

**BYLAWS
OF
TEXAS PANHANDLE PISTOL CLUB, INC.,
A TEXAS NONPROFIT CORPORATION**

The Executive Committee of Texas Panhandle Pistol Club, Inc., a Texas nonprofit corporation (the “**Corporation**”), adopts the following Bylaws to govern the operations of the Corporation, subject to the provisions of the Corporation’s Certificate of Formation and the Texas Nonprofit Corporation Law, Chapter 22 of the Texas Business Organizations Code.

**SECTION 1
NAME AND PURPOSES OF THE CORPORATION**

- 1.1 Name.** The name of this Corporation is Texas Panhandle Pistol Club, Inc. The activities of the Corporation may not be conducted under any other name or assumed name.
- 1.2 Purposes.** The Corporation is a nonprofit corporation organized to engage in the activities permitted to be carried on by social and recreation clubs under Section 501(c)(7) of the Internal Revenue Code of 1986 (the “Code”), as amended. Specifically, the Corporation is devoted to providing Members with opportunities for fellowship, recreation, and enjoyment of the Constitutional right of firearm ownership, all in a safe and fun environment.

The Corporation’s activities may include, without limitation:

- a. providing firearm safety programs for youth, hunters, and other community members;
- b. assisting Boy Scouts with earning firearm-related merit badges;
- c. operating a safe, patriotic, family-oriented environment for Members to commingle and enjoy fellowship with one another based upon their mutual appreciation of the Constitutional right of firearm ownership;
- d. distributing a regular Newsletter to the Members;
- e. being sponsored by the National Rifle Association (“**NRA**”); and
- f. being an active NRA membership recruiter.

Notwithstanding any provision of the Corporation’s Certificate of Incorporation or any other provision of these Bylaws, the Corporation may not carry on any

activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Code, or the corresponding section of any further federal tax code.

- 1.3 Powers.** To accomplish the preceding purposes, the Corporation has the power to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, the attainment of any objects, or the furtherance of any of the powers earlier described, either alone or in association with other corporations, governmental entities, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with those objects or purposes, provided the same are not inconsistent with the laws under which the Corporation is organized. The Corporation has all the general powers enumerated in Section 22.101, et seq., of the Texas Business Organizations Code (or successor statute).
- 1.4 Inurement Clause.** Except as otherwise provided in the Corporation's Certificate of Formation or in these Bylaws, no part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, its Members, Directors, Officers, trustees, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- 1.5 Statement of Nondiscrimination.** Notwithstanding any provision of these Bylaws, the Corporation will not discriminate against any Officer, Director, applicant, or participant on the basis of sex, race, color, ethnicity, or national origin.

SECTION 2 NONPROFIT CORPORATION

- 2.1 Dividends.** This Corporation is not organized for profit or personal gain, and it may never declare or pay any dividend from its profits, and no part of its income may be disbursed to Members, Directors, or Officers, except for necessary expenses and services actually rendered as provided in Sections 7.17 and 8.8 below.
- 2.2 Use of Funds.** All funds, income, and contributions paid into the Corporation shall be used only for the purposes stated in Section 1. No Director or Officer of the Corporation or any member of a family of any of them shall be eligible for any benefit, nor may they ever receive any funds from the Corporation, nor any monetary return from the operation of the Corporation, except for necessary expenses and services actually rendered as provided in Sections 7.17 and 8.8

below.

SECTION 3 OFFICES

- 3.1 Principal Office.** The Corporation will have its principal office in the City of Amarillo, Texas. The Corporation may have other offices, either within or without the State of Texas, as the Executive Committee may determine or as the affairs of the Corporation may require from time to time.
- 3.2 Registered Office and Registered Agent.** The Corporation must have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Business Organizations Code. The Corporation may have a registered office identical with the principal office of the Corporation in the State of Texas. The Officers may change the address of the registered office and the registered agent from time to time.

