

BY-LAWS OF  
THE CHESHIRE COUNTY SHOOTING SPORTS EDUCATION FOUNDATION, INC.

A New Hampshire non-profit Corporation

ARTICLE I - Name and Office

Section 1.1 Name

The name of this corporation is The Cheshire County Shooting Sports Education Foundation, Inc., doing business as Cheshire County Fish and Game.

Section 1.2 Office of the Corporation

The principal office for the transaction of the affairs and activities of the corporation (principal office) is located at 19 Ferry Brook Road, Keene, New Hampshire – the Cheshire County Fish & Game Training Complex. The Board of directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 1.3 Other Offices

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

ARTICLE II - Purposes and Intent

Section 2.1 General Purposes

The Cheshire County Shooting Sports Education Foundation, Inc. (CCSSEF) is an independent, non-profit organization established to raise and distribute private funds to promote safe, responsible shooting education activities at all levels of experience and expertise, to foster amateur shooting sports competition on both the national and international level, and to foster and promote programs designed to educate the general community in the importance of the Second Amendment. The CCSSEF is governed by a community based Board of Directors.

This independent organization is funded by the contributions of its members and by donations from other sources.

Section 2.2 Specific Purposes

(a) To train and educate the membership and general public in the safe, responsible handling of firearms.

(b) To foster amateur shooting sports competition.

(c) To educate the membership and general public in the conservation of fish and game resources and to better the hunting and fishing conditions of the State of New Hampshire.

(d) To provide the facilities necessary to support innovative programs at the range suggested by the staff administration, students, community and its members, to promote safe, responsible shooting education activities and programs, to foster amateur shooting sports competition on both the national and international level and to broaden support and awareness of such programs in schools.

(e) The long range financial plan of the CCSSEF is to develop an endowment fund whose income will be sufficient to support the maintenance of the range and the educational programs.

(f) In general the CCSSEF does not make grants to support: other endowments; annual operating or capital campaigns; or donations to other charitable groups. However, the CCSSEF Board of Directors, by a two-thirds (2/3) majority vote, may make exceptions on a case by case basis.

## ARTICLE III - Members

### Section 3.1 Members

(a) CCSSEF shall have the following members: Anyone who supports the objectives of the Foundation and meets the membership requirements set by the board of Directors shall be considered a member. The current members of the Cheshire County Fish and Game Club, Inc. at the time of the adoption of these By-Laws shall automatically become members of the CCSSEF. In addition, any person dedicated to the purposes of this corporation and approved by the Board shall be eligible for membership on approval of the membership application by the Board. The Board shall have the power to change the membership requirements and contribution amount required for annual membership.

(b) Voting: Members as defined by the Board of Directors shall have one (1) vote as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.

Section 3.2 Rights and Privileges. Members who are in good standing shall be entitled to vote, to hold office, and to enjoy all privileges and activities of the Foundation. All members are encouraged to participate in all activities and programs sponsored by the Foundation. No member may transfer to another person a membership or any right arising from membership without approval of the Board of Directors. No member shall have any property right by virtue of membership. Any member may resign by giving notice in writing to the Board of Directors.

Section 3.3 Proof of Membership. The Board of Directors may issue proof of membership, which shall be in such forms as may be determined by the Board. Such proof shall be signed by an officer of the Foundation or by a representative of the membership committee. This proof must be carried each visit to the CCSSEF property. If any membership proof becomes lost, mutilated, or destroyed, a new proof may be issued on such terms and conditions as the Board of Directors or Membership Committee may determine.

Section 3.4 Expulsion. Any member whose conduct is deemed unbecoming to the best interest of the Corporation may be expelled by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors. If expulsion is not appropriate, the Board may impose other such discipline as it sees fit. This action may be taken by the Board of Directors only after such member has had ten (10) days' written notice of the charges against the member. Such member shall have the right to be heard before any vote is taken; however, such right must be exercised at the next regular or special meeting of the Board of Directors succeeding the ten (10) days' written notice.

After one (1) year, on written request signed by a former member, the Board of Directors may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate if such action is approved by the vote of two-thirds ( $\frac{2}{3}$ ) of the members of the Board.

