



Est. 1875

# CALIFORNIA RIFLE & PISTOL ASSOCIATION, INC.

## BYLAWS

As of:

June 5, 2018-Board Action

August 16, 2018- Member Vote

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Prepared by

CRPA Bylaws and Resolutions Committee

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BYLAWS

**ARTICLE I: ASSOCIATION NAME AND OBJECTIVES**

**SECTION A: Association Name**

1. The name of this corporation is the “CALIFORNIA RIFLE & PISTOL ASSOCIATION, INCORPORATED.” (hereinafter referred to as the “Association” or “CRPA”).

**SECTION B: Association Mission**

(Items are not interdependent upon each other and are listed in no particular order of importance)  
The Mission of the Association shall be:

1. Protect, defend, and promote the Constitution of the United States and the rights of individuals to keep and bear arms in public and in private;
2. Protect, defend, and promote the rights of individuals to use firearms to defend themselves, defend family and others, and defend property;
3. Protect, defend, and promote the right to keep and bear arms for the common defense;
4. Protect, defend, promote, and encourage the right, ability, and opportunity to participate in recreational and competitive shooting sports;
5. Educate the general public about the social utility of civilian firearms possession and safe and responsible firearm ownership and use;
6. Protect, defend and promote the right, ability, and opportunity for all citizens to safely, responsibly and ethically hunt, fish, and take wildlife resources in the broadest sense;
7. Support and promote responsible management and conservation of natural and wildlife resources and habitat through sustainable hunting and take practices for current and future generations in accordance with the North American Model of Species Management;
8. Work together with law enforcement officials to protect, defend, educate, support, and promote the mission and objectives of the CRPA within the law enforcement community;
9. Build coalitions and work together with like-minded groups to further the purpose, mission, and objectives of the CRPA;
10. Support the objectives of the National Rifle Association of America (NRA);

**SECTION C: Association Objectives**

**1. To Protect and Defend The Right To Keep And Bear Arms**

- a. To oppose any actions which the Association believes infringe upon the right of the individual citizen to keep and bear arms, in public or in private, as guaranteed by the Second Amendment to the Constitution of the United States of America.
- b. To provide firearm educational, safety, and training information to the public.
- c. To make Association facilities available to the public for training in firearm use and to encourage more active participation by the general public in organized firearms sportsmanship events.

- d. To work with other sporting and wildlife groups and agencies to ensure proper management and respect for our wildlife resources and to encourage public education concerning these resources.
- e. To sponsor events which contribute to public awareness of the proper use of firearms and the spirit of cooperation and discipline that is derived therefrom.
- f. To sponsor legislation that supports the mission of the Association.
- g. To sponsor Association teams, per the Association Competitive Shooting Standard Operating Procedures (SOP), to compete in national championships, such as: The National Rifle Association (NRA), the Civilian Marksmanship Program (CMP) and other relevant national championships.

## **ARTICLE II: MEMBERSHIP**

### **SECTION A: Qualification And Duties of Members**

1. Classes of CRPA membership, voting, and other rights and privileges and duties of each class of membership shall be as defined in this Article or elsewhere in these Bylaws.
2. Any individual, organization, club, or business which advocates or condones activities of violence, or engages in an activity which properly belongs to the national defense or law enforcement agencies or supports or advocates the overthrow of the United States government by subterfuge, force, or violence, shall be ineligible for membership.
3. It is the duty of every member to assist in every feasible manner in promoting the mission and objectives of the Association as set forth in Article I of these bylaws and to act at all times and in every matter in a manner becoming of a sportsman and good citizen.
4. Membership qualifications shall be set by the Board of Directors, but at a minimum shall include: 1) the payment of dues in a timely manner, 2) adhering to the duty of every member as stated in Article II, section A (2) of these bylaws, and 3) the acknowledgement of members that they shall not be in continuing violation of state or federal law.

### **SECTION B: Classes of Membership**

#### **1. Individual Membership**

- a. Individual membership is open to any person who subscribes to and endorses the Association objectives enumerated in Article I, Section 2 and meets the Qualification and Duties of Article II, section A of these Bylaws.
- b. The annual dues (for one-year and five-year terms) for an individual membership shall be fixed by the Board of Directors. The term of an individual membership shall be for either one year or five years, depending upon which term the potential member chooses, after acceptance by the Association.
- c. Individual members age 18 or over shall have the right to vote.

#### **2. Life Membership**

- a. Life membership is open to any person eligible for individual membership.
- b. The fee for life membership shall be fixed by the Board of Directors at their sole discretion.
- c. Life Members shall pay no annual dues.
- d. Life Members age 18 or over shall have the right to vote.

#### **3. Honorary Life Membership**

- a. Honorary life members may be awarded by a two-thirds vote of the Board of Directors to any individual as recognition for extraordinary and outstanding service.
- b. Honorary Life Members shall pay no dues.
- c. Honorary Life Members age 18 and over shall have the right to vote.

**4. Junior Membership**

- a. Junior membership is open to any person 18 years of age or under. Such status shall continue through the end of the calendar year in which the Junior Member's 18th birthday occurs and will be entitled to all rights of the Association except the right to vote and hold the position of Director.
- b. The annual dues for a junior membership shall be fixed by the Board of Directors. The term of a Junior Membership shall be for 12 consecutive months after acceptance by the Association.