SECTION 4 MEMBERSHIP

- 4.1 Classes of Membership.** The Corporation will have one class of Membership that consists of two types of Memberships: Individual Membership and Family Membership.
- a. Individual Membership.** An Individual Membership is a membership owned and enjoyed by one individual Member over the age of eighteen. Each Individual Membership is entitled to one vote on each matter submitted to a vote of the Members. Each Individual Membership may vote only in person through the individual Member who owns and enjoys the Individual Membership.
- b. Family Membership.** A Family Membership is a membership owned and enjoyed by one individual over the age of eighteen plus (i) all other persons under the age of twenty-five and that reside in the same household and (ii) all legal or financial dependents. Each Family Membership is entitled to one vote on each matter submitted to a vote of the Members. Each Family Membership may vote only in person through one of the individuals who enjoys the Family Membership.
- 4.2 Requirements for New Membership.** An Applicant for new membership in the Corporation must:
- a. submit to the Executive Committee a completed Membership Application

- (as described in Section 4.4 below);
- b. meet the then-current federal requirements for eligibility to purchase a firearm;
- c. be a member of the NRA;
- d. have never been convicted of a felony;
- e. have not been indicted or charged with disorderly conduct or with a Class “A” or “B” misdemeanor within the preceding 5 years;
- f. have never been arrested for involvement in any domestic violence;
- g. be recommended by at least one existing Member OR have a concealed handgun license; and
- h. attend a Corporation-sponsored orientation class to learn proper range usage, safety guidelines, and operational procedures.

At each regular meeting of the Executive Committee, the Executive Committee will review and consider the Applications received since the preceding meeting. The Executive Committee must vote on each Application received, and may approve an Application by a majority vote of the Executive Committee members in attendance at the meeting.

4.3 Requirements for Continued Membership. In order to continue Membership in the Corporation and be considered a “**Member in Good Standing**”, a Member must continue fulfilling the requirements listed in Section 4.2.

4.4 Membership Application. The Executive Committee must adopt an application form (the “**Application**”) that, at a minimum, requires the Applicant to show that he meets the requirements listed in Section 4.2 above. The Executive Committee may revise the Application from time to time.

4.5 Annual Membership Dues.

a. Payment Requirement. The Members of the Corporation must pay Annual Membership Dues, which are due and payable on or before the first Saturday of December of each calendar year. A Member who does not pay his Annual Membership Dues within 30 days after they are due will be subject to automatic termination of his Membership in accordance with Section 4.6.b

below.

b. Amount. The amount of Annual Membership Dues must be set by the Executive Committee, and the Executive Committee has the right to increase or decrease the Annual Membership Dues as necessary to carry out the purposes of the Corporation. Notwithstanding the preceding sentence, the Executive Committee may not increase the Annual Membership Dues to more than \$250 per year, nor may the Executive Committee increase the Annual Membership Dues by more than 10 percent in any given year.

Applicants for New Membership approved by the Executive Committee on or after July 1 of a given calendar year will be given a discount of \$10 per month for that calendar year's dues. Officers may grant any other discounts at their discretion.

c. Reminders. Each year, during the month of November, the Executive Committee will distribute membership renewal reminders to the Members.

4.6 Termination of Membership. Membership in the Corporation may be terminated in any of the following ways:

a. Resignation. A Member may terminate his membership by submitting a written resignation to the Executive Committee, EXCEPT that no Member may resign if that Member is in debt to the Corporation.

b. Automatic Termination. The membership of any Member will automatically terminate if such Member ceases to meet the requirements for Membership described in Section 4.3 above.

c. Expulsion. The Executive Committee may expel a Member if the Executive Committee finds that the Member:

- i. intentionally destroyed or stole of Corporate property;
- ii. has been convicted of a felony;
- iii. has been indicted or charged with disorderly conduct or with a Class "A" or "B" misdemeanor within the preceding 5 years;
- iv. has been arrested for involvement in any domestic violence;
- v. has been under the influence of alcohol, or has been in possession of alcohol, on Corporation property;

- vi. has engaged in any physical altercations on Corporate property; or
 - vii. has engaged in any illegal or unlawful activities on Corporate property or at a Corporate event.
- d. **Refund of Annual Membership Dues.** The Corporation will not refund any Annual Membership Dues to any Member whose Membership is terminated under this Section 4.6.
- 4.7 Readmission.** Individuals whose Membership in the Corporation has terminated may be readmitted to the Corporation in the same manner by following the same procedures as described in Section 4.2 above.
- 4.8 Voting Rights.** As described in Section 4.1 above, each Membership is entitled to one vote on each matter submitted to a vote of the Members. A Member may vote in person only; no Member may vote by proxy. No Member may vote if he has not paid his Annual Membership Dues for the then-current year.

