

**REVISED AND RESTATED BYLAWS
OF
LIVERMORE-PLEASANTON ROD AND GUN CLUB**
(As Restated in 2009)

ARTICLE ONE: GENERAL PROVISIONS

Section 1.00 Revised and Restated Bylaws: The bylaws of this corporation are hereby completely revised and restated as set forth below.

Section 1.01 Name of Corporation: The name of this corporation is the "Livermore-Pleasanton Rod and Gun Club." All references in these bylaws to "the corporation" or "the club" refer to this corporation.

Section 1.02 Status of Corporation: This corporation is duly organized as a non-profit corporation under the laws of the State of California, and is intended to be a nonprofit Public Benefit Corporation pursuant to California Corporations Code Sections 5110, et. seq. The corporation shall not have capital stock.

Section 1.03 Dedication of Assets on Dissolution: In the event of the dissolution of the corporation, all of its assets, after payment of all liabilities, shall be distributed to one or more organizations that, in the opinion of the Board of Directors then serving, promote conservation of wildlife and support the ownership of firearms, and which qualify under Internal Revenue Code Section 501(c) (3) as tax-exempt organizations. No part of the assets of the corporation shall ever inure to the benefit of any director, officer, or member of the corporation or to the benefit of any private person. The corporation shall make no distributions except as permitted by Corporations Code Section 7411, et. seq.

Section 1.04 Purposes and Objectives: The club is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The club's specific purposes and objectives are:

1.041 The club educates and trains club members in the proper and safe use of firearms, so that:

1.041.1 They can be better members of the community;

1.041.2 They can become qualified and NRA certified to provide training to others.

1.042 The club provides education in firearm and archery use and safety to the public by:

1.042.1 Sponsoring NRA-approved classes at the club's facilities, open to the public for a nominal cost, on a wide variety of topics relating to the safe and correct use of firearms and archery equipment.

- 1.042.2 Providing special “First Steps” courses for beginners.
- 1.042.3 Arranging for NRA-approved home study courses and Internet training.
- 1.042.4 Making on-site classrooms available for member use and for outside instructors to provide instruction in firearm use and safety.
- 1.042.5 Providing qualified NRA-approved instructors for off-site educational programs for:
 - i. General youth groups
 - ii. Boy Scouts
 - iii. School and college classes and groups
 - iv. Law enforcement personnel
- 1.042.6 Providing hunter education courses to promote responsible gun ownership, ethical hunting practices, and wildlife conservation.
- 1.042.7 Providing courses leading to the safe and responsible use of firearms for personal protection.

1.043. The club maintains rifle, pistol, trap and archery ranges, at which club members and the public can practice using their firearms and archery equipment in a closely controlled and safe environment. One-on-one training is provided on the ranges as needed. The ranges are monitored by club members both on the range, itself, and from a control facility by close-circuit television.

1.043. The club coordinates access and use of its facilities by law enforcement agencies in the general area of the club.

ARTICLE TWO: OFFICES

Section 2.01 Principal Offices: The principal office of the corporation for its transaction of business is located at 4000 Dagnino Road, Livermore, California.

Section 2.02 Change in Principal Office: The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in California. Any such change shall be noted by the Secretary in these bylaws, but shall not be considered an amendment of these bylaws.

ARTICLE THREE: MEMBERS

Section 3.01 Classes: The corporation (also referred to herein as “the club”) shall have two (2) classes of members as follows: Regular Members and Associate Members, described below.

3.011 Regular Members of the club shall be those natural persons who through recognition of services to the club have qualified and have been admitted as Regular Members under the procedures set forth below. Regular Members shall have voting rights in the affairs of the club, and are eligible to hold offices and serve on the Board of Directors. Whenever in these bylaws

there is any reference to “voting members” or “members entitled to vote” or similar words, such reference shall be deemed to mean Regular Members.

3.012 Associate Members of the club shall be those natural persons who have been admitted as Associate Members under the procedures set forth below. Associate Members shall not have voting rights in the affairs of the club, nor shall they be eligible to hold offices or serve on the Board of Directors.