**5. Business Membership**

- a. Business Membership is open to any lawful business which subscribes to and endorses the Association objectives as enumerated in Article I, Section 2 of these Bylaws.
- b. The annual dues for businesses affiliated with the Association shall be fixed by the Board of Directors. The term of a business membership shall be for 12 consecutive months after acceptance by the Association.

**6. State Championship Membership**

- a. State championship membership is open to any person eligible for individual membership who is not a California resident.
- b. The fee for state championship membership shall be fixed by the Board of Directors.
- c. State championship membership shall last only for the duration of the state championship and shall not exceed three consecutive days. A state championship member shall receive no membership benefits other than valid participation in the state championship match. State championship members shall have no voting rights.

**7. Club Membership**

- a. Club Membership is open to any lawful club which subscribes to and endorses the Association objectives as enumerated in Article I. (Please note that club membership is for the club itself and not for individual members in the club.)
- b. The annual dues for a Club Membership shall be fixed by the Board of Directors. The terms of the Club Membership shall be for either one year, three years, or five years depending upon the term the potential member club chooses, to commence after acceptance by the Association.

**SECTION C: Membership Documentation**

- 1. Membership cards or other identification of being a member in good standing may be issued from time to time at the discretion of the Board of Directors.

## **SECTION D: Membership Meetings and Special Member Meetings**

1. Regular meetings of the membership shall occur at the Annual Meeting as determined by the Board of Directors.
2. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter and if approved by the same number or percentage required (quorum) to approve a particular action at a meeting or as per Article III, section E of these bylaws. Conducting a meeting for the membership via written ballot shall be at the sole discretion of the Board of Directors.
3. Special meetings of the Association Members may be called at any time for any purpose or purposes by the President, the Board of Directors, or by any individual member.
4. An individual member may call a special meeting upon demand, by written petition, directed to the President stating the purpose of the proposed meeting and signed by not less than 5% percent of the membership entitled to vote. Electronic signature gathering is not allowed, and signatures gathered outside of the rules set by the Association shall be void.
5. Notice of date, time, place and purpose of such special meeting shall be sent via First Class U.S. Mail or by electronic communications to all members of the Association at least 35 days prior to the date of the special meeting, but no more than 90 days after the request from the required 5% of the membership is received. If the meeting is made within this time-frame, CRPA may determine time, place, and date of the meeting.
6. Ten percent of the individual membership entitled to vote at a membership meeting shall constitute a quorum at such regular meetings and special meeting unless otherwise specified in these Bylaws. Rules of decorum and agenda set by the Association shall be followed.
7. Proxy voting is prohibited for all official actions of the Association because it is incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal, and nontransferable.

## **SECTION E: Limited Rights of Members**

1. Except as otherwise provided by law or in these bylaws, or in the policies of the Association, unless prohibited by fiduciary action of the Executive Committee, individual members shall receive Association publications, may attend and be heard at all meetings of the members of the Association, compete in any matches or competitions sponsored by the Association (subject to any entry or participation fees) for which they otherwise meet eligibility standards, and exercise such other rights and privileges as may accrue to members of the Association.

## **SECTION F: Termination of Membership**

1. The word “member,” as used in this Article, includes all classes of membership. Any member may be expelled from the Association and the member's name stricken from the membership rolls by a two-thirds vote of the Board of Directors sitting on an impeachment proceeding instituted by evidence being presented to the Board of Directors



that a member does not possess the qualifications required for Association membership or has committed any act which is detrimental to the interest or welfare of the Association. Process for any impeachment procedure will be determined at the sole discretion of the Executive Committee.

2. Any individual member may terminate his or her membership at any time by any resignation in writing, sent by first class mail to the CRPA membership office, but such member will not be entitled to any refund of dues or contributions already paid to the Association.
3. Any organization member may terminate its membership at any time by a vote of the majority of its members at any regularly called meeting of its members, where a quorum is present, and for that stated purpose. The organization shall submit the resignation in writing, with a copy of the minutes of the meeting, by first class mail, to the CRPA membership officer, but such organizational member, or its individual members, shall not be entitled to any refund of dues already paid to the Association.
4. In the event of revocation of any membership or death of any member, such member, heirs, executors or assigns shall not be entitled to refund of any dues or fees, or any part thereof, paid to the Association.

#### **SECTION G: Refusal of Membership**

1. Any applicant for any class of membership or affiliation may be refused admission as a member or affiliate by the Board of Directors for any reason deemed by the Board of Directors to be sufficient and not restricted by state or federal law.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **SECTION A: Control of the Corporation**

1. The corporate powers, business, and affairs of the Association shall be exercised, conducted, managed, and controlled by the Board of Directors.
2. No individual Director may commit the Association to a cause of action or financial obligation without prior authorization by the Board of Directors.
3. Directors of the Association Board owe a duty of loyalty and a duty of care to the Association as fiduciaries of the Association.

#### **SECTION B: Composition of Board of Directors**

1. The Board of Directors shall consist of Association Officers, Directors of Governance Committees, and those elected Directors by the membership.
2. The President may, with consent of the Board of Directors, appoint honorary members to the Board of Directors. Such honorary members shall serve in an advisory capacity, with voice, but without vote, at the pleasure of the Board of Directors.

