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Bylaws of Lemon Grove Rod And Gun Club A California Nonprofit Mutual Benefit Corporation

Amended 14 April, 2015

Article I. Names and Offices

Section 1.1. Corporation Title

The name of this corporation shall be “The Lemon Grove Rod and Gun Club”.

Section 1.2. Principal Office

The principal office of the Corporation for its transaction of business is located in the City of Lemon Grove and County of San Diego, California, with a current mailing address of Post Office Box 1585, Lemon Grove, California 91946-1585.

Section 1.3. Change of Address

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 the County of San Diego, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Article II. Members

Section 2.1. Classes of Membership/Qualifications.

The Corporation shall have nine (9) classes of members as follows: Regular, Senior, Gold, Life, Honorary, Junior, Social, Military and Inactive. The privilege of membership in any of the nine (9) classes shall be granted, providing the applicants meet the respective requirements set forth and are accepted by a majority vote of the Executive Committee. To be approved by the Executive Committee, in addition to other requirements set forth herein, each prospective member shall appear in person before the Executive Committee, they shall subscribe to the Club Pledge, and if approved by the Executive Committee, pay the usual initiation fee and dues. Each membership, with the exception of life members, shall expire annually. To renew membership, prior to expiration, each member shall pay the annual dues, be current upon any assessments, and, upon approval for new membership by the Executive Committee, be granted membership for the following year. Membership in this Club is not vested, is a privilege, and may be terminated, with cause, by a two-thirds (2/3) vote of the Executive Committee. If the Executive Committee declines renewed membership to any former member, the dues paid for the year declined will be returned to the former member.

Section 2.2. Club Pledge

Each prospective member and member shall subscribe to the following:

I certify that I am a citizen of the United States of America or a foreign national legally present in the United States, that I am not a member of an organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions; that I am legally permitted to possess and use firearms in the State of California.

I have read, understand and agree to abide by the Bylaws and Standard Operating Procedures of the Lemon Grove Road and Club including such additions and changes as may occur from time-to-time.

If admitted to membership, I will faithfully endeavor to fulfill the obligations of good sportsmanship and good citizenship.

Section 2.3. Membership Requirements.

Each applicant seeking membership must be an NRA Member at the time of acceptance into the club, and each member must retain this membership to be eligible for renewal of annual membership. Within sixty (60) days of application for membership, the applicant shall fulfill the following requirements:

1. Attend one (1) general membership meeting,
2. Attend one (1) club shooting function,
3. Attend one (1) work party, and, finally,
4. Attend one (1) Executive Committee Meeting.

The applicant's sponsor must accompany the applicant at each of the above functions. The Executive Committee has the discretion to allow exception to this for extenuating circumstances. All new members will undergo a six month probationary period during which time, by action of the Executive Committee, membership may be revoked, without recourse or reimbursement of any dues or fees, if any safety rule, club policy or range rule is violated by said member.

Beginning 1 May 2012, all Regular, Senior, Gold, Life and Military members must maintain their NRA membership to remain members of the club. Gold members prior to that date are not required to join.

Section 2.4. Regular Membership.

A Regular Member shall be, at the time of acceptance into the club and/or annual renewal:

1. A legal resident of the United States, 18 years of age or older and residing in the State of California, and County of San Diego.
2. An NRA member.

After membership in the Club for one year, each Regular Member may sponsor new prospective regular or military members.

Section 2.5. Senior Membership.

A member who has been a Regular Member continuously for five (5) years, has attained the age of fifty-five (55) will be granted Senior Membership. A Senior Member is entitled to all of the privileges of Regular Membership.

Section 2.6. Gold Membership.

Any person who has been a Regular Member and/or Senior Member for a period of twenty continuous years, and has reached the age of 60, will be granted Gold Membership. A Gold Member is entitled to all of the privileges of Regular Membership.

Section 2.7. Lifetime Membership.

A Lifetime Member shall be, at the time of acceptance as a life member:

1. Must have been a regular or military member for at least one (1) year. Being a Senior or Gold member satisfies this requirement.

2. May only convert to Life membership during the membership renewal period of 1 February to 30 April.
3. Inactive, Social, Junior or Honorary member as these classes are not eligible for life membership.
4. Must continue to abide by club rules and may be expelled from the club in accordance with the by-laws and without refund of dues.

Section 2.8. Inactive Lifetime Membership.

