

Bylaws of Heber Valley Gun Club

Article 1 Offices

Section 1. Principal Office

The principal office of the Corporation is located on Big Hollow Road, Wasatch County, State of Utah.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the location of the principal office within the named county by noting the new address and effective date below. A change of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without Utah where it is qualified to do business, as its business and activities may require and as the board of directors may designate.

Article 2

Nonprofit Purposes

Section 1. IRC Section 501(c)3 Purposes

The corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(7) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to foster amateur shotgun sports competitions in a variety of disciplines, introduce newcomers to the sport through instructional clinics and open houses, develop shooting competencies through various programs, including competitive youth programs, educate shooters, their families and the community about the benefits of participation in the shooting sports and provide a safe and enjoyable facility to practice shooting skills.

Article 3

Directors

Section 1. Number

The corporation shall have seven directors and collectively they shall be known as the board of directors, one of whom shall be elected President/Chief Executive Officer by a majority board decision..

Section 2. Qualifications

Directors shall be of the age of majority in this state, and shall be:

- i. A member in good standing;
- ii. An active member for not less than nine months.

Section 3. Powers

Subject to the laws of this state and any limitations in the articles of incorporation, or these bylaws relating to actions required, permitted or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation or by 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 corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their address with the president of the corporation. Notices of meetings mailed or emailed to them at their stated addresses shall constitute valid notice of a meeting.

Section 5. Terms of Office

There shall be seven directors elected by the membership. All directors shall serve two-year terms. Three directors shall be elected in odd numbered years and three shall be elected in even numbered years. The seventh member of the board will be ex-officio who serves as the current supervisor of the sporting clays facility. The staggered terms will assure continuity of leadership. Each director shall hold office for the designated term until his or her successor is elected.

Section 6. Compensation

Directors shall serve without compensation, but may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors for work performed as part of a contract shall be approved in advance in accordance with the corporation's conflict of interest policy as set forth in Article 9 of these bylaws.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise designated by resolution of the board of directors.

Section 8. Regular Board of Director Meetings

There will be only 1 regular board meeting that will coincide with the date of the annual general membership meeting.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the president or by any two directors, or by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws or provisions of law, the following provisions shall govern the notification for meetings of the board of directors:

- a. Regular Meetings. A minimum of two weeks advance notice will be given to board members prior to the annual general membership meeting.
- b. Special Meetings. At least one week prior, notice shall be given by the president of the

corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, fax or email and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email and fax notification the director shall acknowledge receipt of fax or email notice by a return message or phone call within twenty-four hours of receiving message.

c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director under provisions of the articles of incorporation, these bylaws or the laws of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting shall be the equivalent to the giving of such notice.

Section 11. Majority Action as Board Action

Every act or decision done or made by the majority of the board of directors present at a meeting duly held is the act of the board of directors, unless the articles of incorporation, these bylaws or provisions of the laws of this state require a greater percentage or different voting rules for approval of a matter by the board.

Section 12. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president or if the president is unavailable by the vice president, or if the vice president is unavailable by the treasurer, or if the treasurer is unavailable by a chairperson chosen by the majority of the directors present at the meeting. A director of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer or chairperson shall appoint another person to act as secretary of the meeting.

Section 13. Vacancies

Vacancies on the board of directors shall exist (1) upon the death, resignation or removal of any director and (2) whenever the number of authorized directors is increased.

Any director may resign effective immediately upon giving written notice to the president of the corporation unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws or provision of law, vacancies on the board may be filled by approval of the majority of remaining board of directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation or removal from office.

Section 14. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 15. Indemnification by the Corporation of Directors and Officers

The directors and officer of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 16. Insurance of Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, officer, employees or other agents of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provisions of law.

Article 4

Officer of Corporation

Section 1. Designation of Officer

There shall be, in accordance with the laws of this state, a minimum of one officer of the corporation. The president, vice-president, and treasurer will be elected by a majority vote of the board of directors. In the absence of the president, the vice president shall assume the responsibilities of the president/chief executive officer. Should the president and the vice president be absent, the treasurer shall perform the duties of the president/chief executive officer.