## **SECTION C: Qualifications of Directors**

Any person actively desiring to serve as a Director on the Board of CRPA must:

- 1) Have been a continuous life member, for a period of three years;
- 2) Have at least 32 hours of volunteer service with the CRPA;
- 3) Have served at least one year on any CRPA Committee;
- 4) Have a place of residence in the state of California;
- 5) Complete a Conflict of Interest Disclosure form and agree to uphold the mission and goals of the CRPA prior to taking office as a Director;
- 6) Possess the appropriate qualifications and experience, skills, education, or expertise to make a positive contribution to a state-wide association;
- 7) Be over the age of 18 years at the time of nomination.

The Executive Committee may, at a duly called meeting where a quorum is present, waive each, any, or all Director qualifications by a 2/3 vote in order to approve a Director candidate whose election or appointment is considered beneficial to accomplishing the mission and goals of the Association.

## **SECTION D: Terms of Office for Directors**

1. The term of office for all appointed Director positions shall be from the date of appointment until the adjournment of the next Annual Meeting and when their replacements have been appointed. Appointments shall be made by the Association Officers for those Directors who will serve on Governance Committees (Bylaws & Resolutions and Finance Committees) and for Chairmen of all Committees which shall be a Director at the time of chairman appointment.
2. The Officers of the Association may appoint up to an additional five Association members who are not otherwise Directors to serve as needed.
3. Those Directors elected by the membership shall be elected per the process outlined in Article III, section E of these bylaws. Each newly elected Director, who has never served on the Board of Directors, shall have an initial term of one year. Each elected Director who has previous service on the Board of Directors shall serve a three-year term upon election.

## **SECTION E: Election & Appointment of Directors**

1. The Board of Directors shall consist of 27 Directors total. Director positions shall be comprised as follows:
2. Election of Directors for 13 Director positions will occur at the Association Annual Meeting of the Board of Directors. The Director positions up for election by the Board of Directors are: Officers, Executive Committee and Nominating Committee. These Director positions shall be elected by a majority vote of the Board of Directors, where a quorum of Directors is present. The Nominating Committee shall present those candidates meeting the requirements to serve as a Director and, as determined by the Nominating Committee to be on a written ballot, to the Board of Directors at the Annual Meeting of the Board of Directors. Nominations from the floor will be taken for those candidate that meet the requirements of serving as a Director (Individuals considered for these positions must be a sitting Director at the time of the nomination).

3. Appointments of Directors for 8 Director positions shall be made by the Association Officers for those Directors who will serve on Governance Committees. Nominations may come from current sitting Directors or members of the Association that meet the requirements to serve as a Director at the time of appointment. Included in these appointments may be the Chairmen of all Governance and Program Support Committees from those Directors.
4. The term of office for all appointed Directors shall be from the date of appointment until the adjournment of the next Annual Meeting of the Board of Directors and their replacements have been appointed.
5. Association members, for 6 "At-Large" Director positions, shall be elected by the eligible voting members at such time and in such manner as prescribed by the Board of Directors. Notwithstanding any other provision in these bylaws to the contrary, quorum for an election of Directors by the membership shall follow the process of descending quorum outlined in Section E (8) below.
6. The Association shall cause the names of those nominated to be distributed to, and the votes collected from eligible Association members. Written ballot process in lieu of a membership meeting is at the sole discretion of the Board of Directors.
7. A voted ballot may be returned by a voting member of the Association in the original form or a copy version of the original ballot providing the voting member's name and membership number can be verified and validated. Ballots may be returned by mail, facsimile, or scanned into email as determined by the Association.
8. Where there is a duly called written election process and an established quorum of 10% cannot be met during the initial 20-day voting period for a written ballot, a descending quorum provision will automatically be imposed. The voted ballot will again be noticed to the members during days 21 through and including voting day 34 and the established quorum shall be 5% of the voting members eligible to vote. Where quorum cannot be established, the voted ballot will again be noticed to the members during voting days 35 through and including voting day 41, the established quorum shall be 2% of voting members eligible to vote in an election or the number of ballots received on that date, but at no time shall the quorum be reduced to an amount less than 50-member ballots. Descending quorum shall only be used for the written ballot process related to the annual membership election of Directors or bylaws voting processes.
9. The term of office for all member-elected Directors shall be from the date of election until either one of the following: 1) For new Directors who have never served on the Association Board previously, the term shall be one year from the date of election, 2) For Directors with previous experience serving on the Board, the term shall be three years from the date of election.
10. Director positions, elected by the voting membership, that become vacant shall be filled by the nominees receiving the highest number of votes.
11. If there is a vacancy on the ballot, then that Director position becomes vacant on the day following the election.
12. All voted and received ballots shall be held at the CRPA office for one year. After an election and before the next scheduled Board of Directors meeting, an election report will be prepared for the Board of Directors and certified by the CRPA Secretary. The report shall include the number of ballots received and the tally of votes cast for each candidate

on the ballot. For bylaws votes, the report shall include the number of votes cast in favor or in opposition to the bylaw changes proposed to the members along with a copy of the actual ballot and issues voted upon. After one-year, ballots for any given election will be destroyed and the election report, along with all notices of the election, shall be maintained in the corporate records.

#### **SECTION F: Vacancy in Office**

1. A vacancy occurring in the position of Director, for any cause whatsoever shall be filled as prescribed:
2. A vacancy occurring in a Board Director position, filled by membership election, shall only be filled, until the next membership election, by the runner-up, if any, receiving the next highest number of votes in the most recent membership election.
3. A vacancy occurring in a Board Director position, filled by Board election, shall only be filled by the Board of Directors or, if between Board meetings, by the Executive Committee.
4. A vacancy occurring in a Board Director position filled by appointment by the Officers shall only be filled by appointment by the Officers.