Section 3.02 Age: All Regular and Associate Members must be eighteen (18) years of age.

Section 3.03 Applications for Membership: The following procedures shall apply to applications for membership:

3.031 An applicant for Associate Membership shall submit an application on the form approved by the Board of Directors. All applications for Associate Membership must be submitted along with a written sponsorship of the applicant by a Regular Member in good standing. The application shall be accompanied by a deposit of the first year’s dues for Associate Members, as well as any application or initiation fees then in effect. The Board of Directors shall thereafter approve or deny the application by a majority vote at its next regular meeting.

3.032 An applicant for Regular Membership shall submit an application on the form approved by the Board of Directors. All applications for Regular Membership must be submitted along with a written sponsorship of the applicant by two Regular Members in good standing. The Board of Directors shall thereafter approve or deny the application by a majority vote at a regular meeting, unless a Director requests that such approval or denial be done in executive session, in which case the Chairman of the Board shall schedule such session within 60 days.

All applicants for Regular Membership must meet the qualifications set forth in Attachment A.

Section 3.04 Application Fees and Initiation Fees: Application Fees as determined by resolution of the Board of Directors may be charged for, and payable with, the application for membership. Such application fees shall be nonrefundable.

Section 3.05 Annual Dues: The annual dues payable to the club by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership. The Board of Directors shall be authorized to issue

Regular or Associate Memberships for the life of the member, in lieu of annual dues, for a fixed sum, as it may from time to time determine. Any subsequent increase of dues shall not affect a member who has paid such fixed sum.

Section 3.06 Assessments: Memberships shall be subject to assessment. The amount of each levy and the method of collection shall be fixed from time to time by the resolution of the Board of Directors of the corporation. Assessments shall be made payable at such times or intervals, and on such notice, as the Board shall prescribe. Any member, on learning of an assessment, may avoid liability for it by promptly resigning from membership.

Section 3.07 Number of Members: There shall be no limit on the number of members the corporation may admit.

Section 3.08 Membership Book: The corporation shall keep in written form a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law as set forth in Section 3.09 of these bylaws.

Section 3.09 Inspection Rights:

3.091 Subject to the corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the corporation provides a reasonable alternative & permitted by Section 3.093 of these bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

3.091.1 Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or

3.091.2 Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

3.092 The rights of inspection set forth in Section 3.09 of these bylaws may be exercised by any member, for a purpose reasonably related to such person's interest as a member.

3.093 The corporation may, within ten (10) business days after receiving a demand pursuant to Section 3.09 of these bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.09 of these bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to Section 3.09 of these bylaws.

Section 3.10 Membership Certificates: The Board of Directors of the corporation shall not issue membership certificates. However, the corporation may issue identity cards or similar devices to members to serve to identify members who are entitled to use the facilities or services of the corporation.

Section 3.11 Liability of Members: A member of the corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the corporation.

Section 3.12 Transfers of Memberships: Neither the membership in the corporation nor any rights in the membership may be transferred for value or otherwise.

Section 3.13 Termination of Membership:

3.131 The membership and all rights of membership may be terminated on the occurrence of any of the following causes:

3.131.1 The voluntary resignation of member automatically upon notice by the member for such termination delivered to the President or Secretary of the corporation, personally or by first class mail;

3.131.2 Where a membership is issued for a period of time, automatically upon the expiration of such period of time;

3.131.3 Upon the death of a member;

3.131.4 The nonpayment of dues or assessments, subject to the limitations and procedures set forth in Section 3.132 of these bylaws.

3.131.5 For other cause, upon the recommendation of the Board of Directors by a vote of two thirds of the directors, that in the opinion of the Board the member's conduct has or is likely to endanger the welfare, character or best interests of the club, or that the member has violated the bylaws or established rules of the club, or that the member has engaged in an illegal act or an act of moral turpitude affecting the club, its assets, or its members, subject to the limitations and procedures set forth in Section 3.132 of these bylaws.