A life member who moves out of the county will become an Inactive Life Member with full privileges restored upon return to the county and notification of the Board.

Section 2.9. Inactive Membership.

1. Inactive membership is automatically attained by any Regular, Senior, Gold or Military Member who establishes, as their permanent residential address, a residence out of the County of San Diego. Privileges of Regular Membership shall retain until after the expiration of their then current Regular Membership year. Within thirty (30) days after reestablishing their permanent residence in San Diego County, said Inactive member is entitled to apply to the Executive Committee for reinstatement of Regular Membership status. Reinstatement is at the will and upon the conditions established by the Executive Committee. During inactive status, and upon meeting all of the requirements of inactive status established by the Executive Committee, the inactive member will receive the Club newsletter and literature and their name will be maintained within the Club directory. An inactive member is not entitled to vote.
2. A Regular, Senior, Gold or Military Member, without a change in permanent address, may request Inactive status by submitting a written request to the Board of Directors.

Section 2.10. Junior Membership.

A Junior Member shall be under the age of 18 years, and a child, ward of, or sponsored by a Regular, Senior, Gold, Life or Military Member. Written permission of the natural parent or parents is required for Junior Membership. The Membership Chair shall maintain the files containing parent consent. No Junior Member shall have a vote

Section 2.11. Social Membership.

A Social Member shall be a spouse, or a person residing at the same residence as a Regular, Senior, Gold, Life, Inactive or Military Member, for twelve months prior to application. Only one Social Member per Regular, Senior, Gold, Inactive or Military shall be allowed. No Social Member shall have a right to vote

Section 2.12. Military Membership.

A Military Member shall be an active duty member of the military and may remain a Military Member as long as they are on active duty and fulfill all requirements of Regular membership. A Military Member has all rights of a Regular Member.

After membership in the Club for one year, each Military Member may sponsor new prospective regular or military members.

Section 2.13. Honorary Membership.

An Honorary Member shall be 18 years of age or older. Such membership shall be for the fiscal year of office of the acting Executive Committee. No Honorary Member shall hold office

or be entitled to vote upon any business of the Club. Honorary members may convert to Regular members after one year, upon meeting the requirements for Regular membership.

Section 2.14. Guests.

No guest shall be allowed on the property unless accompanied, at all times, by a Regular, Senior, Gold or Military member. Events open to the public or Inter-Club events shall not be governed by the above guest rule.

Section 2.15 Membership/Application fees.

1. Annual dues, fees and/or assessments of any kind, payable to the Corporation by members, shall be in such amounts as shall be determined by resolution of the Executive Committee. 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 said Committee. A member, on learning of the amount of dues determined by the Committee, and the time or times of payment fixed by said Committee, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.
2. Dues and fees, chargeable for annual membership, shall be received by the Corporation or post marked, for first class mail delivery, commencing on February 1 and before April 30 of each applicable year. Any member failing to pay the fees and dues charged for membership, by April 30, shall be dropped from the membership rolls of the Corporation. Any member who has paid their dues between February 1 and April 20 but dies during that same period will have their fees refunded to the estate.
3. Dues and fees, chargeable for life membership, shall be received by the Corporation or post marked, for first class mail delivery, commencing on February 1 and before April 30 of each applicable year. Any member who has paid their dues between February 1 and April 30 but dies during that same period will have their fees refunded to the estate.
4. The Executive Committee shall establish an initiation fee, for new regular membership.
5. Requirements for moving between classes of membership.
 - a. Junior Member, being a child of or ward of a Regular, Senior, Gold, Life or Military Member, and having been a Junior member for at least one (1) years, may become a Regular Member upon attaining the age of eighteen (18) years and payment of the Regular Membership dues, for that year, within sixty (60) days of said member's eighteenth birthday.
 - b. Social Members may become Regular Members after one year of social membership and payment of Regular membership dues.
 - c. Military Members may become Regular Members after one year of Military membership and payment of Regular membership dues. They must convert to Regular within 60 days of discharge from active military service.
 - d. Inactive membership may be maintained by any Regular Member, who establishes a permanent residence outside San Diego County, by payment of dues and fees established by the Executive Committee.
 - e. Junior, Social and Military members converting to Regular shall meet all requirements of becoming a Regular Member including those in Section 2.3. However, any initiation fee and assessments other than dues are waived.