Section 2. Qualifications

The president/chief executive officer must be a club member and a director of the corporation.

Section 3. Election and Terms of Office

The president/chief executive officer shall hold office until he or she resigns or is removed or is otherwise disqualified from serving or until his or her successor shall be elected and qualified, whichever occurs first. The President shall serve a term of two years and must then relinquish the office for at least one year. The members of the board of directors are not limited in the number of consecutive terms they may serve.

Section 4. Removal and Resignation

The president/chief executive officer may be removed, either with or without cause, by the board of directors, at any time. The officer may resign at any time by giving written notice to the board of directors. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which have been approved or ratified by the board of directors relating to the employment an officer of the corporation.

Section 5. Vacancy

The vice president shall assume the position of president in the event of an unexpected vacancy until such time, as determined by the board of directors, and a new officer may be elected.

Section 6. Duties of Chief Executive Officer

The president, as chief executive officer of the corporation shall supervise and control the affairs of the corporation under the direction and subject to the approval of the board of directors. The president shall perform all duties incident to the office of chief executive officer and such other duties as may be required for the good of the corporation. The president shall delegate duties to directors or other qualified members.

Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall perform the following duties:

- a. execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the board of directors;
- b. certify and keep a copy at the principal office of the corporation the original or a copy of these bylaws as amended or otherwise altered to date;
- c. keep at the principal office of the corporation or at such other place as the board may determine a book of the minutes of all meetings of the directors, and if applicable, meetings of committees of directors and members, recording therein the time and place of holding, whether a regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- d. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- e. be custodian of the records and the seal of the corporation and affix the seal, as authorized by law or provisions of these bylaws, to duly executed documents of the corporation;
- f. keep at the principal office of the corporation a membership book containing the names and addresses of members, and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;
- g. exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the bylaws, the membership book, and the minutes of proceedings of the directors of the corporation;
- h. have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors;
- i. receive and give receipt for monies due and payable to the corporation from any source whatsoever;
- j. disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements;

- k. keep and maintain adequate and correct amounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- l. exhibit at all such reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof;
- m. render to the board of directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;
- n. prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- o. Arrange for the training and certification of the Range Safety Officers (RSO). By agreement with the Division of Natural Resources, the corporation is responsible for RSO training.
- p. The president and board are responsible for administering the RSO program on the Trap, Skeet, 5 Stand and Sporting Clays ranges.

Section 7. Duties of Vice President

- a. The vice president must be a member of the board of directors
- b. The vice-president shall assume the duties of the president in the absence of the president;
- c. Perform duties assigned by the president;
- d. In association with the president perform any of the president's duties as assigned.

Section 8. Duties of the Treasurer

- a. The treasurer must be a member of the board of directors and is elected by the board of directors.
- b. The treasurer shall assume the duties of the president in the absence of the president and vice president.
- c. Perform other duties as may be assigned by the president.
- d. Prepare, audit and exhibit the financial records of the corporation.

Section 9. Duties of the Range Safety Officer

- a. The Range Safety Officers (RSOs) shall be chosen by the board from a list of experienced shooter volunteers and the members of the board of directors. Volunteers and the members of the board shall be trained through the HVGC RSO training program. They shall be qualified through background checks by the Utah Department of Natural Resources to be certified Range Safety Officers.

- b. The Range Safety Officer (RSO) position is not an officer in the corporate structure. However, this position is so important that it is included here to stress the importance of this position.
- c. The corporation shall be responsible for RSO training.
- d. The board of directors is responsible for administering the RSO program.
- e. The designated RSO shall brief the safety plan for the day- to include, but not limited to, who is responsible for communications in the case of an accident. Who is responsible to meet the ambulance, if needed and who is responsible to control and shutdown the range in case of accident.
- f. The RSO shall wear a safety vest or hat designating him as the RSO for that day.
- g. The RSO shall monitor range activity for safety concerns or violations and resolve the issues as needed.
- h. The RSO shall render first-aid or cause first-aid to be administered.
- i. coverage will be provided by the State of Utah for DNR approved volunteers.
- j. RSO candidates must be accepted into the DNR approved volunteer program and pass a BCI background check.
- k. The RSO must complete the Accident Report Form immediately following an accident. Submit the original to the Utah Division of Wildlife Resources Central Region Office no later than 24 hours after the accident.