3.132 The membership of any member who fails to pay his or her dues or assessments then due and within thirty (30) days thereafter, and the membership of a member who has been the subject of a vote of the Board of Directors as provided in Section 3.131.5 shall terminate, provided such member was given both a twenty (20) days' prior written notice of the termination stating the reasons therefore and an opportunity to be heard on the matter of the termination upon the written request of the subject member delivered to the Board of Directors within ten (10) days of the date of the notice, requesting a hearing and designating two Regular Members to serve on the hearing committee. The notice shall be given to such member sent by first-class mail to the last address of such member as shown on the records of the corporation. The hearing shall be, at the election of such member, oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at 4000 Dagnino Road, Livermore, California, by a hearing committee composed of seven Regular Members who are willing to serve, two of whom shall be those designated by the subject member in his or her request for a hearing, two selected by the Board of Directors, and three by these four members. If any of the final three committee positions cannot be agreed upon by the four initially selected members within six days of the hearing, the President may appoint any Regular Members who are not Board members to serve on the committee. The President may extend these time periods in the interest of substantive justice. The hearing shall be closed to all persons other than the participants, and shall be presided over by an officer of the corporation, who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject member;
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witnesses in his or her own behalf; and
- (7) Allow the Regular Members to question the witnesses after they have been questioned by the member.
- (8) The committee shall conduct the hearing in good faith and in a fair and reasonable manner, and shall decide all issues by an affirmative vote of four members. The committee shall have the exclusive power and authority to decide that the proposed termination take place or not take place. In lieu of the proposed termination, the committee may vote to substitute a suspension of the subject member's rights and

privileges to use the facilities of the club for as long and under such terms as it finds reasonable under the circumstances.

3.133 All rights of a member in the corporation shall cease upon the termination of such member's membership. Termination shall not relieve the member from any obligations or charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or to obtain damages for its breach.

ARTICLE FOUR: MEETINGS OF MEMBERS

Section 4.01 Location: Meetings of members shall be held at the principal office of the corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 4.02 Annual Meeting: The members shall meet annually to conduct such business that shall come before the meeting, at the principal office of the corporation, which shall be held on the first Tuesday of each December. If any annual meeting falls on a holiday, it shall be heard on the next Tuesday following.

Section 4.03 Special Meetings: Special meetings of members shall be called by the Board of Directors, the President or Vice President of the corporation held at such place within the State of California as is fixed in Section 4.01 of these bylaws for regular meetings of members, or such other place within Alameda County, California as may be designated by the Board of Directors for such special meeting. Five (5) percent or more of the voting members [Regular Members] of the corporation may call special meetings for any lawful purpose.

Section 4.04 Notice: Written notice of regular or special meetings of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, ten (10) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. Notification by email to the last email address given by the member to the club shall be effective as first class mail. In the event notice is given by mail or other means of written or electronic communication, the notice shall be addressed to the member at the address, including the email address, of such member appearing on the books of the corporation or at the address given by the member to the corporation for the purpose of notice. The Secretary of the corporation, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board or the President or VicePresident of the corporation shall be sent to the members forthwith and any in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 4.05 Contents of Notice: The notice shall state the place, date, and time of the meeting, as well as the general nature of the matters that the Board of Directors, or other persons calling any special meeting, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 4.06 Waiver of Notice: The transactions of any meeting of members, however called and noticed, and wherever held, shall be, as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

Section 4.07 Quorum: A quorum at any meeting of members shall consist of thirty-five [35] Regular Members, represented in person. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 4.08 Withdrawal from Meeting: The members present at a duly called or held 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 members required to constitute a quorum.

Section 4.09 Adjournment: In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented, but no other business may be transacted except as provided in Section 4.08 of these bylaws.

Section 4.10 Voting Entitlement:

4.11 Each Regular Member is entitled to one vote on each matter submitted to a vote of the members. Associate Members shall not be entitled to vote on any matter submitted to a vote of the membership.

4.12 The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. The record date for notice shall not be more than ninety (90)

nor less than ten (10) days before the date of the meeting. The record date for voting shall not be more than sixty (60) days before the date of the meeting.