- f. Life Member:
 - i. A life member must meet all requirements of the membership class for their age as of April 30th, (Regular 18 and older, Senior 55, Gold 65) and are entitled to all benefits of that class. *Example: NMA requirements.*
 - ii. For purposes of life membership, military members will be considered as regular members.
- 6. Assessments. Memberships shall be subject to assessment for capital contributions to enable the Corporation to acquire or improve assets, provided, however, that assessments may not be assessed without two-thirds vote of the general membership in attendance of the meeting called for such action. The amount of each levy and the method of collection shall be fixed from time to time by the resolution of the Executive Committee and vote of two-thirds of the general membership present. Assessments shall be made payable at such times or intervals, and on such notice, as the Committee shall prescribe. Any member, on learning of an assessment, may avoid liability for it by promptly resigning from membership. The membership of any member who fails to pay his or her assessments [other than annual dues or fees] when due and within thirty (30) days thereafter, shall be subject to automatic termination as per Section 2.20.1, at the end of such thirty-(30-) day period, This action is not subject to arbitration.
- 7. Membership Package. Upon payment of dues and fees established by the Committee, a new Regular Member shall receive the following:
 - a. Club gate key.
 - b. Copy of Corporation By-Laws.
 - c. Copy of Corporation Articles.
 - d. Copy of Corporation Standard Operating Procedures Manual
 - e. Copy of Corporation/Club Roster.

All new Regular Members, receiving said package, will be required to sign an acknowledgment that said member has received said package and subscribes to the Club Pledge.

Section 2.16. Number of Members.

The number of members of the Corporation shall be established by resolution of the Executive Committee, upon concurring vote of the general membership, entitled to vote, and shall be established in numbers as from time to time said Committee and said membership shall agree.

Section 2.17. Membership Book.

The Corporation shall keep in written form or in any form capable of being converted into 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 by the Membership Chairperson of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 2.16 of these Bylaws.

Section 2.18. Inspection Rights of Members.

- 1. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code [as amended] and other applicable laws, and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code [as amended] and other laws, and unless the Corporation provides a reasonable alternative as

permitted by Section 2.16.3 of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- a. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on ten (10) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
 - b. 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
2. The rights of inspection set forth in Section 2.16.1 of these Bylaws may be exercised by any voting member for a purpose reasonably related to such person's interest as a member.
 3. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.16.1 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 2.16.1 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 2.16.1 of these Bylaws.

Section 2.19. Membership Certificates/Cards.

The Corporation shall not issue membership certificates however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the Corporation.

Section 2.20. Non-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 2.21. Transferability of Membership.

Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Section 2.22. Termination of Membership.

1. Automatic Termination. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - a. The voluntary resignation of a member with notice as prescribed by Section 2.20.3 of these Bylaws.
 - b. Where a membership is issued for a period of time, the expiration of such period of time.

- c. The death of a member. Upon the death of any member, the balance of any dues, fees, charges, contributions, purchases and receipts of the Club of any kind from said member, previously paid, shall revert to and become the property of the Corporation. If the member's death occurs during the renewal period, any membership renewal fees paid for the upcoming year shall be refunded to the estate.
 - d. The dissolution of corporate members.
 - e. The nonpayment of dues [or assessments], subject to the limitations set forth in Section 2.13 of these Bylaws.
 - f. Failure to maintain NRA membership throughout the membership year.
 - g. Expiration of the membership year for which the member has paid membership fees and dues.
 - h. By vote for non-renewal of any member, with cause, by a two-thirds majority of members of the Executive Committee.
2. Suspension and/or Expulsion.
- a. Any member may be suspended, by any member of the Executive Committee, for any violation of By-Laws, Club Policy and/or Range Rules, or other good cause and the suspension shall remain in effect until review by the Executive Committee at its next monthly meeting.
 - b. During the annual membership period, set forth in Section 2.13.2, any member may be suspended or expelled from the Corporation for good cause. "Good cause", for purposes of these by-laws, is defined as, but not limited to, any conduct, or behavior, by any member, that is not in the best interest of the purpose or objectives of the corporation, jeopardizes the safety and/or welfare of any member, or detrimentally affects, in any way, the good order and discipline of the activities of the corporation. Good cause shall first be determined by a two-thirds affirmative vote of the members of the Executive Committee, after hearing and notice as set forth in Section 2.20.4.
 - c. Charges alleging good cause for termination of a member shall be made in writing to the Executive Committee, and may be made by any member. The written statement shall set forth specific facts, supported by evidence available, that support the allegations in support of the termination request [The "complaint"]. The complaint shall be filed with the Secretary of the Corporation who will immediately notify the President. Upon notification, the President, within 30 [thirty] days, shall call a meeting of the Executive Committee to hear the complaint. The hearing shall follow the notice and hearing requirements set forth in Section 2.20.4.
 - d. Any member suspended or expelled by action of the Executive Committee, may appeal said suspension or expulsion to the general membership of the corporation. The appeal must be in writing, setting forth the reason for the appeal, the evidence, if any, to be submitted to the general membership and lodged with the Secretary of the Corporation within ten (10) days after being notified of the decision of the Executive Committee.
 - e. For purposes of the appeal, the President may call a special meeting of the Corporation. The appeal hearing must be initially brought before the general membership, at either a special or regular meeting, within 45 [forty-five] days of the filing of the notice of appeal. The general membership shall have at least fifteen (15) days' notice of the appeal hearing. At the appeal hearing, the President shall preside and the Secretary will read the original charges upon which the Executive Committee