Section 10. Compensation

Officers and directors shall serve without compensation for the office which they hold. Any payments to directors for work performed as part of a contract shall be approved in advance in accordance with the corporation's conflict of interest policy as set forth in Article 9 of these bylaws.

Article 5

Committees

Section 1. Executive Committee

The board of directors may, by a majority vote, designate an executive committee consisting of as many as three board members and may delegate to such committee the powers and authorities of the board in the management of the business affairs of the corporation, to the extent permitted by provisions of law.

By a majority vote, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease (but not below two members) the number of members on the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records and report the same to the board as the board may require.

Section 2. Other Committees.

The corporation shall have other committees as may be designated by resolution of the board of directors. These committees may consist of persons who are not on the board of directors and shall act in an advisory capacity to the board of directors.

Section 3. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning the meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for the regular and special meetings of committees may also be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority maybe general or confined to specific instances. Unless so authorized, no officer or agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose for any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the officer of the corporation and counter-signed by a member of the executive committee, another officer of the corporation or one of the board of directors.

Section 3. Deposits

All funds of the corporation shall be deposited periodically to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Section 5- Emergency Reserve Fund

1. EMERGENCY RESERVE FUND

The purpose of the Emergency Reserve Fund is to establish and maintain an adequate level of restricted net assets to remedy the organization in the event of material unforeseen financial emergencies (such as significant storm damage to the clubhouse, etc.). This Emergency Reserve Fund policy will be implemented in conjunction with the other financial policies of the organization and is intended to support the goals contained in the organizations strategic and operating plans.

2. FUNDING AND ACCOUNTING

The minimum amount to be established and maintained in the Emergency Reserve Fund will be equal to three months operating expenses determined based on the organizations prior year average Cost of Goods Sold and Operating Expenses. The Emergency Reserve Fund minimum amount may be reviewed and adjusted in accordance with internal and external changes and conditions.

The Emergency Reserve Fund will be funded and maintained from surplus unrestricted operating funds. The Board of Directors may also authorize that specific non-operating sources of revenue (such as one-time gifts, grants, etc.) be designated for deposit into the Emergency Reserve Fund.

The Emergency Reserve Fund will be held only in cash or cash equivalents, and will be maintained in a segregated interest bearing bank account or investment fund. Any one of the Heber Valley Gun Club Officers (President, Vice President, or Treasurer) is authorized to establish this interest bearing bank account or investment fund on behalf of the organization.

The Emergency Reserve Fund will be separately recorded in the accounting system and financial statements as "Emergency Reserve Fund".

3. AUTHORITY TO USE EMERGENCY RESERVES

The Chief Executive Officer will submit a request to use Emergency Reserves to the Board of Directors. The request will include an analysis of the use of the Emergency Reserves and of the plans for replenishment. The goal shall be to replenish any use of Emergency Reserves within twelve months to the target minimum amount.

The Chief Executive Officer is responsible for ensuring that the Emergency Reserve Fund is maintained and used only as described in this Policy. The Treasurer will maintain detailed records of the Emergency Reserve Fund and will provide monthly reports to the Board of Directors.

The Board of Directors retains full and final authority for all aspects of the Emergency Reserve Fund.

NOTE: By affixing their signatures below, the Directors of Heber Valley Gun Club: (a) approve this Addendum 2 to the Bylaws of Heber Valley Gun Club, and (b) authorize the establishment of an interest bearing bank account or investment fund as required in compliance with Paragraph 2. FUNDING AND ACCOUNTING above.

Article 7

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination dates of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by members of the corporation at all reasonable times during regular office hours.

Section 2. The Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws and provisions of law.