4.13 Cumulative voting shall not be authorized for the election of directors or for any other purpose.

4.14 Proxy voting shall not be authorized for the election of directors or for any other purpose.

Section 4.20 Action Without Meeting by Written Ballot:

4.21 Subject to the limitations specified in Section 4.22 of these bylaws any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

4.211 The corporation distributes a written ballot to every member entitled to vote on the matter;

4.212 The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and, provide a reasonable time within which to return the ballot to the corporation;

4.213 The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

4.214 The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4.22 In all cases, directors shall be elected by written ballot.

4.23 Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 4.04 of these bylaws and of voting by written ballot set forth in Section 4.20 of these bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

4.24 The form of written ballot distributed to 10 or more members shall afford an opportunity on the ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of directors, any form of written ballot in which the directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a Director.

4.25 A written ballot may not be revoked.

4.30 Conduct of Meetings

4.301 The President of the corporation or, in his or her absence, any other person chosen by a majority of the voting members present shall be chairman of and shall preside over the meetings of the members.

4.302 The Secretary of the corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

4.303 The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members in so far as such rules are not inconsistent with or in conflict with these bylaws, the articles of incorporation of this corporation, or the law.

4.31 Inspectors of Election: In advance of any meeting of members, the Board may appoint any persons, other than candidates for offices as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting may, and on the request of any member, must appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members, the majority of members present shall determine whether one (1) or three (3) inspectors are to be appointed.

4.311 Duties: The inspectors of election shall perform the following duties:

4.312 Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, and the existence of a quorum.

4.313 Receive votes, ballots, or consents;

4.314 Hear and determine all challenges and questions in any way arising in connection with the right to vote;

4.315 Count and tabulate all votes and consents;

4.316 Determine when the polls shall close;

4.317 Determine the result; and

4.318 Do such acts as may be proper to conduct the election or vote with fairness to all members.

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

4.36 Vote of Inspectors: If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

4.37 Report and Certificate: On request of the chairman or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE FIVE: DIRECTORS

Section 5.01 Number of Directors: The corporation shall have nine (9) directors. Collectively the directors shall known be known as the Board of Directors.

Section 5.02 Qualifications: The directors of the corporation shall be Regular Members in good standing who are residents of the State of California. No person may be a Director if that person is related by blood, marriage, or adoption to any serving Director. If two or more persons who are related by blood, marriage or adoption are nominated for election on the same ballot, the candidate with the highest number of votes shall be elected, and the other related candidates shall be declared ineligible, and all votes for them shall not be counted.

Section 5.03 Terms: Each Director shall hold office for a term of four (4) years, and until the Director's successor is elected and qualifies under these bylaws. The terms of the directors shall be staggered so that no more than four of the directorships will have terms expiring in any single year.

Section 5.04 Nominations: Any person qualified to be a Director under Section 5.02 of these bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 5.05 Election: The directors shall be elected by written ballot as authorized by Section 4.20 of these bylaws. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 5.02 of these bylaws.

Section 5.06 Compensation: The directors shall serve without compensation. However, nothing herein shall be construed to preclude any member from serving the corporation in any other capacity and receiving compensation therefore. Directors may be reimbursed for out of pocket expenses made on behalf of the corporation in accordance with procedures established by the Board.

Section 5.07 Meetings: The Board of Directors shall conduct meetings in accordance with the following:

5.071 Open Board Meetings: Meetings of the Board shall be open to all Regular and Associate Members, except when the Board, by majority vote, determines

that it is in the best interest of the corporation to meet in executive session, or in the case of a meeting in progress, adjourn to executive session, in which case only directors may be present and participate. At all open meetings of the Board of Directors, any Regular or Associate Member may address the Board on any pending matter, subject to the right of the presiding officer to conduct the meeting and maintain order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of the Board of Directors in so far as such rules are not inconsistent with or in conflict with these bylaws, the articles of incorporation of this corporation, or the law.