- took action, present the supporting affidavits, if any, together with any exhibits and other evidence. The Secretary will also read to the general membership the minutes of the Executive Committee pertaining to the matter under appeal. The member taking the appeal will first be allowed to present a statement to the general membership. Thereafter, the member or members having filed the original complaint will be allowed to respond. Questions and answers may be asked at the discretion of the President who will thereafter close the hearing and ask for a vote of the general membership regarding the appeal. A two-thirds (2/3) vote by voting members present is required to reverse the action taken by the Executive Committee.
- f. The National Rifle Association shall be given a complete report whenever a member of the corporation is suspended or expelled for cause. Said report shall show the charges made and the action taken.
3. Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States first class mail, postage prepaid or by email. If done by email, a copy shall be printed and given to the secretary for inclusion in the club's records.
 4. Notice of termination. The notice of possible termination against any member shall be deemed sufficient when either: (1) The member is personally given the written notice or (2) Notice is sent by first class mail to the member's last address as shown in the Corporation's records. The hearing shall be conducted at the time and place set forth within said notice by the Executive Committee or a committee composed of voting members chosen by said committee. The hearing shall be presided over by the President of the Executive Committee, or the designate of the President, who shall perform the following duties:
 - a. Read the charges against the subject member.
 - b. Require that the charges be verified by the testimony of the person or persons making them.
 - c. Hear any other witnesses against the subject member.
 - d. Allow the subject member to cross-examine each witness following the testimony of that witness.
 - e. Allow the subject member to make a statement in his or her own behalf.
 - f. Allow the subject member to call witnesses in his or her own behalf.
 - g. Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide whether or not the proposed termination should take place.
 5. Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for 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 obtain damages for its breach.

Article III. Meetings Of Members

Section 3.1. Place of Meetings.

Meetings of members shall be held at the place established by the Executive Committee. Meetings shall be held within the County of San Diego.

Section 3.2. Regular Meetings.

Regular meetings of members shall be held once each month at such time set by the Executive Committee. A quorum of the Executive Committee is required to conduct business at each regular meeting of members.

Section 3.3. Special Meetings.

Special meetings of members shall be called by the President of the Corporation or a majority of the Executive Committee, or by a Regular Member upon demand in writing, stating the purpose of the special meeting, and accompanied by a signed petition of twenty (20) percent of the Regular Members entitled to vote requesting said special meeting and concurring with the purpose of said meeting. Special Meetings shall be held at such place within the County of San Diego as is fixed in Section 3.1 of these Bylaws for regular meetings of members or at such times and places within the County of San Diego.

Section 3.4. Notice of Meetings.

Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid or by email, at least 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 there at. Email notification must be authorized by the member in a manner determined by the board of directors.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the 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. Where no such address appears or is given, notice shall be given at the principal office of the Corporation the Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. Notice may be in the form of a monthly calendar of events.

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 President of the Corporation shall be sent to the members forthwith and 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 filed 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 3.5. Contents of Notice.

The notice shall state the place, date, and time of the meeting. In the case of special meetings, the notice shall state those matters which the Executive Committee, 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 3.6. Consents, Waivers and Approvals.

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 members, entitled to vote, signs a written waiver of notice, a consent to the holding of the meeting, or votes an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.7. Quorum.

A quorum at any meeting of members shall consist of a majority of the Executive Committee and any number of the voting membership represented in person.