Section 4. Members' Inspection Rights

Every member of this corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon written demand to the officer of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the officer of the corporation, upon written demand and payment of a reasonable charge a list of 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 the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for the request. The membership list shall be made available within a reasonable amount of time after the demand is received or after the date specified in the request.
- c. To inspect at any reasonable time the books, records, or minutes of the proceedings of the members or of the board or committees of the board, upon written demand on the officer of the corporation by the member, for a purpose reasonably related to such person's interest as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by an agent or attorney and the right to inspection shall include the right to copy information and make extracts.

Section 6. Periodic Reports

The board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state or to the members of this corporation to be so prepared and delivered within the time limits set by law.

Article 8

IRC 501(c)(3) Tax Exemption Provision

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation to which contributions are deductible under Section 170 (c) 2 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 9

Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest 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 any "disqualified person" as defined in Section 4958(f)1 of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958 (c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

Section 2. Definitions

- a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement.
 3. 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 or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3,

paragraph B, a person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. **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.
- b. **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.
- c. **Procedures for Addressing a conflict of interest.** 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. The chairperson or officer of corporation or head of a committee may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. 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 conflict of interest. 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.
- d. **Violations of the conflict of interest policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict 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. 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 failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Section 4. Records of Board and Board Committee Proceedings

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

- a. The names of the personas 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.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services rendered is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services rendered is precluded from voting on matters pertaining to that member's compensation.

When approving compensation for directors, officers, employees, contractors and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained within these bylaws, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board of directors or the compensation committee prior to the first payment of compensation,
- b. All members of the board of directors or compensation committee who approve the compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c) (iii), which generally requires that each board member or committee member approving a compensation arrangement between the corporation and a "disqualified person" (as defined in Section

4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is subject of the compensation arrangement, or a family member of such person,
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement,
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement,
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. Compensation levels paid by similarly situated organizations, both taxable and non-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose and with similar resources.
 2. The availability of similar services in the geographic area of this organization.
 3. Current compensation surveys compiled by independent firm.
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by the IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meetings of the board or compensation committee that approved the

compensation arrangement. Such documents shall include:

1. The terms of the compensation arrangement and the date it was approved.
2. The members of the board or committee who were present for discussion about the transaction, those who voted on it and the votes cast by each board member or committee member.
3. The comparability data obtained and relied upon and how the data was obtained.
4. If the board or compensation committee determines that reasonable compensation for a specific position or for providing services under any other compensation arrangement is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the board makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the meeting.
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, action taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction shall be recorded in the minutes of the meeting.
7. The minutes of the board or the committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangement. The minutes must be reviewed and approved by the board or committee as reasonable, accurate and complete within a reasonable period thereafter, normally prior to the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. 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.

Section 7. 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 results of arm's length bargaining.
- b. Whether partnerships, joint ventures, and other 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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted and that the corporation is operating within the provisions of these bylaws, the articles on incorporation and applicable tax-exempt laws and purposes.

Article 10

Amendment of Bylaws

Section 1. Amendment

The board of directors may present changes, amendments or repeals of the bylaws to the general membership for approval if the board deems the changes are of a broad and sweeping nature and should require approval of the membership. In cases of changes that the board deems to be minor “housekeeping” issues, the board of directors may make such changes to the bylaws having reached unanimous board approval of such changes without a vote by the general membership.

Article 11

Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions or portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 12

Members

Section 1. Determination and Rights of Members

The corporation shall have four classes of membership with different rights and designations as described in next section.

Section 2. Classes of Membership

1. INDIVIDUAL CHARTER LIFE MEMBERS - This class consists of individual members who (1) were designated Life Members prior to January 1, 1998 on the books of the corporation and (2) those members who are designated as such by the board after January 1, 1998 based on the criteria set forth below.

Charter Life Members shall have voice and shall be entitled to vote on all matters submitted to the membership and shall not have the sole vote on any matter that changes the category of Charter Life Membership, including imposing any requirement not already in effect as of January 1, 1998.