SECTION 5 MEETINGS OF MEMBERS

- 5.1 Regular Membership Meetings.** The Members will have two Regular Membership Meetings each calendar month: the first meeting will be on the first Saturday of the calendar month, and the second meeting will be on the following Thursday evening of the calendar month. Members need attend only one Regular Membership Meeting each calendar month in order to receive credit for attending that month's Regular Membership Meeting.
- 5.2 Special Membership Meetings.** Special Membership Meetings may be called:
- a. by the President on his own motion;
 - b. by the President at the request of the Executive Committee; or
 - c. at the request of 25 or more Members of the Corporation.
- 5.3 Annual Meetings of the Members.** The Annual Membership Meeting will be held each year in December in lieu of the regular meeting for the month of December. There will be two Annual Meetings, just as there would be two Regular Membership Meetings.
- 5.4 Quorum.** A quorum at any regular or special meeting of the Members will

consist of the Members of the Corporation that are in attendance. Once a quorum has been constituted at a meeting, it may not be broken by the subsequent absence of Members from such meeting at which a quorum was constituted.

- 5.4 Location.** All meetings of the Members will be held in Amarillo, Texas.
- 5.5 Notice.** The Secretary will deliver written notice stating the date, time, and location of any meeting of the Members by posting the notice on the Corporation’s website and in the Corporation’s Newsletter. In the case of a special meeting or when required by statute or these Bylaws, the notice must state the purposes for which the meeting is called.
- 5.6 Majority Vote.** When a quorum is present at any meeting, the vote of the majority of the Members present at such meeting will decide any question brought before the Members at such meeting, unless the vote of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.
- 5.7 Conduct of Meetings.** At every meeting of the Members, the President or, in his absence, the Vice President or, in his absence, the Secretary or, in his absence, a Director designated by the President, will chair the meeting.

SECTION 6 EXECUTIVE COMMITTEE

- 6.1 Members of the Executive Committee.** The Executive Committee consists of the Officers and the Directors (each individual being an “**Executive Committee Member**”).
- a. Voting Members of the Executive Committee.** The Officers have voting rights in their capacities as Members of the Executive Committee.
 - b. Non-Voting Members of the Executive Committee.** The Directors that are not officers do not have voting rights in their capacities as Members of the Executive Committee.
- 6.2 Duties of Executive Committee.** The Executive Committee manages the affairs of the Corporation. The Executive Committee must exercise ordinary business judgment in managing the affairs of the Corporation. The Executive Committee must act in good faith and take actions it reasonably believes to be in the best

interests of the Corporation and that are not unlawful. In all other instances, the Executive Committee must not take any action that it reasonably believes would be opposed to the Corporation's best interest or would be unlawful. A Member of the Executive Committee will not be liable if, in the exercise of ordinary care, the Member of the Executive Committee acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

6.3 Place of Meetings of the Executive Committee. All Executive Committee meetings will be held in Amarillo, Texas.

6.4 Regular Meetings of the Executive Committee. The Executive Committee will hold Regular Meetings once per calendar month. The President will select the date and time of each Regular Meeting of the Executive Committee. The Executive Committee may hold its Regular Meetings without any notice of any kind other than the resolution establishing the place, date, and time for the meetings. At any Regular Meeting of the Executive Committee, the Executive Committee may transact any business that may come before the Executive Committee.

6.5 Special Meetings of the Executive Committee.

- a. **Persons Entitled to Call Special Meeting of the Executive Committee.** The President may call a Special Meeting of the Executive Committee. Additionally, the Secretary must call a Special Meeting of the Executive Committee upon the written request of any one Officer.
- b. **Notice of Special Meeting of the Executive Committee.** The Officer calling the Special Meeting of the Executive Committee must give notice of the Special Meeting to each of the Members of the Executive Committee.