Section 3.8. Loss of Quorum.

Chapter XI, Quorum; Order of Business and Related Topics, in the most recent edition of Robert's Rules of Order shall govern a loss of quorum.

Section 3.9. Adjournment for Lack of Quorum.

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 present, but no other business may be transacted except as provided in Section 3.8 of these Bylaws.

Section 3.10. Voting of Membership/ Entitlement.

1. Voting Members. Each Regular, Senior, Life, and Military Member is entitled to one vote on each matter submitted to a vote of the members. Honorary, Junior, Social and Inactive Members shall not be entitled to vote on any matter submitted to a vote of the members.
2. Record Date of Membership. The Executive Committee 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. Such record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. The Committee shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action.
3. Cumulative Voting. Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Section 3.11. Action Without Meeting by Written Ballot.

With the exception of election of officers and members of the Executive Committee, 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.

1. The Corporation distributes a written ballot to every member entitled to vote on the matter.
2. 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.
3. 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.

4. 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.

Section 3.12. Voting for Officers and Committee Members.

1. Officers and Committee members may be elected only by the vote of Regular, Senior, Gold, Life and Military Members having attended three (3) general membership meetings during the current fiscal year prior to said election. For the purpose of determining meeting attendance, the April general meeting will count towards the new fiscal year. Note that the meeting requirement is not a requirement for voting on issues other than officers and committee members.
2. Officers and Committee members shall be elected by written ballot during a general meeting of members.

Section 3.13. Conduct of Meetings.

1. Chairman. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members shall be Chairman of and shall preside over the meetings of the members.
2. Secretary. 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.
3. Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law or rules hereinafter adopted by the Committee governing agenda, motions, and related matters.

Section 3.14. Inspectors of Election.

1. Appointment. In advance of any meeting of members, the Board may appoint 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 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 represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.
2. Duties. The inspectors of election shall perform the following duties:
 - a. Determine the number of voting memberships outstanding, the number represented at the meeting, and the existence of a quorum.
 - b. Receive votes, ballots, or consents.
 - c. Hear and determine all challenges and questions in any way arising in connection with the right to vote.
 - d. Count and tabulate all votes and consents.
 - e. Determine when the polls shall close.
 - f. Determine the result.
 - g. 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.

3. Vote of Inspectors. If there are three (3) 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. 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 IV. Directors/Executive Committee Members

Section 4.1. Number of Directors/ Executive Committee Members.

The Corporation shall have five (5) Directors. Collectively, the Directors shall be known as the Directors at Large. The Corporation Directors shall serve as members of the Executive Committee and shall not be entitled to hold any concurrent elective office upon the Committee or in the Corporation. The Executive Committee shall be vested with general supervision and control of the activities of the Corporation. Except as otherwise provided in the Articles, these Bylaws, or by law, every act or decision done or made by a majority of the members of the Executive Committee present at a meeting duly held, at which a quorum is present is the act of the Corporation, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Committee members if any action taken is approved by at least a majority of the required quorum for such meeting. The Executive Committee shall consist of the following:

1. Four elected officers.
2. Five directors at large; six if the Past President relinquishes the position.
3. The immediate past President of the Corporation or the additional director at large
4. The Parliamentarian.
5. The Membership Chairperson.
6. The Range Chairperson.
7. Sergeant At Arms.

Section 4.2. Qualifications.

Committee members shall be Regular, Senior, Life or Gold Members of the Corporation, for a period of at least nine (9) months prior to election and also qualified to vote for Directors and officers. All nominees for membership to said Committee shall introduce themselves at the general membership meeting held for that purpose and state to said membership their qualifications for office.

Section 4.3. Terms of Office.

1. Each elected Committee Member shall hold office for a period of two (2) years and until the Members successor is elected and qualifies under Section 4.2 of these Bylaws.
2. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.3 of these Bylaws, the Director shall hold office until his or her removal and his or her successor is elected and qualifies and no longer.
3. The President, Secretary and two (2) Directors at Large, three (3) Directors if the Past President relinquishes the position, shall be elected in odd numbered years.

4. The Vice President, Treasurer and three (3) Directors at Large shall be elected in even numbered years.
5. The Sergeant at Arms shall be elected for a period of one year.
6. The Past President, after two years, may continue to serve continue at their discretion. If the Past President chooses to relinquish the position, an additional director at large will be elected with a term of two years to run concurrently with the position of President. Upon election of a new President, the immediate past President will assume the position of Past President and the additional director at large position will end.
7. The term of each office will commence on May 1.