#### **SECTION G: No Compensation for Directors**

1. Directors of this Association shall serve without compensation, other than reimbursement of authorized expenses.
2. If a vacancy occurs in the position of Executive Director, a Director may serve as Acting Executive Director, with compensation, upon appointment by the Executive Committee.
3. Directors may receive compensation for performing contractual services to the Association. Compensation may be approved on an interim basis by the Executive Committee, excluding the vote of that Director. Disclosures of any contract services provided to the Association by a sitting Director or past Director of the Association shall be disclosed through the proper disclosure documents.
4. No Director shall vote on any matter in which a conflict of interest occurs. The determining body shall be either the Board of Directors, the Executive Committee, or the Officers depending upon the relevant circumstances.
5. The Association may, upon the resolution of its Board of Directors, present to any Director, upon the expiration of his term of office, any token, memento, keepsake or other symbol of appreciation not to exceed \$500 value.

#### **SECTION H: Legal Powers of the Board of Directors**

1. The Board of Directors shall have full power and authority to:
2. Approve the borrowing of money on behalf of the Association, including the borrowing of money from any of the members or Directors of the Association, and otherwise to incur indebtedness on behalf of the Association.
3. Authorize the execution of promissory notes or other evidence of indebtedness of the

Association and to agree to pay interest thereon.

4. Authorize agreements and contracts for the good of the Association, which are outside of the authority of the Executive Committee or the scope of current budget authority.
5. Authorize the sale, conveyance, alienation, transfer, assignment, exchange, lease, disposal, mortgage, pledge, hypothecation and otherwise encumber or dispose of the property (real, personal and/or intellectual) and franchise of the Association.
6. Authorize the purchase, lease, and acquisition of property (real, personal, and/or intellectual) on behalf of the Association and, generally, to do and perform or cause to be done or performed, any and all acts which the Association may lawfully do and perform.
7. Adopt an Association budget for the next fiscal year at the annual meeting of the Board of Directors.

#### **SECTION I: Director Leave of Absence**

1. The Board of Directors may grant a leave of absence to a Director upon request and proof of necessity.
2. The temporary vacant position may be filled by a *pro tempore* appointment made by the President, subject to approval of the Officers.

#### **SECTION J: Board of Directors Meetings**

1. The Board of Directors shall meet semi-annually. The President shall designate the date, time, and place of such meetings.
2. The first meeting shall be held during the months of February or March and shall be designated herein as the Annual Meeting of the Board of Directors.
3. The second meeting shall be held during the months of August, September or October and shall be designated herein as the Mid-Year Meeting of the Board of Directors.
4. Special meetings of the Board of Directors may be held at any time on the order of the President or a majority of the Board of Directors and with proper notice or in an emergency situation.
5. To the extent permitted by law, any meeting may be held by conference telephone, electronic video, or other electronic means so long as all Directors participating in the meeting can communicate with one another concurrently and each Directors is provided with the means of participating in all matters before the Board.
6. Any action required or permitted to be taken by the Board of Directors may be made without a meeting if ALL members of the Board consent to the action in writing (by electronic communications). Such written consent shall have the same force and effect as unanimous vote of the Board taken at an in-person meeting. Such written consent shall be reduced to minutes and filed with the Association corporate documents.
7. Notices of all meetings of the Board of Directors, stating time and place, and the terms and purpose thereof, shall be sent by U.S. Mail, fax, or e-mail to each Director at the address on file with the Secretary not later than fifteen days in advance of such meeting.
8. Only Directors who are present shall have the right to vote at meetings of the Board of

Directors.

9. One third (1/3) of the number of Directors who are eligible to vote shall constitute a quorum for the transaction of Association business.
10. Every act or decision by the required majority of the Directors present at a meeting, where a quorum is present, shall be deemed an act of the Board of Directors.
11. All Board of Directors and special meetings of the Association shall be presided over by the President of the Association, and in the absence or inability to act of the President, by the Vice President, and in the absence of the Vice President, by the Secretary, and in the absence of the Secretary, by the Treasurer.
12. All meetings shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, latest edition.

#### **SECTION K: Removal of Elected or Appointed Directors**

1. Except as specified in §7221 of the California Corporations Code, a Director elected by the Association membership shall be removed as follows:
2. A Director elected by the membership shall only be removed by the affirmative vote of a majority of the Members who vote or cast a written ballot on such question.
3. A Director elected by the Board of Directors shall only be removed as a Director by a majority vote of the Board of Directors.
4. An appointed Director shall only be removed as a Director by the Officers.
5. If any Director, unexcused, fails to attend two meetings of the Board of Directors in any two-year period, that position may be declared vacant without further action of the Board of Directors, and the position filled as herein provided. (Excluding honorary Directors) It shall be the decision of the Officers whether to accept an absence as valid and excused. A valid excuse for absence shall include, without limitation, illness, bereavement, military service, or participation in a "Pro-Second Amendment" or competitive shooting activity. Notification of the CRPA office, by either email or phone call, at least two days prior to the start of the board meeting is required, except in cases of immediate onset of such an event qualifying for excuse.

#### **SECTION L: Indemnification of Directors**

1. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association while serving in their capacity as a Director.
2. The Association shall indemnify any current or former Director of the Association against expenses, judgements, fines, and amounts paid in settlement, actually and reasonably incurred, by him/her in connection with threatened, pending, or completed action or proceeding, to which he/she may be a party by reason of being or having been a Director of the Association an if he/she acted in good faith and in a manner reasonably believed to be in, and not opposing, the best interests of the Association. There shall be no indemnification in any action or proceeding where the Director is judged to be liable for their own tortious actions.

