be appointed.

## **ARTICLE VI. COMMITTEES**

The President shall be an ex-officio member of all committees and shall, with the advice of the Board, appoint volunteers to serve on all committees and may appoint a chair for any committee that fails to elect its own chair. The purpose of each special committee and the names of all new or returning members of any committee shall be recorded in the official minutes. All committee reports shall be submitted to the President and the Board at annual and regularly-scheduled monthly Board meetings

### **6.1 Committee Appointment and Authority.**

A. The President, or the Board by a majority vote of the Board members present and voting at any meeting where a Board quorum is present, may determine the need to form a special committee to perform a specific function for the Corporation. The President, with the advice of the Board, shall authorize and define the powers and duties of all special committees.

B. The President, with the advice of the Board, shall appoint the volunteers to serve on all committees. Unless otherwise stipulated, all committees shall elect a chair from among its members.

C. The President and the Board shall seek nominations from the membership for volunteers to serve on all committees, using the Corporation's newsletter, notices on the Corporation's website, announcements at meetings, and by personal contact with the membership. The President and Board shall make every effort to fill all committee positions with those members having special skills and knowledge pertinent to each committee's purpose, unless otherwise defined in the Bylaws.

D. It shall be the function of committees to make investigations, conduct studies or hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the President or the Board or as defined in the Bylaws.

E. No committee or committee member shall make public any formal resolution or take any action or in any way commit the Corporation on a question of policy or bind the Corporation to a contract unless expressly authorized by the Board to do so. No committee or committee member shall take any action not specified by the Bylaws unless the Board is in violation of the Bylaws by action or inaction.

6.2 Regular Standing Committees. There shall be six (6) regular standing committees identified as: (1) Nomination and Election, (2) Membership, (3) Range Development and Planning, (4) Budget and Finance, (5) Bylaws, and (6) Policy and Procedure.

A. All Standing Committee's new or returning committee members shall be appointed or renewed by the newly-elected President each year at the annual meeting immediately following the certification of the Officer elections, with such appointments or renewals being made with the advice of the newly-elected Board if the new President does not appoint or renew the Standing Committees, the Board may do so or appoint someone to do so.

B. Nomination and Election Committee:

(1) The purpose of this committee is to serve as the inspector of Elections and administer the Club's election process and actively seek qualified candidates for all Club Board of Director positions throughout the committee's entire twelve-month term. The committee shall accomplish this by personal contact, announcements at meetings, by seeking nominations from the membership in the Corporation's newsletter and by posting notices on the members-only portion of the Corporation's website.

2) The committee shall be comprised of three (3) Voting Members neither serving on nor a candidate for the Board of Directors, Voting Member Volunteers, also neither serving on nor a candidate for the Board of Directors, may be appointed by a majority vote of the Board at a regular monthly Club meeting to serve as ballot counters with the committee.

(3) The Nomination and Election committee has the final authority to certify the ballots and the election as final and correct. The Board of Directors shall, by a 2/3 vote of a Board quorum, either accept the election results or reject the election results and call for a new election.

C. Membership Committee: The Membership Committee's purpose is to minimize the Club's exposure to liability by monitoring all aspects of the Club's membership process, by regularly reviewing Club membership policies and to make necessary recommendations for action by the Board or adoption by the Club that will be in the best interests of the Club and the membership. The committee shall include the Membership Director and at least 2 other Board Members. The Membership Director shall chair the Committee and appoint a Committee Secretary to keep committee minutes.

(1) The Membership Committee shall be responsible for writing the Club's membership card renewal form and establishing the format used for it.

(2) The Membership Committee shall be responsible for establishing the process that prospective new members will use to help them through the Club's membership application process.

(3) The Membership Committee shall suggest ways and means of maintaining member records, conserving membership, increasing Club membership to fill cap levels if they exist and establishing a procedure for executing a waiting list format if a cap level is reached.

(4) The Membership Committee may meet, starting in January and as many times as necessary to fulfill its purpose and after meeting shall deliver a report with any recommendations and a copy of the meeting minutes to the Board at the next scheduled Board meeting. The Board shall then consider any recommendations of the committee for action.

#### D. Range Development and Planning Committee:

(1) The Range Development and Planning Committee shall be responsible for planning of the development of range facilities, recommending improvements to any range facilities, environmental impact studies, and mitigation planning for range operation, drafting a scheduling plan of all maintenance for range facilities and to make recommendations to the Board on implementing these plans. This committee shall make all requests for funding recommendations of proposed improvements to the Budget and Finance Committee for study.

a) The Range Development and Planning Committee shall include the Project Director and may include the Range Director, three shooting discipline Directors with as many different types represented as maybe practical and as many Voting Members as necessary with experience or knowledge useful to the committee's purpose. The committee shall elect a Chair that shall appoint a Committee Secretary to keep meeting minutes.

b) The Range Development and Planning Committee shall meet starting in January and as many times as necessary to fulfill its purpose and shall deliver a report with any recommendations and a copy of the meeting minutes to the Board at the next scheduled Board meeting. The Board shall then consider any recommendations of the committee for action.