Section 4.4. Nomination.

1. Any person qualified to be a Committee Member under Section 4.2 of these Bylaws may be nominated by the method of nomination authorized by the Committee or by any other method authorized by law.
2. All nominations shall be presented at the membership meeting one (1) month prior to election.

Section 4.5. Election.

The Committee Members shall be elected at the respective regular general membership meeting in April of each year. If, prior to said general membership meeting, a vacancy of one elective office of the Corporation occurs, said office may be filled by a majority vote of the remaining members of the Executive Committee. If, prior to said general membership meeting, more than one elective office vacancy occurs on the Executive Committee, a special meeting of the Corporation shall be called to elect new members of the Committee until said April annual election.

The candidates receiving the highest number of votes are elected. Elected officers and 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 4.2 of these Bylaws.

Section 4.6. Compensation.

The Committee Members shall serve without compensation.

Section 4.7. Meetings.

1. Call of Meetings. Meetings of the Committee may be called by the President or the Vice-President or the Secretary or any two (2) Directors.
2. Time and Place of Meetings. All meetings of the Committee shall be held monthly at such time and place set and noticed by the Executive Committee.
3. Special Meetings of Committee. Special meetings of the Committee may be called by the President or Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on at least five (5) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice, delivered personally, or by telephone. Notice of the special meeting need not be given to any Committee member who signs a waiver of notice or a written consent to hold 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 approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4. Quorum. A majority of the authorized number of Committee members constitutes a quorum of the Executive Committee for the transaction of business, except as hereinafter provided.
5. Committee Action. 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 Committee members present at a meeting, duly held, at which a quorum is present, is the act of the Executive Committee, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of members if any action taken is approved by at least a majority of the required quorum for such meeting
6. Conduct of Meetings. The President or, in his or her absence the Vice-president, or if both are absent, any Committee member selected by the members present, shall preside at meetings of the Executive Committee. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Committee. Members of the Committee may participate in a meeting through use of conference telephone 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
7. Adjournment. A majority of the members 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 Committee members who were not present at the time of the adjournment.

Section 4.8. Action Without Meeting.

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the Committee 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 Committee. Such action by written consent shall have the same force and effect as the unanimous vote of said Committee. If a vote is taken by electronic means such as email, the subject of the vote and the results will be posted as an addendum to minutes of the next board meeting showing a roll call vote for, against, abstentions and non-responses.

Section 4.9. Removal of Committee Members for Cause.

The Executive Committee may declare vacant the office of a Committee member on the occurrence of any of the following events:

1. The Committee member has been declared of unsound mind by a final order of court.
2. The Committee member has been convicted of a felony.
3. The Committee member has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.
4. If any Committee member has missed three (3) meetings, either Regular or Board, without sufficient reason, their office shall be deemed vacant.

Section 4.10. Resignation of Committee Member.

Any Committee member may resign effective on giving written notice to the President of the Committee, the Secretary, or the Executive Committee 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 4.11. Vacancies/ Causes.

Vacancies on the Committee shall exist on the death, resignation, or removal of any Member; whenever the number of Members authorized is increased; and on the failure of the members in any election to elect the full number of Members authorized.

Section 4.12. Filling Vacancy.

Except for a vacancy created by the removal of a Committee Member pursuant to Section 4.9 of these Bylaws, vacancies on the Committee may be filled by approval of the Committee or, if the number of Committee Members then in office is less than a quorum, by (1) the unanimous written consent of the Committee Members then in office; (2) the affirmative vote of a majority of the Committee Members then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.7.3 of these Bylaws; or (3) a sole remaining Committee Member.

Section 4.13. Filling Vacancies by General Membership.

Vacancies created by removal of Committee Members shall be filled only by the approval of the general members entitled to vote. The members may elect a Committee Member at any time to fill any vacancy not filled by the Committee.

Section 4.14. Responsibilities of Committee Members.

Committee Members shall be given specific responsibilities overseeing functional areas of Club operation. These responsibilities will be implemented in the Standard Operation Procedures of the Club.

Section 4.15 Special Committees.

Special Committees may be formed with such titles and duties as determined by resolution of the Executive Committee. The Executive Committee may designate a person or persons on a Special Committee to sign instruments on behalf of the club.