Section 3.5 Guests. Visitors may accompany a member in good standing for one visit unless attending an open event. The conduct of visitors is the responsibility of the member bringing them on Foundation property.

Section 3.6 Safety. Safety is of primary importance. All members shall follow generally-accepted firearms handling safety rules, as well as the CCSSEF Standard Operating Procedures (SOP) available in the office and the safety rules printed on membership cards, and on the Foundation website. Violations of safety rules may result in suspension, probation, suspension with probation, or termination of membership. It is every member's, director's, and officer's obligation and responsibility to act and to report to the Board of Directors any safety concerns that may arise during his/her visit.

Section 3.7 Non-Discrimination. It shall be the policy of the CCSSEF to provide equal membership rights for all eligible persons without regard to ethnicity/national origin, age, religion, military status, marital status, gender, sexual orientation, and other protected categories.

Section 3.8 Resignation of Member. Any member may resign at any time by written notice to the secretary.

#### ARTICLE IV - Meetings of Members

##### Section 4.1 Place of Meeting

Meetings of the members shall be held at any place within or outside New Hampshire designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

##### Section 4.2 Annual Meeting

An annual meeting of members shall be held each year on a date and at a time as fixed by the Board. The members shall be notified of the meeting as provided in Section 4.4 of these Bylaws. At this meeting, directors shall be elected and any other proper business may be transacted, subject to Sections 4.4(b) and 4.5(a) of these bylaws.

### Section 4.3 Special Meetings

(a) **Persons Authorized To Call:** A special meeting of the members for any lawful purpose may be called at any time by the Board or the chairman of the Board, if any, or by the general manager, or by 5 percent (5%) or more of the members.

(b) **Calling Meetings:** A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the Board, if any, or the General Manager or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 4.4 of these bylaws, stating that a meeting will be held at a specific time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(c) **Proper Business of Special Meeting:** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### Section 4.4 Notice Requirements for Members' Meeting

(a) **General Notice Requirements:** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.4(c) of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

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

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the articles of incorporation;
- (4) Electing to wind up and dissolve the Corporation; or
- (5) The disposition of any real property owned by the Corporation in accordance with Article XI.

(c) **Manner of Giving Notice:** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 30 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail or by other means of written communication, or any generally accepted means of electronic communication, charges prepaid, and shall be addressed to each member entitled to vote, at the physical or electronic address of that member appearing on the books of the

corporation or at the physical or electronic address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been given, notice shall be deemed to have given if notice of the meeting is posted on the Cheshire County Fish & Game Club, Inc. website.

(d) Affidavit of Mailing Notice: An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

#### Section 4.5 Quorum

(a) Ten percent (10%) of the members, including those voting by proxy vote shall constitute a quorum for the transaction of business at any meeting of members.

(b) Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### Section 4.6 Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date of notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

#### Section 4.7 Voting

(a) Eligibility To Vote: Subject to the provisions of New Hampshire corporation law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Section 4.8 of these bylaws.

(b) Manner of Casting Votes: Voting shall be by show of hands.

(c) Voting: Each regular member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

(d) Approval by Majority Vote: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by New Hampshire corporation law or by the articles of incorporation.

#### Section 4.8 Waiver of Notice or Consent by Absent Members

(a) **Written Waiver or Consent:** The transactions of any meeting of members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.4(b) the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waiver by Attendance:** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### Section 4.9 Action Without a Meeting

(a) **Action by Unanimous Written Consent:** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) **Action by Written Ballot Without a Meeting:** Any action that may be taken at any meeting of members may be taken without a meeting by complying with Sections 4.9(b)(i) through 4.9(b)(iv) of these bylaws.

(i) **Solicitation of Written Ballots:** The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.4(c) of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, a written ballot that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(ii) **Number of Votes and Approvals Required:** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds

the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(iii) Revocation: A written ballot may not be revoked.

(iv) Filing: All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least three (3) years.

Section 4.10 Record Date for Notice, Voting, Written Ballots and Other Actions

(a) Record Date Determined by Board: For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

(i) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;

(ii) for voting at a meeting shall not be more than 60 days before the date of the meeting;

(iii) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) for any other action shall not be more than 60 days before that action.