For written notice delivered personally or by email, the notice must be sent at least three days before the date of the Special Meeting.

For written notice delivered by mail, the notice must be sent at least five days before the date of the Special Meeting. Such notice will be deemed to be delivered when deposited in the United States Mail, properly addressed, with postage thereon prepaid.

The notice of the Special Meeting must state the location of the Special Meeting. Except as otherwise provided by law, the Certificate of Formation, or these Bylaws, the notice of a Special Meeting need not state the business to be transacted at, or the purpose of, the Special Meeting. At any Special Meeting, the Executive Committee may transact any business

that may come before the Executive Committee.

- 6.6 Waiver of Notice.** A Member of the Executive Committee may waive notice of a meeting of the Executive Committee in writing either before or after the meeting. A Member of the Executive Committee who attends any meeting, by attending the meeting, waives notice of the meeting unless the Member of the Executive Committee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
- 6.7 Quorum.** A majority of the Officers will constitute a quorum for the transaction of business at any meeting of the Executive Committee; but if less than a quorum of Officers is present at a meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.
- 6.8 Actions of Executive Committee.**
- a. At Meeting.** The vote of a majority of Officers present and voting at a meeting of the Executive Committee at which a quorum is present is sufficient to constitute the act of the Executive Committee unless the act of a greater number is required by law, the Certificate of Formation, or these Bylaws. An Officer who is present at a meeting and abstains from voting is considered to be present and voting for the purpose of determining the decision of the Executive Committee.
 - b. By Phone or Email.** The Executive Committee may act without a meeting if the same vote consenting to an action required at a meeting of the Officers is obtained by phone or email. Any such actions taken by the Executive Committee must be presented to the Executive Committee at its next regularly scheduled meeting and reflected in the minutes of that meeting. Any action taken in this manner will have the same force and effect as an affirmative vote taken at a meeting of the entire Executive Committee.
 - c. By Written Consent.** The Executive Committee may act without a meeting if the same vote consenting to an action required at a meeting of the Officers is obtained as evidenced by signatures on a written consent in lieu of meeting. Any such actions taken by the Executive Committee must be presented to the Executive Committee at its next regularly scheduled meeting and reported in the minutes of such meeting. Any action taken in this manner will have the same force and effect as an affirmative vote taken at a meeting of the entire Executive Committee.

ARTICLE 7
OFFICERS

- 7.1 Duties of Officers.** The Officers will oversee the day-to-day affairs of the Corporation. The Officers must exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as the Officers of the Corporation, the Officers must act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Officers must not take any action that they reasonably believe would be opposed to the Corporation's best interest or would be unlawful. An Officer will not be liable if, in the exercise of ordinary care, the Officer acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.
- 7.2 Identification Officers.** The Corporation will have the following Officers:
- a. President,
 - b. Administrative Vice President,
 - c. Operations Vice President,
 - d. Secretary,
 - e. Treasurer,
 - f. Membership Director, and
 - g. Events Director.
- 7.3 General Requirements for Officers.** All Officers must be Members in Good Standing. Additionally, all Officers must have been Members in Good Standing for the two years prior to their election.
- 7.4 Election and Term of Officers.** All Officers will be elected by a simple majority of the Members by written ballot at the Annual Meeting of the Members. All Officers will serve for a term of two-years or until their replacements are elected. Officers may serve successive terms. Newly-elected Officers will take office immediately upon their election, and their predecessors will have 15 calendar days to deliver to the newly-elected Officer all records and other properties relating to the office.
- a. **Officers Elected in Even Years.** The following Officers will be elected in even years: Administrative Vice President, Treasurer, and Events Director.
 - b. **Officers Elected in Odd Years.** The following Officers will be elected in odd years: President, Operations Vice President, Secretary, and

Membership Director.

- c. **Nominations.** Each July, the Nominating Committee will nominate one Member in Good Standing for each office to be filled in October of that year. After securing the consent of each nominee, the Nominating Committee will report the nominations to the Secretary.

Each August, the Secretary will, via the Corporation's Newsletter, announce the individuals nominated for each office by the Nominating Committee.