Article V. Officers

Section 5.1. Numbers and Titles.

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers with such titles and duties as shall be determined by the Committee and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation.

Section 5.2. Appointment and Resignation.

The officers shall be chosen by and serve at the pleasure of the Corporation members entitled to vote. Any officer may resign at any time on written notice to the Corporation.

Section 5.3. President.

The President shall preside at all meetings of the Corporation and of the executive Committee and ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to this office.

Section 5.4. Vice-President.

The Vice-President shall perform the duties of the President when absent or such duties as directed by the President

Section 5.5. Secretary.

The Secretary shall conduct all official correspondence pertaining to the Corporation and make proper preparation and forwarding of all reports required of the Corporation to its affiliates; shall notify all members of special and annual meetings; shall keep a true record of all meetings of the Executive Committee and the Corporation; have the custody of the books and papers of the Corporation, except the Treasurer's books and accounts; shall be responsible for the collection of all fees and dues and shall remit the same to the treasurer, taking the proper receipt thereof; shall be responsible for re-affiliating the Corporation annually with the National Rifle Association and other affiliations; shall file with the Secretary of State, a statement of the name of the officers and the addresses [county] of the principal office; and such other reports and/or forms as may be required by law; shall submit all records and receipts for audit by a committee appointed by the President, that shall be conducted semi-annually; and shall give a bond as required in such amount as shall be determined by the Executive Committee, with the premium for said bond to be paid from the Corporation's general fund.

Section 5.6. Treasurer.

The Treasurer shall have charge of and be responsible for all funds and securities of the Corporation, and shall keep an accurate record thereof, subject at all times to inspection by the Executive Committee; shall place all funds in such bank or banks as may be approved by the Executive Committee. Such money shall be withdrawn by check signed by the Treasurer and countersigned by the President, Vice-President or Secretary and only for such bills that have been approved by the Executive Committee, or by a majority vote of the Regular, Senior, Gold, Life and Military Members present at any regular or special meeting. The Treasurer shall keep an accurate account of all transactions and, upon request, render a detailed report, with vouchers, at any meeting of the Executive Committee and regular meeting. The Treasurer, directed by the Executive Committee shall retain an Accountant to ensure that Corporate records are kept correctly and legally. The Accountant shall prepare an annual review and Corporation tax returns.

Article VI. Corporate Records and Reports

Section 6.1. Keeping Records.

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Executive Committee and committees of the Corporation. 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 6.2. Annual Report.

Upon request, each member shall have the right to receive an annual financial report pursuant to Corporations Code Section 8321(a). 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; and, (2) a statement of the place where the names and addresses of the current members are located. 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.

Article VII. Amendments

Section 7.1. Procedure.

By-Law Amendments may be proposed by any voting member. Amendments shall first be proposed to the Executive Committee for review. The Executive Committee shall submit the proposed amendment to the members at the next General meeting for which proper notice can be made.

Section 7.2. Vote.

A two-thirds (2/3) vote of the voting members present shall be necessary to adopt any amendment to these by-laws. If the members adopt any amendment that is inconsistent with the National Rifle Association By-Laws, said amendment must be submitted to the NRA for approval prior to a vote of the general membership.

Section 7.3. Compliance with Laws.

It is the intent and desire of the Corporation that it and its by-laws comply with the requirements of the State of California for the formation and recognition of this Corporation as a non-profit entity. The President, upon majority vote of the Executive Committee, is hereby empowered to amend these By-Laws for and to the extent necessary to bring them into compliance with said governmental regulations in order to qualify this Corporation as a tax-exempt, non-profit entity, and/or to ensure the continuous existence of the Corporation.

Article VIII. Arbitration

Section 8.1 Invocation of Arbitration.

Any dispute arising out of any claimed violation of these By-Laws, and/or any dispute arising out of any suspension, expulsion, or disciplinary action, shall be submitted to and resolved through binding arbitration as more fully set forth below pursuant to the provisions of this Article. In the case of any suspension, expulsion, or other disciplinary action of any member, such matters in dispute shall be submitted to and resolved through binding arbitration only after the exhaustion of the procedures set forth in Sections 2.20.2 and 2.20.4 of these By-Laws.

Section 8.2 Consideration.