5.072 Location: All meetings of the Board shall be held at the principal office of the corporation as specified in Section 1.01 of these bylaws or as changed from time to time as provided in Section 1.02 of these bylaws.

5.073 Annual Meetings: Annual meetings of the Board shall be held, without call or notice at the principal office of the corporation, immediately following each annual meeting of the members of the corporation which shall be held on the first Tuesday of December. If any annual meeting falls on a holiday, it shall be held on the next Tuesday following.

5.074 Monthly Meetings: Monthly meetings of the Board shall be held, without call or notice to directors, at the principal office of the corporation, at such reasonable times as the Board may from time to time schedule. The Board may publish the schedule of monthly meetings, by posting same in a conspicuous place at the club, and/or by publishing the schedule in any newsletter or regular written communication to the membership. Failure of the Board to publish its schedule of monthly meetings shall not affect the validity of any action taken at any meeting.

5.075 Special Meetings: Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or email. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

5.076 Quorum: A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided. Except as otherwise provided in the Articles, in these bylaws, or by law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business

notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

5.077 Conduct of Meetings: The Chairman of the Board or, in his or her absence, any Director selected by the directors present shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone, video or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

5.078 Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 5.08. Actions Without Meetings: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 5.09 Vacancies:

5.091 The Board may declare vacant the office of a Director on the occurrence of any of the following events:

5.0911 The Director has been declared of unsound mind by final order of court;

5.0912 The Director has been convicted of a felony; or

5.0913 The Director has failed to attend three consecutive meetings of the Board, unless the Board, by a vote of two thirds of the Board membership shall determine that said failures to attend should be excused for good cause shown.

5.092 Any or all of the directors may be removed without cause if such removal shall be approved by two-thirds of the Regular Members within the meaning of Section 5034 of the Corporations Code, by written ballot in conformity with Section 4.20 et. seq., of these bylaws. On a petition signed by one third of the voting power of the membership, and presented to the Board, the President and Secretary of the corporation shall solicit ballots for the removal of such directors as are named in said petition, pursuant to Section 4.24, 4.25 and 4.26 of these bylaws.

Section 5.10 Resignation: Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. 11 Other Events Causing Vacancy; Filling Vacancies:

(a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of directors authorized is increased; when the Director fails to meet the qualifications set forth in Section 5.02 for directors; and on the failure of the members in any election to elect the full number of directors authorized.

(b) Except for a vacancy created by the removal of a Director pursuant to Section 5.092 of these bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office; (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 5.075 of these bylaws; or (3) a sole remaining Director.

(c) Vacancies created by removal of directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code, by written ballot pursuant to Section 4.20 et. seq. of these bylaws. A written ballot for the removal of one or more directors may include an option to complete the term(s) of the removed Director(s) with qualified persons nominated by the members petitioning for the removal, or by the Board, or both. In such event, the ballot shall permit the members as many votes as there are directors subject to the removal vote. The persons receiving the highest number of votes shall fill the term(s) of the removed directors. The members also may elect, by written ballot, a Director at any time to fill any vacancy not filled by the directors within 60 days of the occurrence of the vacancy.

Section 5.12 Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, a Chairman of the Board of Directors, and such other officers with such titles and duties as shall be stated in these bylaws or determined by the Board and as may be necessary to enable it to sign instruments. The President may also be the Chairman of the Board. The President is the general manager and chief executive officer of the corporation. The Chairman of the Board of Directors shall preside over meetings of the Board. Officers shall be selected among the members of the Board of Directors at its first meeting of each year. Service as an officer shall not affect the rights, duties or term of the Director

Section 5.13 Terms of Officers: The officers shall be chosen by and serve a one year term, which may thereafter be renewed by the Board. Any officer may resign at any

time on written notice to the corporation. The Board may remove and replace any officer upon an affirmative vote of two-thirds of the Board eligible to vote. Any such resignation or removal of an officer shall not affect the right of the removed officer to continue to serve out his or her term as a Director.