At the September Regular Meetings of the Members, any Member may nominate additional individuals for the offices to be filled in October of that year. If the nominated individual is present at the meeting, then he must accept or decline the nomination. If the nominated individual is not present at the meeting, then the Member nominating him must present a written statement from the individual accepting the nomination. No individual may be nominated for more than one Officer position.

This section provides the only methods by which Officers may be nominated.

- d. **Presentation of Nominees.** At the Annual Meeting of the Members (in the month of October), each nominee for office may address the Members for three minutes. The then-current President may end any nominee's presentation if that nominee's time has expired or if the nominee slanders current Officers or other nominees.
- e. **Voting.** At the Annual Meeting of the Members, but before the Presentation of Nominees, ballots will be distributed to the Members who will be voting. Proof of Membership may be validated by possession of the current year's Corporation-issued key-card. After the Presentation of Nominees, the Members will vote.
- f. **Ballot Counting.** The then-current Executive Committee will appoint a Ballot Counting Committee of three Members in Good Standing to collect and count the ballots. No Member of the Ballot Counting Committee may be related by blood or marriage to any nominee or then-current Officer or Director. Ballots from the Saturday meeting will be sealed until the Thursday meeting, when all votes from both meetings will be tallied and the newly-elected Officers will be announced. The results will be returned

to the President for filing with the Secretary.

- 7.5 President.** The President is the Chief Executive Officer of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Executive Committee. The President will preside over meetings of the Members and of the Executive Committee, and will supervise the affairs of the Corporation and represent the Corporation or appoint special committees to represent the Corporation in matters requiring such representation. The President is authorized to sign checks on behalf of the Corporation. The President oversees the Range Development Director.
- 7.6 Administrative Vice President.** In the absence or inability of the President to act as such, the Administrative Vice President will exercise all of the powers and duties of the President. In addition, the Administrative Vice President will perform such duties as may be assigned to him by the President or the Executive Committee. The Administrative Vice President is authorized to sign checks on behalf of the Corporation. The Administrative Vice President oversees the Treasurer and the Membership Director.
- 7.7 Operations Vice President.** In the absence or inability of the President and/or the Administrative Vice President to act as such, the Operations Vice President will exercise all of the powers and duties of the President and/or the Administrative Vice President. In addition, the Operations Vice President will perform such duties as may be assigned to him by the President or the Executive Committee. The Administrative Vice President oversees the Director of Maintenance, Director of Education, Director Civilian Marksmanship Program.
- 7.8 Secretary.** The Secretary will keep the records of the Corporation; take minutes of all meetings of Members and all meetings of Executive Committee; give all notices required by law, the Articles of Incorporation, or these Bylaws; conduct the correspondence of the Corporation; and generally perform all duties incident to the office of Secretary. The Secretary will perform any duties required by law, these Bylaws, or which may be assigned by the President or the Executive Committee. The Secretary is also responsible for maintaining the Corporation's website and for producing and distributing the Newsletter.
- 7.9 Treasurer.** The Treasurer will keep the books of the Corporation; collect the dues and other assessments payable by the Members of the Corporation; keep the funds and accounts of the Corporation; disburse the funds of the Corporation as authorized by the Executive Committee; maintain accounts of the Corporation's

properties and business transactions; render reports and accountings to the Executive Committee; present monthly financial reports at the Membership meetings; and perform such other duties as required by law or these Bylaws or as may be assigned by the President or the Executive Committee. The Treasurer is authorized to sign checks on behalf of the Corporation.

Each November, the Treasurer must post an expense report for the then-current calendar year to-date. The President will then appoint an Audit Committee to perform an end-of-year audit.

7.10 Membership Director. The Membership Director is responsible for managing all aspects of Membership. The Membership Director will maintain an accurate database, update Membership forms as needed, organize monthly New Member registration and yearly renewals, and handle all individual NRA membership applications and renewals. The Membership Director will turn all monies collected to the Treasurer in a timely fashion, and is encouraged to appoint committees to assist with registration and renewals.