Each and every member is subject to arbitration as set forth in this Article on the same basis as each member is subject to these By-Laws. Further, each member acknowledges and agrees that he/she accepts annual membership subject to the provisions of these By-Laws, and consideration for this agreement to be bound by the provisions of these By-Laws and this Article is the privilege of membership in the Lemon Grove Rod & Gun Club. Each and every member accepts the privilege of membership on this basis. By accepting membership, each and every member understands and agrees that he/she is giving up his/her right to have any said dispute, as discussed in Section 8.1 above, heard before a judge and/or jury in any court which would otherwise have jurisdiction and authority to hear such matters.

Section 8.3 Authority of Arbitration Panel.

Judgment on the award or decision of the arbitrators may be entered in any court having legal authority over such matters, and will be final and binding. The arbitrators will have the same powers and authority as a judge sitting in a state or federal court, and may issue the same relief

as a judge or jury would if they were deciding the dispute. The parties will bear an equal share of the costs for said arbitration; provided, however, that the arbitrators may, in their sole discretion, make a determination as to which party shall be deemed the prevailing party subsequent to final determination of the matter by arbitration, and the arbitrators may order reimbursement of all such costs to be paid to the prevailing party by the losing party in such amount as the arbitrators deem reasonable.

Section 8.4 Arbitration Panel.

Arbitration shall be conducted by a three (3) person panel. All decisions rendered by the arbitration panel shall be by a majority vote. No member of the arbitration panel may abstain from voting, or otherwise refuse or fail to vote for any reason, on each and every issue in dispute to be decided by arbitration and/or pending before the arbitration panel.

Section 8.5 Selection of Arbitrators.

The arbitration panel shall be selected as set forth in this section. There shall be only two sides to every dispute; each side shall be deemed to be a “party” for purposes of this section.

1. The party requesting arbitration pursuant to these By-Laws and this Article shall make said request in writing and specify the issue(s) in dispute, and present the said request to the Executive Committee by either personally presenting the request at a general membership meeting or executive committee meeting, or by certified mail, return receipt requested, addressed to the then President of the Lemon Grove Rod & Gun Club. The Executive Committee may then designate any additional issue(s) to be determined by binding arbitration of the dispute, within ten (10) calendar days.
2. Each party to the dispute to be arbitrated shall have ten (10) calendar days, from actual presentation/receipt of the requesting party’s written request for arbitration, within which to select one (1) arbitrator.
3. The two selected arbitrators shall then confer and agree upon a third, neutral, arbitrator within fifteen (15) calendar days after the expiration of the initial ten (10) day period. The third, neutral, arbitrator shall be the ‘presiding arbitrator’. The presiding arbitrator must either be a licensed attorney or a retired attorney or judge of the Superior (or higher) Court in California.
4. Should this arbitrator selection process not be completed within the said time frame for any reason, then the third arbitrator will be selected by a Court of competent jurisdiction.
5. Should either, or both, party, fail to select a qualified (pursuant to Section 8.6 below) arbitrator within the initial ten (10) day period, then that arbitrator(s) will similarly be selected by Court.
6. Any arbitrator selected by the Court, shall not be required to have the same qualifications required of party-selected arbitrators as set forth in Section 8.6 below, except the neutral, presiding arbitrator.
7. The rules regarding arbitration contained in California *Code of Civil Procedure*, Section 1281 et. seq. are to be followed, except that the arbitration panel may limit discovery as justice may require.
8. The expense of this arbitration shall proceeding be bourn equally by the parties, but shall be recoverable to the prevailing party as a cost of the arbitration.

Section 8.6 Qualifications of Arbitrators.

Each arbitrator selected by each party, and the third arbitrator if selected by the two (2) party-selected arbitrators, shall have one (1) or more of the following qualifications:

1. A member of the executive committee of a like-type organization;
2. An NRA representative from the County of San Diego; and/or
3. An active or retired attorney or retired judge from a like-type organization located in the County of San Diego.

Section 8.7 Failure/Refusal to Comply.

The failure and/or refusal to initiate arbitration and/or to participate in arbitration shall be considered and deemed a material breach of these By-Laws, subjecting the non-complying party/member to disciplinary action, including suspension and expulsion, as more fully set forth previously in these By-Laws.

**Certificate Of Secretary Of
The Lemon Grove Rod and Gun Club
A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws comprising twenty (20) pages constitute the Bylaws of said Corporation as duly adopted at a meeting of the Executive Committee thereof held on 15 April, 2015.

Dated: 4-15-15



Sue Johnson

[signature][typed name], Secretary