ARTICLE SIX: CORPORATE RECORDS, REPORTS, AND SEAL

Section 6.01 Records to be Kept: The corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 6.02 Annual Reports: The corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321 (a). Except when the corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6.03 Statement of Certain Transactions: The corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these bylaws.

Section 6.04 Corporate Seal: The Board of Directors may adopt a corporate seal.

ARTICLE SEVEN: COMMITTEES

7.0 Committees.

7.10 Committees of the Board. The Board may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees, each consisting of one (1) or more directors and other Regular Members who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board and appointment of the chair of any committee of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors or Regular Members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board. All committee appointments shall be for a period of one year, and may be renewed on an annual basis by resolution of the Board. The Board may authorize the committee chair to appoint committee members or fill vacancies, subject to Board approval at its next meeting. The committee chair shall not have the authority to remove a committee member.

7.11 Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such executive committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of the meetings of any committee of the Board are not required. The Board may adopt rules for the governance of any committee, provided they are consistent with these bylaws or, in the absence of committee rules adopted by the Board, the committee may adopt such rules.

7.12 Executive Committee of the Board. The Board may by resolution adopted by a majority of the directors then in office, provided a quorum is present, create an Executive Committee, consisting of such Board members as the Board may from time to time appoint to serve at the pleasure of the Board, to have such powers, including the authority of the Board, and to conduct such business as the Board shall determine by said resolution, except that no Executive Committee, regardless of Board resolution, may:

7.121 Fill vacancies on the Board or on any committee that has the authority of the Board;

7.122 Fix compensation of the directors for serving on the Board or on any committee;

7.123 Amend or repeal the articles of incorporation or these bylaws, or adopt new bylaws;

7.124 Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

7.125 Create any other committees of the Board;

7.126 Approve any contract or transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.

7.127 Approve any action which requires approval of the members, or a majority of all members.

7.128 Expend or authorize expenditure of corporate funds to support a nominee for Director after there are more nominees than can be elected.

7.13 Minutes of Committee Meetings. Committees of the Board may, but are not required to, keep minutes of their meetings and proceedings. Any such minutes shall be submitted to the Secretary of the corporation, and become part of the official minutes of the corporation.

ARTICLE 8: INDEMNIFICATION.

8.1 This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law, as subject to any requirements of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

8.2 The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9: INSURANCE

This corporation shall have the power to the full extent permitted by law to purchase and maintain insurance on behalf of any Director, Officer, or agent of the corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under Article 8 of these bylaws; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the corporation for any self-dealing transaction, as described in Section 7233 of the California Nonprofit Corporation Law.

ARTICLE 10: CONFLICT OF INTEREST POLICY

The corporation, its officers, directors and members, shall abide by the Conflict of Interest Policy adopted by the Board, a copy of which is attached to these bylaws as Attachment B.

CERTIFICATION OF CORPORATE SECRETARY

I certify that the foregoing bylaws, as amended, were adopted by a majority vote of the Board of Directors of Livermore-Pleasanton Rod and Gun Club at a duly noticed meeting of the Board held on _____, 2009, and ratified by a majority of the members in a vote that concluded on _____, 2009.

Sam Toy, Secretary

ATTACHMENT A

QUALIFICATIONS FOR REGULAR MEMBERSHIP

(A Regular Membership is a Voting Membership)

Qualifications for membership change in status from Associate to Regular membership are as follows:

1. The Associate member must submit in writing a request to be considered as a candidate for Regular membership.
2. The candidate's request must be sponsored by two (2) Regular members.
3. At the time of request, the candidate must have been an Associate member for a minimum of 2 years.
4. The candidate must have completed at least 100 hours of non-compensated Service to the club during the previous 2 years. This requirement may be waived by a vote of the Board of Directors and the reason for the waiver entered into the minutes of the meeting in which the waiver was granted.
5. The candidate must have demonstrated his/her interest in the regular Membership by attending at least 6 of the monthly open director's meetings In the year prior to his/her request. This requirement may be waived by a vote of the Board of Directors and the reason for the waiver entered into the minutes of the meeting in which the waiver was granted.
6. To be considered for Regular membership, the Board of Directors should Consider the following:
 - a. Has the candidate complied with items 1 through 5 above.
 - b. Is the candidate of good moral character, i.e., has no known criminal record nor is under indictment for any criminal act.
 - c. Does the candidate support club projects through voluntary participation.
 - d. Has the candidate at any time committed any act or demonstrated by action a disregard for club rules, regulations, and property.
7. If a candidate receives less than a majority vote on his/her request for regular membership, he/she may submit a new request for Regular membership at the end of another year.