(b) Record Date Not Determined by Board:

(i) Record Date for Notice or Voting: If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(ii) Record Date for Other Action: If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(c) Members of Record: For purposes of Sections 4.10(a) and 4.10(b) of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 4.11 Proxies

(a) Right of Members: Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(b) Form of Solicited Proxies: If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity in the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(c) Requirement That General Nature of Subject of Proxy Be Stated: Any proxy covering matters for which a vote of the members is required, including amendments of the articles of incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the Board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(d) Revocability: A validly executed proxy shall continue in full force and effect until (i) revoked by the member executing it, before the vote is cast under that proxy, (A) by a writing delivered to the corporation stating that the proxy is revoked, or (B) by a subsequent proxy executed by that member and presented to the meeting, or (C) as to any meeting, by that member's personal attendance and voting at the meeting; or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

ARTICLE V - Directors

Section 5.1 General Corporate Powers

Subject to the provisions and limitations of the New Hampshire nonprofit corporation law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (Board).

## Section 5.2 Specific Powers

Without prejudice to the general powers set forth in Section 5.1 of these bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office in New Hampshire from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside New Hampshire; and designate any place within or outside New Hampshire for holding any meeting of members.

(c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

(d) Except as limited by Article XI, borrow money to incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purpose, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

## Section 5.3 Board of Directors

(a) The Board of Directors of the CCSSEF shall be composed of a minimum of five (5). The maximum number of Directors shall be set by the Board. Any number of Directors greater than five (5) must be an odd number. The Directors of the Cheshire County Shooting Sports Education Foundation, Inc. shall be derived from and elected by the members at their annual meeting from persons nominated pursuant to Section 6.1 of Article VI. Directors shall be elected for three year terms, except that at the initial election one third shall be elected of a one year term, another third shall be elected for a two year term, and the remainder shall be elected for three year terms, the intention being that one third of the terms shall expire at any given annual meeting.

(b) Directors shall be elected on the basis of knowledge of shooting education activities and amateur shooting sports competition on the local, national or international level and on the basis of activity in, or representation of, or fund raising for, or contribution to, institutions or organizations which are concerned with such educational interests and needs. The purpose of this provision is to make the directors generally representative of charitable interests and needs in the field of sport shooting education.

(c) In the event of a vacancy in any director position, the Board of Directors shall elect as a replacement a person who possess the requisite qualifications. Such person shall remain a director until the next annual meeting of the incorporators and until the person's successor is duly elected and qualified.

## Section 5.4 Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to or within the

previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### Section 5.5 Vacancies on Board

(a) Events Causing Vacancy: A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death or resignation of any director; (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under New Hampshire corporation law; or (iii) the increase of the authorized number of directors.

(b) Resignations: Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the General Manager or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later date, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of New Hampshire, no director may resign if the corporation would be left without a duly elected director or directors.

(c) Filling Vacancies: Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

(d) No Vacancy on Reduction of Number of Directors: No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### Section 5.6 Directors' Meetings

(a) Place of Meetings: Meetings of the Board shall be held at any place within or outside New Hampshire that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) Meetings by Telephone: Any meetings may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting: The Board shall hold a regular annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

(d) Other Regular Meetings: The Board of Directors will meet at least quarterly, and at such other times as it selects, to formulate and implement fund-raising strategies and action plans.

## Section 5.7 Special Meetings

(a) Authority to Call: Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, by the General Manager or any vice General Manager, or the secretary or any two directors.

(b) Notice:

(i) Manner of Giving Notice: Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage pre-paid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by any generally accepted electronic means of communication. All such notices shall be given or sent to the director's address, telephone number, or electronic address as shown on the records of the corporation.

