

Bylaws

Of

**The Hole in the Wall Gang
A California Nonprofit
Mutual Benefit Corporation**

(Subject to California Law)

Effective January 13, 2007

TABLE OF CONTENTS

7 Section	Title	Page No.
ARTICLE I. GENERAL	.....	1
Section 1.1	Name	1
Section 1.2	Mission Statement	1
ARTICLE II. MEMBERSHIP	.....	1
Section 2.1	Classes and Admission	1
Section 2.2	Dues	1
Section 2.3	Voting Rights	1
Section 2.4	Termination of Membership	1
Section 2.5	Good Standing	2
ARTICLE III MONTHLY MATCHES	.....	2
Section 3.1	Eligibility to Participate	2
Section 3.2	Shooting Fees	2
Section 3.3	Rules	2
ARTICLE IV. DIRECTORS	.....	3
Section 4.1	Powers	3
Section 4.2	Officers	3
Section 4.3	Directors Duties	4
Section 4.4	Election and Term of Office	4
Section 4.5	Removal and Resignation	5
Section 4.6	Regular Meetings	5
Section 4.7	Special Meetings	5
ARTICLE V. OTHER PROVISIONS	.....	5
Section 5.1	Amendments	5
Section 5.2	Dissolution	5
Section 5.3	Transition	5

ARTICLE I. GENERAL

Section 1.1 Name

This California nonprofit mutual benefit corporation (CNMBCL) shall be known as The Hole in the Wall Gang (hereinafter called the "Club").

Section 1.2 Mission Statement

The Hole in the Wall Gang is a family oriented organization formed to promote the game of single action shooting and encourage the interaction among members by providing a safe, fun environment, quality leadership, special events and social activities. Furthermore, emphasis is placed on overall fiscal responsibility and the continuation of the quality of life, liberty and freedom.

ARTICLE II. MEMBERSHIP

Section 2.1 Classes and Admission

- a) There shall be two classes of membership. Individual and Family. Membership is open to anyone 18 years or older by submitting a written application supplied by the Club. Persons under the age of 18 will be considered members through a family membership. Family members must be registered on the club roster when application is submitted or membership is renewed. Additionally, family members must shoot a minimum of one match to receive rights and privileges of membership, including voting. All applications will be forwarded to the Secretary. A signed liability waiver/release is required of all members on an annual basis.
- b) A family membership is limited to two adults and any number of children under the age of 18 and currently living in the same household as the adult members.
- c) A copy of the Bylaws of the Club with an attached appendix of the Clubs rules will be available upon request of any member.
- d) While on Club premises, members and guests shall at all times, obey the Rules as may be adopted by the Board of Directors and voting members.

Section 2.2 Dues

- a) Each member shall pay annually renewable membership dues that shall be fixed each year by the Board of Directors based on the financial statement of the Club.
- b) Life membership in the Club is not available at this time.
- c) No increase in annual dues will be enacted without 30 day written notice of intent. Notice will be posted in the monthly newsletter.

Section 2.3 Voting Rights

All members in good standing will be given the opportunity to vote on Club matters.

Section 2.4 Termination of Membership

The Board may, by the affirmative vote of at least two-thirds (2/3) of all the members of the Board, terminate or suspend the privileges of membership, or expel a member for conduct which the Board shall deem in its sole and absolute discretion inimical to the best interest of the Club, including without limitation, violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension or termination and the reasons therefore. The member may submit a written statement to the Board regarding the proposed action no longer than ten (10) days after receipt of notification. The Board shall review any such statement and shall determine the mitigating effect if any, of the information contained. The member, in lieu of a written statement, may request a special disciplinary committee be convened as described in section 4.5 of these Bylaws. The member's choice of a disciplinary committee shall be made immediately upon notification to provide a ten (10) day period for the committee to investigate the circumstances. The actions of the Board in terminating or suspending a member shall be conducted in a private and confidential manner.

Section 2.5 Good Standing

Any member, who shall be in arrears in the payment of periodic dues, as provided under Section 2.2 above, shall not be in good standing. Any member who is not in good standing for any reason shall have no Club privileges, no right to vote as a member, no eligibility to be nominated, elected or continue as a Director or Officer of the Club.

Section 2.6 Me

All members shall be familiar with these Bylaws and the Club rules. Members shall have a further obligation to report any flagrant or repeated violations of these Bylaws or rules to any Board member who will, in turn, notify the entire Board. The Board of Directors, upon notification, will take immediate action to correct any and all such violations.