At the annual meeting, the board may submit to the members nominations to designate persons that have met all criteria to become Charter Life Members. The board shall vote on nominations with written ballots. Upon receiving a 2/3 majority vote by the board of directors, the nominee may be placed on ballot for the membership to vote. Upon approval from the majority of the membership who vote, such person shall be entered as a Charter Life Member.

Requirements for Charter Life Memberships - (1) Such person must have been a Member for at least five (5) continuous years in good standing. (2) Such person must have a proven record of making extraordinary contributions to the organization. Such contributions could include time and/or funds and/or achievements and/or donated materials and resources on behalf of the corporation of an extraordinary nature.

2. INDIVIDUAL LIFE MEMBERSHIPS - This class consists of individual members who are (1) in good standing and who (2) have paid the life membership dues. Life members shall have voice and are entitled to vote on any matter submitted to the membership, but excluding those matters reserved for Charter Life Members.

3. INDIVIDUAL ANNUAL MEMBERSHIPS- This class consists of individual members who are (1) in good standing and who (2) have paid the annual individual membership dues. Annual

individual members shall have voice and are entitled to vote on all matters submitted to the membership, but excluding those matters reserved for Charter Life Members.

4. FAMILY ANNUAL MEMBERSHIPS - This class consists of individual members and their immediate family members who live in the same residence who are (1) in good standing and who (2) have paid the annual family membership dues. Only those family members who are (1) the joining member and (2) his/her spouse shall be entitled to vote as members, although each family member shall have voice. The family membership shall be limited to two votes per family membership. The family member who registers for a Family Membership shall provide the year of birth for each family member at the time of registry. Only family members listed on the registration sheet will be allowed membership and again, those family members must live in the same residence, and are 18 years of age or younger.

In addition to the foregoing, guests and members of the public may attend any meeting of the general membership but shall not be entitled to vote and shall be without voice.

Section 3. Admission of Members

Each person desiring to become a member of the Heber Valley Gun Club, regardless of classification (except Lifetime Charter Members), must fill out an application and waiver of liability form. Prospective members must read Membership Safety Rules and Club Policies (to be updated as needed by the board and kept on file at the corporation's headquarters) and acknowledge by signature that they understand and agree to comply with all rules and policies of the corporation. After receiving signed application, waiver and signature of compliance with rules and policies, Members will receive a membership card entitling them to all the benefits of membership and identifying them as members of the Heber Valley Gun Club.

Section 4. Fees and Dues

Dues may be reviewed and changed by the board of directors on a periodic basis as required to operate the corporation in a fiscally responsible manner.

Annual membership dues will expire on Dec. 31 of the calendar year in which the dues are paid. Lifetime memberships shall become effective the date dues are paid for the member's remaining lifetime.

The board has the right to authorize waiving or reducing the annual membership dues for any certified firearms instructors, hunter education instructors or coaches who regularly conduct training sessions and/or programs that are non-profit in nature at the Facility.

Section 5. Number of Members

There are no limits on the number of members the corporation may admit.

Section 6. Membership Book

This corporation shall keep a membership book containing the name and address of each member. Termination of membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book may be a written document kept at the principal office or as an electronic document that can be virtually accessed.

Section 7. Non-liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of this corporation.

Section 8. Non-transferability of Membership

No member may transfer a membership or any remaining right arising there from to any person, family member or organization. All rights of membership cease upon the member's death.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the officer of the corporation personally or by mail, such membership shall terminate upon delivery of the notice of the date of deposit in mail.
3. After providing the member with reasonable written notice and an opportunity to be heard, either orally or in writing, upon a determination of the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation including but not limited to being convicted of a felony or serious firearms violation; unlawfully or improperly taking any property of the corporation or intentionally damaging or destroying any property of the corporation; committing a serious breach of safety or showing reckless disregard of range safety rules; and other actions that significantly and seriously affect the interests of the corporation or its purposes.

Any person expelled from the corporation shall not receive a refund of dues already paid for the current dues period.

All rights of members in the corporation shall cease upon termination of membership as herein provided.