(ii) Time Requirements: Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents: The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(c) Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(d) Waiver of Notice: Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purposes 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 meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(e) Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(f) Notice of Adjourned Meeting: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

### Section 5.8 Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

### Section 5.9 Compensation and Reimbursement

Directors and other members of Board committees shall not receive any compensation for their services as directors, committee members, or officers, but shall be entitled to reimbursement of such expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

### Section 5.10 Committees

(a) Committees of the Board: The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one or more director(s) and other members and/or necessary advisors or consultants to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office in consultation with the general manager. The Board may appoint alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (ii) Fix compensation of the directors for serving on the Board or on any committee;
- (iii) Amend or repeal bylaws or adopt new bylaws;
- (iv) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (v) Create any other committees of the Board or appoint the members of committees of the Board;
- (vi) Expend corporate funds to support a nominee for director after more people have been nominated for directors than can be elected; or
- (vii) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

(b) Meetings and Action of Committees: Meetings and actions of committees of the Board

shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

#### Section 5.11 Ex Officio Members of Board

The General Manager shall sit as a non-voting member of the Board of Directors.

#### Section 5.12 Conflict of Interest

Any Director of the Cheshire County Shooting Sports Education Foundation, Inc. shall conform to the conflict of interest statement as adopted by the CCSSEF Board.

### ARTICLE VI - Nominating Committee

A Nominating Committee shall be formed annually by the Board of Directors.

#### Section 6.1 Nomination by Committee

This committee shall select qualified candidates for election to the Board and for membership at least 120 days before the date of any election of directors or members. This nominating committee shall make its report at least 90 days before the date of the election, or at such other time as the Board of directors may set. The nominating committee shall submit to the members in writing, with notice of the annual meeting, the nominations for members, Board of Directors, and nominating committee, provided, however, that the approval of the Board of Directors of the Cheshire County Shooting Sports Education Foundation, Inc. shall be obtained for each person to be nominated to serve as a member of the Board of Directors. The secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee under this section.

#### Section 6.2 Nominations From the Floor

If there is a meeting to elect directors, any member present at the meeting in person or by proxy may place names in nomination.

#### Section 6.3 Solicitation of Votes

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

#### Section 6.4 Use of Corporate Funds To Support Nominee

Without Board authorization, no corporate funds may be expended to support a nominee for

director after more people have been nominated for director than can be elected.

## ARTICLE VII - Officers

### Section 7.1 Officers of the Corporation

The officers of the corporation shall be a general manager, a secretary, a treasurer, a chief range-safety officer, a chief training officer, a membership director and a fundraising director. The corporation may also have, at the Board's discretion, a chairman of the Board, one or more assistant managers, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 7.3 of these bylaws. Any number of offices may be held by the same person, except that the secretary may not serve concurrently as either the general manager or the chairman of the Board.

### Section 7.2 Election of the Officers

The officers of the corporation, except those appointed under Section 7.3 of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

### Section 7.3 Other Officers

The Board may appoint and may authorize the chairman of the Board, the general manager, or other officer, to appoint any other officer that the corporation may require. Each officer so appointed shall have the title, hold the office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

### Section 7.4 Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

### Section 7.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

### Section 7.6 Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

## Section 7.7 Responsibilities of Officers

(a) Chairman of the Board: If a chairman of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

(b) General Manager: Subject to the control of the Board, the general manager shall be the chief operating officer of the corporation and shall supervise, direct, and control the corporation's day to day activities, affairs, and officers. The general manager shall have such other powers and duties as the Board or the bylaws may prescribe.

(c) Secretary:

(i) Book of Minutes: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given and the names of those present at the Board and committee meetings. The secretary shall keep or cause to be kept at the principal office in New Hampshire, a copy of the articles of incorporation and bylaws, as amended to date.

(ii) Membership Records: The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

(iii) Notices, Seal, and Other Duties: The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(d) Treasurer:

(i) Books of Account: The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables: The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the general manager, chairman of the Board, if any, and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(iii) Bond: If required by the Board, the treasurer shall give the corporation a bond

in the amount, and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

(e) Chief Range-Safety Officer (CRSO): The CRSO shall oversee all safety issues and concerns regarding the operation of the range and the educational programs by the corporation. This person shall be certified as a Chief Range-Safety Officer by an agency approved by the Board.

(f) Chief Training Officer (CTO): The CTO shall oversee the coordination of all training and educational programs conducted by the corporation and shall be responsible for training other NRA certified Instructors. This person shall be a certified as a Training Counselor by an agency approved by the Board.