ARTICLE III. MONTHLY MATCHES

Section 3.1 Eligibility to Participate

- a) Members, non-members and guests may participate in regular monthly matches upon payment of posted shooting fees.
- b) All participants must execute a liability waiver/release to participate.
- c) Each member may bring up to 4 adults or 2 minors, no more than 5 total. Board approval is required for more.

Section 3.2 Shooting Fees

- a) Fees will be fixed by the Board of Directors. Monthly match fees are discounted for members of the Club.
- b) No increase in fees will be enacted without a 30 day written notice of intent. Notice will be posted in the monthly newsletter.

Section 3.4 Rules

All competition held by the Club shall be governed by the Rules adopted by the Board of Directors as deemed appropriate. The Match Director shall be appointed by the Board of Directors and oversees all matters pertaining to the safe conduct of Club sponsored

shooting on all ranges. The Match Director may raise, issue and post additional regulations for the safe conduct of Club sponsored shoots, however, all such regulations must be approved or disallowed within 30 days by the Board of Directors.

- a) The Match Director may appoint such Deputy Range Officers, as he/she deems necessary from time to time.
- b) It shall be the duty of the Match Director to oversee or to appoint one or more Deputy Directors to oversee the safe conduct of all organized shooting competitions of the Club.

ARTICLE IV. DIRECTORS

Section 4.1 Powers

Subject to limitations of the Articles, the Bylaws, and the CNMBCL relating to action required to be approved by the members or by a majority of the members, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board (11 elected members). The Board may delegate the management of the activities of the Club to any person or persons, or committees however composed, provided that the affairs of the Club shall be managed and conducted and all corporate powers shall be exercised by and under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition the other powers enumerated in these Bylaws:

- a) To select and remove all the other officers of the Club, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws.
- b) To conduct, manage and control the affairs and activities of the Club as they may deem best.
- c) To authorize the issuance of memberships of the Club from time to time.
- d) To manage in the manner they deem best, all funds and property, real and personal, received, acquired or earned by the Club subject to any restrictions set forth in these Bylaws or in the laws of California.
- e) Checks, drafts, promissory notes, orders for the payment of monies, and other evidence of indebtedness of the Club shall be signed by the Treasurer or his/her designee and counter signed by the President or his/her designee. Any indebtedness greater than the gross receipts of the same quarter of the previous year will require an approval of a 2/3 majority vote of the membership.
- e) Accept all funds payable to the Club, which shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.
- f) The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Club.

Section 4.2 Officers

Officers of the Club shall be President, Vice President, Secretary and Treasurer. These officers will be chosen by the Board of Directors, from amongst the members of the Board of Directors, at either the general membership meeting or the first Board meeting that follows the election of a new Board.

- a) **President** – The President is the Chief Executive Officer of the Club and has, subject to the control of the Board, general supervision, discretion and control of the business and officers of the Club. The President shall preside at all meetings of the Board. The President shall have the duty to see that these Bylaws and such rules as may be adopted by the Board are enforced, supervise generally the affairs and management of the Club, and at the Annual Meeting make a report of the affairs of the Club during the preceding year.
- b) **Vice President** – In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restriction upon the President.
- c) **Secretary** – The Secretary shall keep a book of the minutes of all meetings of the Members, the Board and its committees. The Secretary shall have such other powers and duties as the Board may prescribe. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board.
- d) **Treasurer** – The Treasurer is the Chief Financial Officer of the club and shall keep and maintain adequate and correct accounts of the properties and business transactions of the Club. The Treasurer shall cause to be deposited all monies and other valuables in the name of the Club and shall disburse the funds of the Club as may be ordered by the Board. The Treasurer shall render to the President and the Board, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Club, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.3 Directors Duties

- a) Perform any and all duties imposed on them collectively or individually by law, the Articles or these Bylaws.
- b) Appoint and remove, employ and discharge and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Club.
- c) Supervise all officers, agents and employees of the Club to assure that their duties are properly performed.
- d) Attend Board meetings.

Section 4.4 Election and Term of Office

- a) The eleven member Board of Directors will be chosen at the annual members meeting. Any member in good standing will be able to run for a seat on the Board of Directors. The 10 candidates receiving the most number of votes will be seated on the Board. The Club will be operated by the board of directors, who, subsequent to their election, will choose the club officers.
- b) The Territorial Governor will be elected by the members in the same fashion as the Board Members, and the Territorial Governor will be considered an 11th board member.
- c) An absent member must forward their proxy vote to the Secretary prior to the day of the election to be verified and counted. In the case of a contested election, the Board shall appoint an election committee, consisting of not less than two members not running in the election, to conduct a recount of the ballots.
- d) All Board Members and the Territorial Governor shall serve a two-year term upon election.