BYLAWS - ATTACHMENT B
CONFLICT OF INTEREST POLICY
Livermore-Pleasanton Rod and Gun Club

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interest of Livermore-Pleasanton Rod and Gun Club (hereinafter sometimes referred to as “the corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
 - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement,
- or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects.

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION OF CORPORATE SECRETARY

I certify that the foregoing Conflict of Interest Policy was adopted by a majority vote of the Board of Directors of Livermore-Pleasanton Rod and Gun Club at a duly noticed meeting of the Board held on _____, 2009.

Sam Toy, Secretary

ATTACHMENT C

CLUB RENTAL POLICIES

Fees for club rentals shall be as follows:

A. MEMBERS

1. Members may rent the club house facilities at a daily rate of \$500.00 with an additional cleaning deposit of \$300.00.
2. Use of the trap or rifle range facilities must be scheduled and arranged through the current Club President or a representative appointed by the Board of Directors. Fees will be determined by number of fields or benches requested, and the day and time requested.

B. NON-MEMBERS

1. Non-Members may rent the club house facilities at a daily rate of \$850.00 with an additional cleaning deposit of \$500.00.
2. Use of the trap or rifle range facilities must be scheduled and arranged through the current Club President or a representative appointed by the Board of Directors. Fees will be determined by number of fields or benches requested, and the day and time requested.

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ATTACHMENT D CLUB OPERATIONS

A. Membership Fees

The following fee structure shall govern membership fees within the club. These fees will be reviewed periodically by the board of directors and can be changed by a majority vote of the board.

| | |
|---------------------------------|--|
| Associate Membership | Yearly: \$150.00 Lifetime: \$2,250.00 |
| Regular Membership | Yearly: \$150.00 Lifetime: \$2,250.00 ¹ |
| Initiation Fee (non-refundable) | \$50.00 |

¹ Associate members that have paid for a lifetime membership pay no additional fees when becoming a regular member.

B. Range Fees ¹

| | Members | Non-Members | Juniors ² |
|--|---------|-------------|--|
| <u>Trap Range (Per Round)</u> | \$6.50 | \$9.00 | \$6.50 |
| Members may purchase 20 Trap Coins for \$120.00 | | | |
| <u>Rifle/Pistol (Per Day)</u> ³ | \$7.00 | \$15.00 | (ages 6 to 12) \$5.00 (ages 13 to 17) \$10.00 |
| Members may purchase a 10 Shoot Card for \$60.00 | | | |
| <u>Archery Range (Per Day)</u> ³ | \$4.00 | \$8.00 | \$5.00 |
| <u>Bunker Trap (Per Round)</u> | \$7.50 | \$10.00 | \$6.00 |
| <u>5 Stand (Per Round)</u> | \$6.50 | \$7.50 | |

¹ All 1st time shooters must sign an LPRGC "Waiver Release" form prior to range use.

² Adult supervision required for Junior Shooters.

³ May be reduced to a 3 hour time limit during peak usage.

C. Guest Policies

On the first visit to the club, a guest of a member will sign into the Guest Book and may shoot for member fees during the initial visit. On subsequent visits, the guest will pay non-member fees.

D. Family Members

Spouses and children under the age of 21 may shoot at member's prices when accompanied by the member having a current paid up membership. In the member's absence, they may shoot at member's prices providing they produce sufficient identification such as the member's membership card, personal driver's license, or similar form of ID. The Cashier on duty shall verify that the absent member is on the role with dues current.