## **SECTION M: Conflict of Interest Policy**

1. The Association has adopted a process to promote the interest of the Association and will require Directors to submit an annual conflict of interest and confidentiality statement to the Association. Statements will be periodically reviewed by the Executive Committee to insure compliance with Director's fiduciary duties to the Association.
2. Should a Directors interests change during their service on the Board of Directors, they shall file a new updated conflict of interest statement with the Association immediately.

## **ARTICLE IV: ASSOCIATION OFFICERS**

### **SECTION A: Association Officers**

1. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.
2. Notwithstanding any rules of order to the contrary, all elected officers shall be *ex officio* members of all committees and shall have all the rights and privileges of any and all regular committee members including, but not limited to, being counted for the purpose of achieving a quorum. The Association President (or Vice President, if designated by the President) may, if he elects, act as Chairman of any committee.

### **SECTION B: Powers and Duties of the Officers**

#### **1. President**

- a. The President shall be the chief officer of the Association.
- b. The President shall preside over all meetings of the Membership and the Board of Directors and shall exercise general supervision of the business affairs and property of the Association.
- c. The President shall have, subject to the advice and control of the Board of Directors, charge of the direction and general management of the affairs, business, and employees of the Association and shall have such other powers and perform such other duties as from time to time may be assigned to the President by the Board of Directors or the Bylaws.

#### **2. Vice President**

- a. The Vice President shall take the place of and perform all duties of the President whenever said President is absent or unable to act, and while so acting, shall be vested with all the powers of the President.
- b. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the Bylaws.
- c. The Vice President shall be Chairman of the Executive Committee.
- d. In the event of the absence or inability to act, duties of the Vice President may be performed by any Director designated by the elected officers, and while so acting, shall be vested with all the powers of the Vice President.

### **3. Secretary**

- a. The Secretary shall keep, or cause to be kept, at the principal office of the Association, or such other place as the Board of Directors may order, a book of the minutes of all meetings of the Board of Directors of the Association and a separate listing of all motions approved therein.
- b. The Secretary shall keep at the same place a register of membership of all the members of the Association indicating the standing of each member, the date of issuance of a membership certificate, and the date and cause of cancellation, suspension or revocation thereof.
- c. The Secretary shall be the custodian of all records of the Association and shall execute with the President all legal instruments authorized or directed by the Board of Directors.
- d. The Secretary shall have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the Bylaws.
- e. In the event of absence or inability to act, duties of the Secretary may be performed by any Director designated by the Association Officers, and while so acting, shall be vested with all the powers of Secretary.

### **4. Treasurer**

- a. The Treasurer shall have the custody of and shall keep or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of assets, liabilities, resources, receipts, disbursements, gains, losses and all other records relating to the property and business of the Association.
- b. Such books and records shall at all reasonable times be open to inspection by any Director.
- c. The Treasurer shall be authorized to expend only those funds necessary to the operation of the Association, and consistent with the direction or delegation of authority of the Executive Committee, Board of Directors and/or as stated within these bylaws, approved budget authority, or the standing rules of the Association.
- d. In addition thereto, the Treasurer shall have such powers and perform such other duties as from time to time may be assigned by the Board of Directors or the Bylaws.
- e. In the event of his absence or inability to act, duties of the Treasurer may be performed by any Director designated by the Association Officers, and while so acting, shall be vested with all the powers of Treasurer.
- f. The Treasurer shall be Chairman of the Finance Committee.

### **SECTION C: Vacancies**

1. Whenever a vacancy occurs in any of the elected offices, such vacancy may be filled by an appointment made by the other Officers, subject to the ratification of the Board of Directors.
2. The person so appointed must be qualified for such office in accordance with the



rules of qualification to hold office as prescribed by these Bylaws.

3. Such appointee shall hold office for the remainder of the term of such office or until a successor is elected, whichever occurs sooner.

#### **SECTION D: Term of Office**

1. Each elected officer shall hold office for a period of one year or until a successor has been duly elected or appointed.

#### **SECTION E: Election of Officers**

1. Association officers shall be elected by the Board of Directors at the Annual Meeting. Such newly elected officers shall be installed and assume their elected responsibilities and positions as the last order of business , prior to adjourning the Annual Meeting.
2. Any candidate for election to such office must be a life member of the Association and a member of the Board of Directors at the time of election.
3. The President may not be elected to more than two consecutive terms, except that C.D. “Chuck” Michel may succeed himself as President for consecutive terms.
4. The President shall appoint an Election Committee consisting of no fewer than five Association members who shall count votes and certify the results of the election to the Board of Directors at the Annual Meeting of the Board of Directors.