- e) There is no limit to the number of terms a member can serve.
- f) The Board of Directors is composed of non-salaried volunteer members in good standing.
- g) An individual may hold more than one Officer position if approved by the majority of the Board.
- h) Each board member of the Club shall have only one (1) vote regardless of the number of positions he/she holds.
- i) The resignation of any Officer shall be accepted and voted on by the remaining members of the Board of Directors.
- j) A majority vote of the remaining members of the Board may fill a vacancy on the Board of Directors. Only when the board falls below 6 members will the board be required to fill vacant seats.

Section 4.5 Removal and Resignation and Disciplinary Actions

- a) Any officer, member or Board Member may be removed, either with or without cause, by the Board at any time pursuant to (a) the vote of a 2/3 majority of the directors then on the Board at a regular or special meeting or (b) the unanimous written consent of the Board. Any officer may resign at any time by giving written notice to the Club to take effect at the date of the receipt of such notice or at any later time specified therein.
- b) Any member subjected to a disciplinary action (for example that outlined above) may ask for a special disciplinary committee be apportioned consisting of one Board Member and one Member at large chosen by the accused and one Board Member chosen by a majority vote of the Board itself. This committee of three will have any power to investigate and come to a *consensus* regarding the action in question. The findings and recommendations of this committee are final and the Board can only lessen the prescribed punishment by a 2/3's vote of the board.

Section 4.6 Regular Meetings

- a) Regular meetings of the Board of Directors shall be held once a month on the Tuesday following the monthly match to discuss the ordinary operations of the Club. Dates and times to be announced. All members of the Club are welcome to attend and observe the discussion. A member wishing to address the board must notify the Secretary in advance of the regular meeting to be placed on the agenda.
- b) An Annual meeting will be held at the January match or within the first two weeks of January. The meeting shall be open for discussion on all topics pertaining to the Club's operation and (on alternate years) to hold the election of Territorial Governor and Board of Directors.

Section 4.7 Special Meetings

- a) Special meetings of the Board for any purpose or purposes may be called at any time by the President or his/her designee or a majority of the Board of Directors. Any member of the Club can request a special meeting upon written notice to the Secretary. A 30-day notice will be posted via the Club's newsletter noting the date, time, place and subject of such meeting. Fifty percent (50%) of the members of the Board of Directors must be present to constitute a quorum at any regular or annual meeting of the Club. Except provided in these Bylaws, the Board of Directors may, with the agreement of the majority of members, take action without meeting as long as each Board member has been contacted and advised of the action.

- b) Special meetings of the Members for any purpose or purposes may be called at any time by the majority of the Board of Directors or 10 members. Changes affecting the operation of the club or these bylaws will require an attendance of fifty percent (50%) of the members, and a majority vote by those in attendance. Members in good standing are authorized to vote on matters brought forth to the membership.

ARTICLE V. OTHER PROVISIONS

Section 5.1 Amendments

A proposed amendment to these Bylaws may be introduced by any member of the Club at any regular meeting or special meeting as described above. The proposed amendment may be acted upon by the Club membership at any regular meeting or by a special meeting called for the purpose, provided a copy of the approved amendment has been made available to the entire membership. A 50% quorum of the members and a majority vote of the members present will be necessary to pass the amendment.

Section 5.2 Dissolution

Should the Club be dissolved, its assets shall be transferred to other viable Cowboy Action Shooting non-profit organization(s) having purposes broadly similar to those of the Club, as may be selected by the Board of Directors.

Section 5.3 Transition

These Bylaws shall replace all previous Bylaws of the Club and shall become effective upon approval of 51% of the members.

ARTICLE VI. CLUB RULES

Section 6.1 Club Rules

- a) Club rules shall be kept as an appendix to these Bylaws.
- b) Club rules passed by the Board of Directors are transitory in nature and will be posted on the Club's web site and in the range office. These newly passed rules will be in effect as soon as the membership is notified and will have the same full weight as rules in the appendix. At the annual meeting, the Board will present to its membership any of these transitory rules which they feel should be officially adopted. It takes a simple majority for passage. Rules from the previous year that are not successfully adopted will be removed from the web site and the range office and will no longer be in effect.
- c) Board Members anticipating passage of a rule that would grossly change the normal range operations should announce it at the monthly match that precedes the Board Meeting, thus giving interested parties a chance to address the Board on the issue at its regular meeting.