7.11 Events Director. The Events Director is responsible for organizing and overseeing all Membership events. The Events Director will coordinate reservations for the Corporation's classroom and range using the Corporation's website. The cost for event supplies will be reimbursed in full from corporate funds.

a. Assistant Events Director. The Events Director may appoint an assistant to be approved by a 2/3 majority vote of the Executive Committee, with a discretionary term set by the Events Director or until a new Events Director is nominated.

7.12 Removal of Officers. The Executive Committee may, at any regular or special meeting, remove any Officer from office for any of the following reasons: failure to carry out the duties of the office, conduct detrimental to the Corporation, or lack of sympathy with the stated purpose of the Corporation. The Officer at issue is entitled to five business day's written notice of the intention to act on that matter was given in the notice calling the meeting. Removal of an Officer requires a majority vote of the Executive Committee, with the Officer in question abstaining from the vote. The Officer is entitled to address the Executive Committee at the meeting.

7.13 Resignation of Officers. Any Officer may resign at any time by delivering written notice of resignation to the President or the Secretary. The resignation takes effect at the time specified in the resignation or, if no time is specified, at the

time the President or Secretary receives it. Acceptance of a resignation is not necessary to make it effective.

7.14 Vacancies.

- a. President.** If a vacancy in the office of President occurs for any reason, then the vacancy will be filled by the Administrative Vice President. If the Administrative Vice President is unwilling or unable to fill the vacancy, then the vacancy will be filled by the Operations Vice President. If the Operations Vice President is unwilling or unable to fill the vacancy, then the Officers will appoint a Member in Good Standing to fill the vacancy.
- b. All Other Officers.** If a vacancy occurs in any other office for any reason, then the Officers will appoint a Member in Good Standing to fill the vacancy.
- c. Term of Vacancies.** All vacancies will last for the remainder of the term of the Officer who created the vacancy.

7.15 Multiple Offices. No individual may hold multiple offices at one time unless no other individuals are willing to hold one of the multiple offices.

7.16 Personal Relationships. None of the then-serving President, Administrative Vice President, Operations Vice President, and Treasurer may be related by blood or by marriage.

7.17 Compensation. Officers may not receive any stated salaries for their services. But, an Officer may also serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to an Officer shall be commensurate with the expenses and services performed and shall be reasonable in amount.

7.18 Access to Website. All Officers will have access to the Corporation's website.

SECTION 8 DIRECTORS

8.1 Identification of Directors. The Corporation will have the following Directors:

- a. Maintenance Director,
- b. Education Director,
- c. Civilian Marksmanship Program Director, and
- d. Range Development Directors.

- 8.2 Duties of Directors.** The Directors will assist the Officers with the development and day-to-day operations of the Corporation.
- 8.3 Appointment and Term of Directors.** All Directors will be appointed by the Officers and will serve for terms of three-years or until their replacements are appointed. Directors may serve successive terms.
- 8.4 Maintenance Director.** The Maintenance Director is responsible for the upkeep of the range, equipment, and grounds. All expenses incurred will, with proper documentation, be paid by the Corporation. All purchases or expenditures over \$100 require prior approval from the Officers. The Maintenance Director is encouraged to solicit volunteers to assist with job duties.
- 8.5 Education Director.** The Education Director is responsible for organizing all training and educational classes for Members to improve shooting skills and safety. The Education Director is responsible for seeing that all instructors are in compliance with local, state, and federal laws, and with NRA and Corporation rules and policies.
- 8.6 Civilian Marksmanship Program Director.** The Civilian Marksmanship Program Director is responsible for maintaining the Corporation's relationship with the Civilian Marksmanship Program, keeping the Members informed about the services offered by the Civilian Marksmanship Program, and maintaining compliance with the Civilian Marksmanship Program's policies.
- 8.7 Range Development Directors.**
- a. Number and Appointment.** There will be at least three Range Development Directors that make up the Range Development Committee. Notwithstanding Section 8.3 above, the Range Development Directors will be appointed by the President, Administrative Vice President, and Operations Vice President; and each Range Development Director will serve for a term of three years.
 - b. Duties.** The Range Development Committee will oversee the condition and development of the shooting range.
 - c. Expenditures.** All expenditures by the Range Development Committee from the building fund must be approved by the Executive Committee. Proposed expenditures of \$5,000 or less will require the vote of a majority of the Executive Committee. Proposed expenditures of more than \$5,000 will require the vote of a 2/3 majority of Members present at the next

scheduled Regular Membership Meeting.

d. Plans and Progress. As periodically requested by the Executive Committee, the Range Development Committee will present in writing its plans and progress.

