

Bylaws of BIG BEND SPORTSMAN CLUB (BBSC)

A Texas Nonprofit Corporation

ARTICLE ONE. OFFICES

Section I. Principal Office

The principal office of the corporation in the State of Texas will be located at _____ *[address of office]*.

Section II. Other Offices

The corporation may have such other offices, within Brewster County, Texas, as the board of directors may determine or as the affairs of the corporation may require.

ARTICLE TWO. MEMBERS

Section I. Classes of Members

The corporation will have *two classes* of members. Those classes shall be Annual and Lifetime Members.

Section II. Admission

An applicant will be admitted to membership in the corporation only on submitting an application for membership, payment of the prescribed dues amount, and approval of membership by the board of directors. Applications for membership will be in a form prescribed by the board of directors. Such application shall include 1) a waiver and indemnity agreement in a form adopted by the board, and 2) an agreement to obey and follow such rules for the range as may be adopted by the board from time to time.

Section III. Voting Rights

Each member will be entitled to one vote on each matter submitted to a vote of the members.

Section IV. Suspension or Expulsion of Members

The membership, by affirmative majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who is in default in the payment of dues for the period fixed in ARTICLE NINE of these bylaws. In addition, the board of directors, by affirmative vote of two-thirds of all

of the members of the board, may suspend or expel a member for conduct that the board deems detrimental to the objectives or interests of the corporation, or in violation of its constitution, bylaws, code of ethics, or rules and regulations, provided the member is given notice of the proceedings and an opportunity to be heard in his or her own defense.

Section V. Reinstatement

On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate the former member to membership on such terms as the board of directors deems appropriate.

Section VI. Transfer of Membership

Membership in this corporation *is not* transferable or assignable.

Section VII. Termination of Membership

Membership will terminate on the death or resignation of a member, the expiration of the annual membership period in accordance with these bylaws, or on expulsion of the member by the manner set forth in Article Two, Section IV. On such termination, any right, title, or interest of the member in or to the corporation will cease.

ARTICLE THREE. MEETINGS OF MEMBERS

Section I. Annual Meeting

An annual meeting of the members will be held on the first Tuesday of September of each year, for the purpose of nominating and electing a slate of officers and directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Texas, the meeting will be held on the next succeeding business day. If the election of directors is not held on the day designated in these bylaws for any annual meeting, or at any adjournment of the meeting, the board of directors must cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section II. Special Meetings

Special meetings of the members may be called by the president, the board of directors, or not less than ten of the members having voting rights.

Section III. Place of Meeting

The board of directors may designate any place, within Brewster County, Texas, as the place of meeting for any annual meeting or for any regular or special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of meeting will be the registered office of the corporation in the State of Texas.

Section IV. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members must be delivered to each member entitled to vote at the meeting not more than 30 days before the date of the meeting, either personally, by email, or by mail, by or at the direction of the president, secretary or the officers or persons calling the meeting. In the case of special meetings or when required by these bylaws or by law, the purpose or purposes for which the meeting is called will be stated in the notice. If sent by mail, notice will be deemed delivered when deposited in the United States mail, with proper postage prepaid, addressed to the member at the member's address as it appears in the records of the corporation at the time of mailing. Notice may also be given by email to the email address provided by the member and shown on the records of the corporation.

Section V. Quorum

The presence of two or more of the members of the board of directors, as well as five or more Annual or Lifetime Members shall constitute a quorum for the transaction of any necessary action by the corporation.

Section VI. Proxies

No proxies will be allowed.

ARTICLE FOUR. BOARD OF DIRECTORS

Section I. General Powers

The normal, day to day, affairs of the corporation will be managed by its board of directors. Directors must be members of the corporation.

Section II. Number, Tenure, and Qualifications

The number of directors will number not less than five, and be made up of the President, Vice President, Secretary, Treasurer, Range Officer, and one member elected at large from the membership. Each director will hold office until the next annual meeting of members and until his or her successors have been elected and qualified.

Section III. Regular Meetings

A regular meeting of the board of directors will be held, prior to or immediately after, the annual or any regular meeting of members. The board of directors may provide by resolution the time and place, within Brewster County, Texas, for holding additional regular meetings of the board without other notice than such resolution.

A regular meeting of the membership shall be held the first Tuesday of each month at a location to be fixed by the board of directors.

Section IV. Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, within Brewster County, Texas, as the place for holding any special meeting of the board called by them.

Section V. Notice

Notice of any special meeting of the board of directors must be given at least 10 days prior to such meeting by written notice delivered personally, or sent by email or by mail to each director at his or her address, as shown in the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been called or convened as required by these bylaws or is contrary to law. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section VI. Quorum

A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting without further notice.

Section VII. Vacancies

Any vacancy occurring in the board of directors will be filled by the affirmative vote of a majority of the members present at any regular meeting. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Section VIII. Compensation

Directors as such will not receive any stated salaries for their services, but by resolution of the board of directors any current or former director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any proceeding on a claim being asserted against that director arising from his or her being or having been such director, except in relation to matters as to which he or she may have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE FIVE. OFFICERS

Section I. Officers

The officers of the corporation will be a President, Vice President, a Secretary, a Treasurer, and a Range Officer.