Section 10. Denial of Membership and/or Refusal of Services

The Board of Directors may refuse membership or the use of the Heber Valley Gun Club (HVGC) facilities to anyone with or without cause. Under normal circumstances the reasons for denying membership or the use of services shall be upon a determination by the board of directors that the individual has engaged in conduct materially and seriously prejudicial to the interests or purposes of the HVGC including but not limited to being convicted of a felony or serious firearms violation; unlawfully or improperly taking any property of the HVGC or intentionally damaging or destroying any property of the HVGC; committing a serious breach of safety or showing reckless disregard of range safety rules; and other actions that significantly and seriously affect the commodious atmosphere or the interests of the Heber Valley Gun Club or its purposes. The Board of Directors may deny membership and/or refuse service to anyone for any reason, if the Board deems it is in the best interests of the HVGC organization.

Article 13

Meetings of Members

Section 1. Place of Meetings

Meetings of the members shall be held at the principle office of the corporation or at such other place as may be designated from time to time by resolution of the board of directors.

Section 2. Regular Meetings & Elections

A regular annual meeting of the members shall be held each year during the month of June or July to inform attendees of the financial status of the corporation and transact other business that may come before the meeting.

Elections may be conducted at a regular meeting or virtually by email. The candidates for director receiving the highest number of votes up to the number of directors to be elected shall be elected.

Each individual member shall cast one vote, family members collectively will have 2 votes per family. Voting will be by paper or electronic ballot only.

Section 3. Special Meetings of Members

Special meetings of members shall be called by the board of directors, the chairperson of the board or the officer of the corporation or, if different, by the persons specifically authorized under the laws of this state to call a special meeting of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, date and time of meetings and, in the case of special meetings, the purpose or purposes for which the meeting is being called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in U.S. Mail addressed to the member at his or her address as it appears in the records of the corporation with postage prepaid.

The notice of any election at which the directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under the provisions of the articles of incorporation, these bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving up such notice.

Section 5. Quorum for Meetings and Elections

For elections: A quorum shall consist of the members of the corporation who vote either personally or by proxy. Proxy authorization must be submitted in writing or by email.

For meetings: A quorum shall consist of the members who attend either physically or virtually.

Section 6. Majority Action as Membership Action.

For any motion or director election to be approved will require a simple majority of the quorum. Every act or decision for which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 7. Voting Rights

Each qualified member is entitled to one vote on each matter submitted to a vote by the members. Family memberships have 2 qualified members. Voting at duly held meetings shall be by voice or showing of hands vote. Election of directors shall be by written or email ballot.

Section 8. Action by Written Ballot

Except as otherwise provided under the articles of incorporation, these bylaws or provisions of law, any action which may be taken at any regular meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on a matter. A written ballot may be either an email, text, or hard copy. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposed action;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the proposed action submitted;

4. specify the date by which the ballot must be received by the corporation in order to be counted. The date set forth shall afford members a reasonable time within which to return the ballots to the corporation.
5. Voting by Proxy – a member in good standing who cannot attend the regular annual meeting to cast his or her vote in person may designate another member to cast a proxy vote on his or her behalf. Members may also vote by submitting a ballot via email or SMS text. If the member assigns someone a proxy but is then present and casts a vote in person, the proxy vote is void. Proxy ballots will be made available in advance of the meeting.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the president/chief executive officer, or if the president is not available, the vice president of the corporation or if neither president nor vice president is available, then a member of the board of directors shall preside. Minutes shall be taken by the board member designated by the member presiding. All member meetings shall be governed by the articles of incorporation, these bylaws and other applicable provisions of law.

ADOPTION OF LAWS

We, the undersigned, are all of the current directors or incorporators of this corporation, and we consent to and hereby do adopt the subsequent bylaws, consisting of the thirty-one preceding pages, as the bylaws of this corporation.

Dated: June 10, 2026 _____

Signatures of the Directors of the Heber Valley Gun Club (Signature Page on File):

Corey Hardman _____

Al Davis _____

Tim Jones _____

David Merzel _____

Tim Jones _____

Mike Brown _____

Doug Nelson _____

Page with signatures are a separate document