(g) Membership Director: The membership director shall be responsible for planning, implementing and coordinating membership policies and procedures for the corporation.

(h) Fundraising Director: The fundraising director shall be responsible for all fundraising activities of the corporation, including but not limited to, the procurement of grants, solicitation of donations, and fundraising events.

## ARTICLE VIII - Investments

### Section 8.1 Investment of funds

A general fund shall be maintained for any purpose consistent with the by-laws, and one or more restricted funds may be maintained to be used as directed by the donor.

## ARTICLE IX - Indemnification and Insurance

### Section 9.1 Rights of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any legal proceeding arising out their good faith performance of their duties for the corporation.

### Section 9.2 Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 9.1, the Board shall promptly determine under whether the applicable standard of conduct has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties of that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize

indemnification.

Section 9.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 9.1 and 9.2 of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of any undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 9.4 Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's director's employee's or agent's status as such.

ARTICLE X - Records and Reports

Section 10.1 Maintenance of Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its associate members, Board, and committees of the Board; and
- (c) A record of each member's name, physical and electronic address, and class of membership.

Section 10.2 Member's Inspection Rights of Member Records

Any member may inspect and copy the records of members' names and address during usual business hours on thirty (30) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested.

If the Board reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, it may deny the member access to the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 10.3 Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in New Hampshire, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as

amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside New Hampshire and the corporation has no principal business in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date.

#### Section 10.4 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

#### Section 10.5 Annual Report

(a) The Board shall cause an annual financial report to be presented to the members at the corporation's annual meeting. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (4) The expenses or disbursement of the corporation for both general and restricted purposes.
- (5) Any information required by Section 10.6 of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants, or, if there is no such report, by the certificate of any authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

#### Section 10.6 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:

(i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or directors of the corporation under Sections 9.1 - 9.3 of these bylaws.

#### ARTICLE XI - Real Property

Section 11.1 Disposition of Real Property No real estate of the Corporation shall be sold, leased, rented, mortgaged, transferred or otherwise disposed of by the Board of Directors without a special meeting of the members. A two-thirds (2/3) majority vote at the special membership meeting is required for the sale, lease, rental, mortgaging or transfer of real property owned by the Corporation.

#### ARTICLE XII - Dissolution

Section 12.1 Dissolution of the Corporation In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as otherwise provided by law, after the payment of all of the Corporation's just debts and obligations, transfer all of the assets of the Corporation in such a manner as the Directors, in the exercise of their discretion, may by a two-thirds (2/3) majority vote determine; provided, however, that any such distribution of assets shall, to the extent possible, carry out the objectives and purposes of the Corporation; and provided, further, that all such distributions shall be made to one or more organizations that are exempt from tax as organizations described in Section 501(c)(3) of the Code.

#### ARTICLE XIII - Construction and Definitions

##### Section 13.1 Rules of Construction

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the New Hampshire non-profit corporation law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine gender and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

#### ARTICLE XIV - Amendments

##### Section 14.1 Amendment by Board

(a) Membership Rights Limitation: Subject to the rights of members under Section 14.2 of these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not

extend the term of a director beyond that for which the director was elected.

(b) Changes to Number of Directors: Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaws provision that would:

(i) Fix or change the authorized number of directors,

(ii) Fix or change the minimum or maximum number of directors, or

(iii) Change from a fixed number of directors to a variable number of directors or vice versa.

(c) High Vote Requirement: If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

(d) Members' Approval Required: Without the approval of the members, the Board may not adopt, amend or repeal any bylaws that would:

(i) Increase or extend the terms of directors:

(ii) Allow any director to hold office by designation or selection rather than by election by the members;

(iii) Increase the quorum for members' meetings; or

(iv) Repeal, restrict, create, expand, or otherwise change proxy rights.

Section 14.2 Amendment by Members

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Cheshire County Shooting Sports Education Foundation, Inc., a New Hampshire non-profit corporation, that the above bylaws, consisting of twenty-one (21) pages, are the bylaws of this corporation as adopted by the Board of Directors and a vote of the members on \_\_\_\_\_, 2015 and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2015 at \_\_\_\_\_, New Hampshire.

\_\_\_\_\_, Secretary