### **ARTICLE V: COMMITTEES**

#### **SECTION A: Governance Committees**

1. No Director may serve on more than three governance committees without the authorization of the Board of Directors.
2. **Executive Committee**
  - a. The Executive Committee shall consist of eight members of the currently serving Board of Directors, including the Chairman, plus the other three Officers of the Association.
  - b. The Executive Committee Chairman shall be the Vice President of the Association.
  - c. A quorum of the Executive Committee, in order to conduct business, shall be six members.
  - d. The Executive Committee shall exercise all powers of the Board of Directors when said Board is not in session, except that the Executive Committee may not:
    - i. Repeal or amend the Bylaws or adopt new Bylaws;
    - ii. Remove Directors, with or without cause;
    - iii. Amend or repeal any resolution of the Board of Directors, which by its terms shall not be amendable or repealable;
    - iv. Purchase, sell, mortgage or lease real property of the Association, or adopt

- a corporate resolution recommending the sale, lease, exchange or other disposition of the assets of the Association with a value in excess of \$20,000, or authorize new construction with a value in excess of \$20,000, unless authorized by the Board of Directors;
- v. Present a petition for judicial dissolution, or to adopt plans of merger, consolidation, or non-judicial dissolution;
  - vi. Approve any type of expenditure in excess of \$20,000.
- e. The Executive Committee shall have a policy sub-committee for determining the over-arching policy stances of the Association as they relate to Program Support Committees. Any policy stances adopted by the sub-committee shall be reported and ratified at the next possible meeting of the full Executive Committee and additionally reported at the next meeting of the Board of Directors. The Board of Directors shall have the right to alter these policy decisions should they conflict with the mission of the Association by a majority vote of the Board of Directors at any meeting where a quorum is present.
  - f. The Executive Committee shall work with the Chairperson of Program Support Committees and staff to provide guidance and support from the Association.
  - g. When necessary, the Executive Committee shall conduct an executive search for the position of Executive Director of the Association if and when the position becomes vacant and fill the vacancy subject to ratification by the Board of Directors.
  - h. The Executive Committee shall prepare recommendations for employee compensation for approval by the Board of Directors.
  - i. A meeting of the Executive Committee may be called by the President or Chairman at any time.
  - j. The Executive Committee shall exist continuously, and members of the Executive Committee shall serve in that capacity until their successors have been elected.

### **3. Bylaws and Resolutions Committee**

- a. The Bylaws and Resolutions Committee shall consist of three members of the Board of Directors, plus the four Officers of the Association as ex officio members.
- b. The Bylaws and Resolutions Committee Chairperson and members shall be appointed by the Association Officers. Appointments to this Committee may be newly appointed Directors. Each committee member shall serve one-year term from the time of assignment until their replacement is assigned the next year.
- c. The Committee shall have access to corporate counsel and any other experts as necessary to perform their duties.
- d. Bylaws and Resolution Committee duties shall include, but not be limited to:
  - i. Prepare, and report to the Board of Directors recommendations for or against proposed bylaws amendments and/or revisions. These must be presented to the Board of Directors no later than 15 days prior to the Board meeting for any consideration or action on any such recommendations.
  - ii. Present for approval all resolutions to be considered and adopted by the

Board of Directors.

- iii. Meet at least once annually to consider the necessity of amending and/or revising the Association bylaws and drafting of resolutions of the Board of Directors.
  - iv. Make recommendations to the Board of Directors on honorary life memberships.
  - v. Direct corporate counsel to annually review changes to the California Corporations Code that affect the Association and prepare a report to the Committee with proposed bylaws amendments or revisions to maintain compliance.
- e. A minority report may be submitted by any member of this committee to the Board of Directors should any committee member deem such report advisable or necessary.

#### **4. Finance Committee**

- a. The Finance Committee shall consist of five members of the currently serving Board of Directors, including the Chairman, plus the other three Officers of the Association, as ex officio members.
- b. The Finance Committee Chairman shall be the Treasurer of the Association.
- c. Finance Committee duties shall include:
  - i. Assist and advise the Treasurer of the Association in all matters involving the raising and expenditure of Association funds, subject to the approval of the Board of Directors;
  - ii. Review reports provided by the Treasurer and staff regarding the financial status of the Association and be prepared to discuss at meetings;
  - iii. Prepare and submit an Association budget to the Board of Directors, not later than 15 days prior to the Semi-Annual meeting of the Board of Director;
  - iv. Arrange for an annual certified audit, compilation, or review (as determined by the Board of Directors) of the Association's financial transactions and accounting practices as of September 30 of each year, or at any time deemed necessary by a majority vote of the Board of Directors;
  - v. Prepare and forward to the Board of Directors written recommendations concerning the financial policies of the Association, when directed to do so by the President, or deemed necessary by this committee. Prepare reports for the Board of Directors concerning financial status of the Association, financial policies of the Association and any other pertinent matters.

#### **5. Nominating Committee**

- a. The Nominating Committee shall consist of five members of the currently serving Board of Directors, plus four Association Officers, as ex officio members. If any of the members of the Nomination Committee are eligible for re-election for the

current year, they must recuse themselves from any discussions regarding their potential placement on the ballot.

- b. The Nominating Committee chairman shall be appointed by the Officers of the Association.
- c. Nominating Committee duties shall include:
  - i. At or before the Annual Meeting of the Board of Directors, present a slate of nominees for election to the following positions: Officers of the Association, Executive Council, Executive Committee, and, the next Nominating Committee. Where necessary, present a slate of nominees for selection as Association-recommended candidates to the NRA Board of Directors Nominating Committee for consideration.
  - ii. Approve any final ballot before publication by the Association.
  - iii. Receive nominations, review, select qualifying nominees, and approve the ballot for Board of Director elections at both the Annual Meeting of the Board of Directors and for the ballot to be elected by vote of eligible membership.
  - iv. Assist each Program Committee Chairperson in finding qualified candidates for appointment to the Program Support Committees from either qualified members or currently serving Directors. Provide a list of all members serving on Program Support Committees to the Board of Directors.