Section II. Election and Term of Office

The officers of the corporation will be elected annually by the membership at the regular annual meeting of the Big Bend Sportsman Club held in September. If the election of officers is not held at such meeting, such election must be held as soon thereafter as is convenient. The term of office of elected officers and directors shall begin September 1 following election.

Section III. Removal

Any officer elected or appointed by the membership may be removed by the membership whenever in its judgment the best interests of the corporation would be served by such action, but such removal will be without prejudice to the contract rights, if any, of the officer removed.

Section IV. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the membership for the unexpired portion of the term.

Section V. President

The president will be the principal executive officer of the corporation and will, in general, supervise and control all of the business and affairs of the corporation. The president will preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by the board of directors, or by these bylaws or statute to some other

officer or agent of the corporation. In general, the president will perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section VI. Vice President

In the absence of the president, or in the event of the president's inability or refusal to act, the vice president will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions on the president. A vice president will perform such other duties as from time to time may be assigned by the president or by the board of directors.

Section VII. Treasurer

If required by the board of directors, the treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors may determine to be appropriate. The treasurer will have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as may be selected by the board of directors; and, in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.

Section VIII. Secretary

The secretary will keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with these bylaws or as may be required by law; act as custodian of the records of the corporation; keep a register of the mailing address of each member which will be furnished to the secretary by such member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

Section IX. Chief Range Officer

The Chief Range Officer shall be responsible for promoting and enforcing firearm safety on the range, oversee construction and repair projects, and coordinate all organized shooting events. Upon his absence, he may appoint a deputy range officer to fill these duties. He/she will also chair the range operations committee.

ARTICLE SIX. COMMITTEES

Section I. Other Committees

Other committees that do not have or exercise the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Members of each such committee will be members of the corporation, and the president of the corporation will appoint the members. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation will be served by such removal.

The board of directors shall create a Range Operations Committee. This committee shall prepare and submit to the Board for approval the following:

1. Rules and Regulations for the operation of the range.
2. Rules and Regulations for use by non-member groups.
3. Waivers and Releases for use by members and non-members using the range.
4. Any recommended improvements to the Range.
5. Nominate individuals to serve as Range Safety Officers.

Section II. Chair

One member of each committee will be appointed chair by the person or persons authorized to appoint the committee members.

Section III. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section IV. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

ARTICLE SEVEN. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I. Contracts

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time may be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments must be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section III. Deposits

All funds of the corporation must be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

Section IV. Gifts

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

ARTICLE EIGHT. CERTIFICATES OF MEMBERSHIP

Section I. Certificate of Membership

The board of directors may provide for issuance of certificates or cards evidencing membership in the corporation, which will be in such form as may be determined by the board. All certificates evidencing membership in any class must be consecutively numbered. The name and address of each member and the date of issuance of the certificate will be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the board of directors may determine.

Section II. Issuance of Certificates

If the board of directors has provided for the issuance of certificates of membership under Section I of this Article, when a member has been granted

membership and has paid any membership dues that may then be required, the secretary or his/her designee must issue a certificate or card of membership in the new member's name.

ARTICLE NINE. DUES

Section I. Annual Dues

The membership, by action at any annual meeting, may determine the amount of membership fee, if any, and annual dues payable to the corporation by members.

Section II. Payment of Dues

Dues will be payable on or before the first day of September each fiscal year and may be paid throughout the fiscal year of the club. Dues of a new member will NOT be prorated from the first day of the month in which such new member is granted membership for the remainder of the fiscal year of the corporation. Dues may be prorated if paid in June, July or August of any year.

ARTICLE TEN. MISCELLANEOUS

Section I. Books and Records

The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section II. Fiscal Year

The fiscal year of the corporation will begin on the first day of SEPTEMBER and end on the last day of AUGUST of each year.

Section III. Corporate Seal

A corporate seal shall not be used.

Section IV. Waiver of Notice

Whenever any notice must be given under the Texas Business Organizations Code or under the certificate of formation or bylaws of this corporation, a waiver

of such notice, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN. AMENDMENTS

Section I. Power of Members to Amend Bylaws

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote and are present at a meeting called for that purpose according to the articles or bylaws. Any amendment or repeal or a bylaw, or additional or new bylaws will be filed with the Texas Secretary of State as required by law.

ARTICLE TWELVE. USE OF CORPORATION'S FACILITIES

No person, except a member of the corporation, the family member of such member, and not more than two guests of the member, when in the company of the member, may use the facilities owned or leased by the corporation. As used in these bylaws the term "family" will include only persons within the first degree of relationship either to the member or to the member's spouse. Use by a member is expressly conditioned upon the agreement of member and/or guest to execute such waiver and indemnity agreement as the board may direct. No member may loan or give his/her access key to a non-member at any time. Doing so will cause termination of membership in the BBSC.

These bylaws were adopted by the membership on
_____ [date of adoption].

[Name of designated officer]