#### E. Budget and Finance Committee:

(1) The purpose of this committee is to advise the Board on financial matters of the Club by: suggesting ways and means of conserving and increasing revenues to the Club, assisting the Board in establishing a budget necessary to meet the requirements of the Club's purpose, programs or projects, and shall assist the Board in determining the ways and means by which the Club's budget requirements are met. The President and Board shall make every effort to appoint committee members with financial expertise or accounting skills.

a) The Budget and Finance Committee shall consist of the Club Treasurer and at least two other members. The Treasurer shall chair the committee and shall appoint a Committee Secretary to keep committee minutes.

b) The Budget and Finance Committee shall meet as many times per year as necessary to fulfill its purpose. After meeting the committee shall deliver a report with any

recommendations and a copy of the meeting minutes to the Board at the next scheduled Club meeting. The Board shall then consider any recommendations of the committee for action. The Club Treasurer shall bring to each meeting all Club financial records or reports needed to complete the purpose of the committee.

c) The Budget and Finance. Committee shall meet to prepare a Club annual budget of estimated income and expenditures and submit it to the Board no later than the regular monthly Club meeting in October. The Board shall approve the Club annual budget by the end of the November regular monthly Club meeting. Upon authorization by the Board this budget shall serve as the appropriation guideline for the Club for the following fiscal year.

#### F. Bylaws Committee:

(1) The purpose of the Bylaws committee shall be to provide for an efficient process specifically designed to give the Club membership the ability to change its Bylaws without having to expend valuable Club resources and meeting time unnecessarily. The Bylaws Committee shall be responsible for guiding the Club's membership through an orderly process that enables members to propose and make changes to their Club Bylaws in a fair and open manner. The Bylaws Committee shall recommend actions that are in the best interests of the Club, will ensure the Club's success, its continuing existence and limit the Club's exposure to liability. This includes the ability to have a lawyer chosen by the Board, review any proposed changes to the Bylaws, for compliance with California Corporate Code or other laws. The recommendations of the Club chosen lawyer will determine if a proposed change will be allowed or simply changed in wording.

a) The Bylaw Committee shall consist of three to five Board members. The Committee Chair shall appoint a Vice Chair and a Committee Secretary to keep the Committee's minutes. The President and Board shall make every effort to install as many committee members with knowledge and experience regarding parliamentary rules or familiarity with the Club's Bylaws.

b) Rules for submitting proposed bylaw changes shall be determined by the Board and detailed in the Club Policies and Procedures.

#### G. Policy and Procedure Manual Committee:

(1) The purpose of the Policy and Procedure Committee shall be to assist the Board to establish, maintain and update a Club Policy and Procedure Manual to promote safety and an orderly operation of the Club. The Policy and Procedures Manual Committee shall be responsible for reviewing and recommending additions, deletions and updates of the Policy and Procedure Manual to the Board at least four times per year (quarterly). The Committee shall recommend actions that are in the best interests of the Club will ensure the Club's success, its continuing existence and limit the Club's exposure to liability.

a) The Policy and Procedure Manual Committee shall consist of the Vice President and at least two other Board members. The Committee chair shall appoint a Committee secretary to keep the committee's minutes. The President and Board shall make every effort to install as many committee members with knowledge and experience organizing and writing technical or policy manuals and familiarity with the Club's Bylaws. The Policy and Procedure Manual Committee shall meet as many times as necessary to fulfill its purpose and after meeting shall deliver a report with any recommendations and a copy of the meeting minutes to the Board at the next scheduled Board meeting. The Board shall then consider any recommendations of the committee for action.

**6.3 Meetings and Action of Committees.** Committee Meetings, and actions shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions. Minutes of each meeting shall be kept and shall be filed with the corporate

records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

#### 6.4 Discharging Committees.

A. In the event that any committee fails to act with reasonable promptness, the President may discharge such committee. The President may therefore appoint a new committee, subject to Club Bylaws.

B. The President shall discharge Special Committees when their function is complete, and their final report is accepted or when in the opinion of the Board, by a two-thirds vote of Board members present and voting, at any Club meeting where there is a Board quorum present, it is deemed wise to discontinue the Special Committee(s).

C. All Special Committees shall expire after 12 months or at the Annual Club meeting in January unless renewed by the sitting President with the advice of the current Board.

### **ARTICLE VII. OFFICERS**

7.1 Officers. The Officers of this Corporation shall be a President, a Secretary, a Vice President and a Treasurer

A. Election of Officers. The Officers of this Corporation shall be elected annually by the members.

B. Removal of Officers. Any Officer or Director maybe removed from office by a vote of two-thirds (2/3) of the Voting Members present and voting at any regular monthly Club or Special Club meeting if a fifty (50) Voting Member quorum is established and after the membership has been informed of the issues by publishing it in the Club newsletter at least thirty days in advance of the meeting. Any Board member who fails to attend at least six regular monthly Club meetings during the year may be removed from office by two thirds (2/3) vote of the Board members present and voting, at any Club meeting where a Board quorum is present.