**6. Additional Appointments to Governance Committees.**

- a. The Officers of the Association may appoint up to four additional Association members who are not otherwise Directors to serve as needed on the Board.

**7. Governance Committee Meetings.**

- a. Meetings of the Association’s committees may be called at any time for any relevant committee purpose or purposes by the committee Chairman or the President.
- b. Such meetings may be held by electronic means providing that all participants may simultaneously hear and/or see in order to participate during the electronic meeting.
- c. Meetings of Governance Committees shall be provided no fewer than seven days in advance.
- d. A majority of committee members shall constitute a quorum for the transaction of Bylaws and Resolutions, Finance, Nominating, and Legislative Policy Committee business. Executive Committee meeting quorum shall comply with section Article V, Section A (2) of these bylaws.

**SECTION B: Program Support Committees**

- 1. The Program Support Committees are:

<u>COMMITTEE</u>	<u>TYPE</u>
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Shooting & Training Program Support Committee	Program
Law Enforcement Program Support Committee	Program
Hunting and Wildlife Conservation Program Support Committee	Program
Historical Arms & Exhibitions Program Support	Program
Legislative Affairs Program Support	Program
Communications & Tech Program Support Committee	

2. Program Support Committee Members shall be appointed by the Association Officers with the counsel of the Nominating Committee. A nominee for appointment to a Program Support Committee must be an Association member in good standing.
3. Each committee shall consist of the number necessary to carry out the business of the committee as determined by the Officers and Chairperson and the needs of the committee.
4. Each Committee Chairperson shall be appointed by the Association Officers from any member in good standing who, at the discretion of the Association Officers, possesses the skills necessary for the operation of the committee.
5. **Appointment of Program Support Committee Members**
  - a. Program Committee members may be a sitting Director or a member of the Association who meets the requirements set forth by the Association and can contribute to achieving the goals of the Association.
  - b. The term of any appointed Program Support Committee member shall be one year from the date of the appointment. Appointments to the Program Support Committees will be made in the spring of each year, after the Annual Board of Director's Meeting.
  - c. Interested applicants should complete the proper documents and submit their information to the CRPA office by the designated deadline. Applicants' information will then be provided to the Nominating Committee for review and certification of qualification to serve on a Program Support Committee. The Nominating Committee will forward all qualified members (individuals) to the Association Officers for appointment to committees. Association Officers have the sole discretion to appoint committee members based upon the needs of the committee and insight from the committee chairperson.
6. **Duties Common to All Program Support Committees**

Duties common to each Program Committee shall include, but not be limited to:

  - a. Identify, recommend, implement, and promote the Association's policies assigned to the Committee;
  - b. Submit to the Nominating Committee, no later than November 15, a list of recommended candidates for appointment in the next year to the Program Support Committee.
  - c. Encourage and promote membership to the Association and participation in all Association activities/committees and in the shooting sports generally, and in particular by juniors, women, and other identifiable groups with potential interest.
  - d. Publicize committee activities in *The Firing Line* and via the Association

website.

**7. Duties of Shooting & Training Program Support Committees**

- a. Administer and conduct state championship matches, and other sanctioned activities in accord with the current version of *The Standard Operating Procedures for Conducting CRPA State Championships*.
- b. Administer Association policy concerning the conduct of junior state championships for all shooting activities.
- c. Work with CRPA staff to develop a more streamlined process for both sanctioned and non-sanctioned shooting events, work with staff in the further development of the CRPA Training programs and make recommendations to the *Standard Operating Procedures for Conducting CRPA State Championships*.

**8. Qualifications of Shooting & Training Program Support Committee Members**

- a. NRA classification in the discipline(s) administered by CRPA or verifiable classification by a primary national sanctioning organization for at least one discipline;
- b. Demonstrable competitive shooting expertise;
- c. Demonstrable expertise in program promotion of the shooting sports and how to engage members and non-member;
- d. Demonstrable ability to contribute to the Association's growth and expansion of shooting disciplines and training administered by CRPA.

**9. Qualifications of Non-Shooting Program Support Committees**

Duties of each non-shooting Program Committee shall include, but not be limited to:

- a. Hunting and Wildlife Conservation Committee unique duties are the development of programs relating to the use and management of our wildlife resources for the sport of hunting in its broadest sense, including the right of hunters to own, possess, and use firearms in the lawful pursuit of the sport of hunting, with the objective of encouraging hunters and others to affiliate with the CRPA; working with CRPA staff to accomplish policy set forth by the Executive Committee.
- b. Historical Arms Exhibition Program Support Committee unique duties include the implementation of policies and programs for encouraging participation of firearms collectors, individuals and organizations, in Association membership and activities, for encouraging Association members to engage in collecting historically significant firearms and to conduct exhibitions of firearms collections in the furtherance of these objectives; working with CRPA staff to accomplish policy set forth by the Executive Committee.
- c. Law Enforcement Program Support Committee unique duties include being able to identify and promote opportunities to mobilize and connect with law enforcement officials and agencies to support objectives and goals of the Association; promotes membership to state, county, and local law enforcement agencies and related organizations and their members in an effort to educate and establish relationships; working with CRPA staff to accomplish policy set forth by the Executive

Committee.

- d. Legislative Affairs Program Support Committee unique duties include working with the CRPA Legislative Liaison to review pending legislation; assisting in developing legislative initiatives for the Association; working with CRPA staff to engage membership regarding legislative calls to action; assist where needed in contacting legislators; sharing content with the public regarding pending legislative and regulatory initiatives; assist the Legislative Liaison as requested; working with CRPA staff to accomplish policy set forth by the Executive Committee.
- e. Communications and Technology Committee unique duties include providing expertise and guidance for developing and maintaining an effective, modern communications infrastructure and social media and Internet presence; assisting staff in review communications as requested; working with CRPA staff to accomplish policy set forth by the Executive Committee.

#### **10. Qualifications of Non-Shooting Program Support Committee Members**

- a. Demonstrable subject matter expertise in the committee's area of focus.
- b. Demonstrable ability to contribute to the Association's growth and expansion of the programs administered by the committee.

#### **SECTION C: Special Committees**

1. Special Committees are created at the pleasure of the President.
2. The President may appoint and/or dismiss as many special committees, consisting of Officers and/or Directors and/or Members and/or agents, representatives or employees of the Association, as the President deems necessary, convenient, expedient, or proper, and may prescribe the powers and duties of such committees.
3. There shall be an Executive Council which shall be advisory to the Board of Directors with voice, but without vote. Members of the Executive Council are not Directors by virtue of serving on Executive Council. Any Association past president in good standing may be elected thereto by a two-thirds vote by said Board of Directors. The Executive Council shall perform such acts and duties as may be specifically designated to it from time to time by the Board of Directors.
4. The immediate past president shall automatically become a member of the Executive Council for three years.
5. The term of office for members of the Executive Council shall be from the date of election through the end of the Board of Directors meeting three years following said election.

#### **SECTION D: Ex Officio Committee Members**

1. Notwithstanding any rules of order to the contrary, all elected Officers shall be ex officio members of all committees and shall have all the rights and privileges of any and all regular committee members including, but not limited to, being counted for the purpose of achieving a quorum. The Association President (or Vice president, if designated by the President) may, if he elects, act as Chairman of any committee.

### **SECTION E: Dismissal of Committees**

1. All Governance and Program Support Committees shall at all times be subject to the control of the Board of Directors and may only be dismissed by the Board of Directors.
2. Special Committees shall be at the control of the President and may be dismissed by the President.

### **SECTION F: Program Support Committee Meetings**

1. Meetings of the Association's committees may be called at any time for any relevant committee purpose or purposes by the committee chairman or the Association President.
2. A majority of committee members shall constitute a quorum for the transaction of business.

## **ARTICLE VI: ASSOCIATION EMPLOYEES**

### **SECTION A: Executive Director**

1. The Board of Directors may retain an Executive Director.
2. The Executive Director shall conduct the affairs of the Association in accordance with programs and policies established by the Board of Directors in compliance with Association Bylaws.
3. The Board of Directors shall prescribe the duties and fix the compensation of the Executive Director and may terminate the employment of said Executive Director when deemed necessary and proper.
4. The Executive Director shall direct and supervise the activities of all Association employees and contract services.

### **SECTION B: Agents and Employees**

1. The Board of Directors may appoint and remove such other agents and/or employees of the Association as it shall deem necessary, proper, or expedient; and from time to time prescribe their duties and fix their salaries.
2. Such agents and/or employees may, but need not, be members of the Association.

## **ARTICLE VII: PROPERTY AND FUNDS**

### **SECTION A: Property - Possession and Disposition**

1. All property, both real and personal, now or hereinafter possessed by the Association, shall be held in trust for the benefit of the present and future members of the Association, or any successor corporation.
2. Upon the dissolution or winding up of the corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(4) of the Internal Revenue Code.



## **SECTION B: Property Rights**

1. No property rights whatsoever shall attach to any class of membership in this Association. The certificate of membership merely entitles the holder to participate in and enjoy the privileges and activities of the Association.

## **ARTICLE VIII: BYLAWS AMENDMENTS AND REVISIONS**

### **SECTION A: Amendments, Revisions and Additions to Bylaws**

1. Unless member approval is otherwise required by the Nonprofit Corporation Law of 1980, amendments, revisions and additions to these Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any duly held meeting, provided that the members of the Board of Directors have been given at least fifteen (15) days' notice. The notice must contain a copy of the proposed amendment(s) and may be sent electronically.
2. Where a membership vote is required by law, amendments to the Bylaws will be presented to the Board of Directors for approval by a two-thirds (2/3) vote at a duly held meeting of the Board of Directors. If the amendments are adopted by the Board of Directors, the CRPA staff will be instructed to present the proposed amendments to eligible voting members through any lawful means (including without limit, written ballot). Member approval shall be deemed given if such amendment or revision of Bylaws is adopted by the affirmative vote of a majority of those Members submitting a ballot where a quorum is present. (See Article III, Section E (7) (8)).

### **SECTION B: Amendments and Revisions to Articles of Incorporation**

1. Unless member approval is otherwise required by the Nonprofit Corporation Law of 1980, amendments or revisions to the Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any duly held meeting, provided that the members of the Board of Directors have been given at least fifteen (15) days' notice. The notice must contain a copy of the proposed amendments and may be sent electronically. If Member approval of an amendment or revision to the Articles of Incorporation is required by Corporations Code §7812, then approval may be obtained by any lawful means (including without limit, written ballot). Member approval shall be deemed given if such amendment or revision to the Articles of Incorporation is adopted by the affirmative vote of a majority of the Members submitting a ballot where a quorum is present. (See Article III, Section E (7) (8)).