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

D. Vacancies. A vacancy in any Officer position because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office.

7.2 Responsibilities of Board Chair. The Board President is the chair of the Board. The President shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the chair of the Board shall be in this order: Vice President, Secretary, then Treasurer.

7.3 Responsibilities of President. The President shall be the principal Officer of the Club, shall supervise and conduct the day-to-day business of the Club and shall preside at all meetings of the members and of the Board. Business does not include any expenditure of Club money without prior Board approval, acting solely in making any decision that affects WEGC, Article V Section 5.1. The President shall follow the WEGC Bylaws and Roberts Rules of Order as applicable in running any Club meeting. The President shall have such other powers and duties as the Board or the Bylaws may require. Without the written

authority of the Board, the President shall not have the authority to (1) file a lawsuit in the name of the Club, or (2) contact (either directly or indirectly) an attorney regarding a possible lawsuit in the name of the Club. The President's authority to expend funds of the Club unilaterally is limited to expenditures that (1) have been specifically pre-approved by the Board, and (2) amount to less than a total of \$250.00 per month.

7.4 Responsibilities of Vice President. if the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Board or the Bylaws may require as outlined in the Policy and Procedure Manual.

7.5 Responsibilities of 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 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 present at the Club Annual Meeting in January a master list of all required documents that the Club needs to maintain and keep current at all times.

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

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

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

7.6 Responsibilities of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the 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 Board Member at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (2) disburse the Corporation's funds as the Board may order; (3) render to the President, chair of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (4) have such other powers and perform such other duties as the Board or the Bylaws may require, (5) Cause or make it impossible that no one person shall have the ability to control the disbursement of Club funds by check, electronically or any other means.

## ARTICLE VIII. CORPORATE GOVERNANCE

8.1 Contracts with Board Members. No Board Member of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Board Members are Board Members or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation unless (1) the



material facts as to the transaction and such Board Member's interest are fully disclosed or known to the members and such contract or transaction is approved by the Board in good faith, with any membership owned by any interested Board Member not being entitled to vote there on, or (2) the material facts regarding such Board Member'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 members where a quorum is present and voting, at any Club meeting without counting the vote of the interested Board Member.

8.2 Loans to Directors and Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of, any Director or Officer of the Corporation.

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

8.4 Indemnification. Except when indemnification is mandatory under the law, this Corporation shall indemnify its Directors, Officers, employees, committee members, assistants and other persons described in 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 the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Corporations Code § 7237(a). The corporation's power to indemnify a person who was a party or is threatened to be made a party to any proceeding is limited to situations wherein such person acted in good faith and in a manner that the person reasonably believed to be in the best interests of the Corporation.

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

Except as otherwise determined by the Board in a specific instance, the costs of expenses incurred by a person seeking or who has obtained indemnification under Section 8.4 of these Bylaws in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

8.5 Insurance. This Corporation 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.

8.6 Corporate Records. This Corporation shall keep the following:

1. Adequate and correct books and records of account; and
2. Minutes of the proceedings of its members, Board; and
3. A record of each member's name, address, phone number, member number, National Rifle Association membership number and class of membership.

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.

## **ARTICLE IX. INSPECTION RIGHTS**

9.1 Inspection of Accounting Records and Minutes. On written demand on the Corporation, any member may inspect the accounting books and records and the minutes of the proceedings of the members, the Board, 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 may be made in person. This right of inspection extends to the records of any subsidiary of the Corporation.

9.2 Inspection of Articles and Bylaws. This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and the Bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and Bylaws, as amended to the current date,

9.3 Board Member Inspection Rights. Every Board Member shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Board Member's agent or attorney.

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

1. Supervised inspection of the records containing members' names, addresses, phone number, member number, National Rifle Association membership number and voting rights during usual business hours on 5 days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
  - a. The Corporation may within 10 business days after receiving a demand under this Section, make a written offer of an, alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

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

9.5 Annual Report. The Board shall cause an annual report to be prepared and mailed to the members within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

A. A balance sheet as of the end of the fiscal year a profit and loss statement for the previous year, accompanied by the certificate of an authorized Officer of the Corporation that they were prepared without audit from the Corporation's books and records;

B. The Yearly Financial Report shall include a statement of any transaction, or indemnification in which any Club member had a direct or indirect material financial interest involving more than \$2,500.00 aggregate value for that fiscal year. Such statements shall also briefly describe the amount and circumstances of any indemnifications or advances more than \$1,000.00, paid during the fiscal year to any Club member. No such report need be included in the case of indemnification approved by a majority vote of the membership present and voting, at any Club meeting.

This Section shall not apply for any fiscal year wherein the Corporation receives less than \$10,000 in gross revenues or receipts.

CERTIFICATE OF SECRETARY I certify that I am the duly elected and acting Secretary of West End Gun Club, Inc., a California Nonprofit Mutual Benefit Corporation that these Bylaws, consisting of 26 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on January 8, 2019; and that these Bylaws have not been amended or modified since that date.

Executed on January 8, 2019 at Ontario California.

Amended on January 12, 2021 at Ontario California.

Mike Alerich

Secretary