8.8 Compensation. Directors may not receive any stated salaries for their services. But, a Director may also serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the expenses and services performed and shall be reasonable in amount.

8.9 Removal of Directors. The Executive Committee may, at any regular or special meeting, remove any Director from office for any of the following reasons: failure to carry out the duties of the office, conduct detrimental to the Corporation, or lack of sympathy with the stated purpose of the Corporation. The Director at issue is entitled to five business day's written notice of the intention to act on that matter was given in the notice calling the meeting. Removal of a Director requires a majority vote of the Executive Committee. The Director is entitled to address the Executive Committee at the meeting.

8.10 Resignation of Directors. Any Director may resign at any time by delivering written notice of resignation to the President or the Secretary. The resignation takes effect at the time specified in the resignation or, if no time is specified, at the time the President or Secretary receives it. Acceptance of a resignation is not necessary to make it effective.

8.11 Vacancies. If a Directorship becomes vacant for any reason, the Executive Committee may, by majority vote, even if less than a quorum, elect a person to fill the vacant Directorship.

SECTION 9 OTHER COMMITTEES

9.1 Establishment of Ad Hoc Committees. The President or the Executive Committee may create such committees, from time to time and under such terms and conditions, as they deem necessary to assist in the conduct of the Corporation's business. Nevertheless, the establishment of a committee or the delegation of authority to it does not relieve the Executive Committee, or any individual Executive Committee Member, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee may have the authority of the Executive Committee to engage in a Fundamental Business Transaction as

defined by section 1.002(32) of the Texas Business Organizations Code; to amend the Certificate of Formation; to authorize the voluntary dissolution of the Corporation; to revoke proceedings for the voluntary dissolution of the Corporation; to adopt a plan for the distribution of the assets of the Corporation; to amend, alter, or repeal the Bylaws; to elect, appoint, or remove a member of a committee or a Director or officer of the Corporation; to approve any transaction to which the Corporation is a party and that involves a potential conflict of interest; or to take any action outside the scope of authority delegated to it by the Executive Committee.

- 9.2 Nominating Committee.** Each June, the Executive Committee will appoint a Nominating Committee comprised of at least three Members in Good Standing, not more than one of whom may be a Member of the Executive Committee. The Executive Committee must name a Chairman of the Nominating Committee. The Nominating Committee's duties are described in Section 7.4 above.
- 9.3 Ballot Counting Committee.** Each October, the Executive Committee will appoint a Ballot Counting Committee in accordance with Section 7.4 above.
- 9.4 Audit Committee.** Each November, the President will appoint an Audit Committee in accordance with Section 7.9 above.
- 9.5 Range Development Committee.** In accordance with Section 8.7 above, the President, Administrative Vice President, and Operations Vice President will appoint a Range Development Committee.

SECTION 10 FISCAL YEAR

- 10.1 Fiscal Year.** The Fiscal Year of the Corporation will begin on the first day of January and end on the last day of December of each year.

SECTION 11 TRANSACTIONS OF THE CORPORATION

- **11.1 Contracts.**
- **a. General Contracts.** Except as provided by Section 11.1.b below, upon the vote of 2/3 of the Executive Committee Members present and voting at a meeting at which a quorum is present, the Executive Committee may authorize the President, Administrative Vice President, or Operations Vice President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Delegated authority may be general or confined to specific instances. All

contacts entered into by the Corporation will require the signatures of any two of the President, Administrative Vice President, or Operations Vice President.

- **b. Contracts of Indebtedness.** Upon the unanimous vote of the Executive Committee Members present and voting at a meeting at which a quorum is present, the Executive Committee may authorize the President, Administrative Vice President, or Operations Vice President to enter into a contract of indebtedness and deliver any related instruments in the name of and on behalf of the Corporation. The Executive Committee may authorize only one contract of indebtedness at a time, and each contract of indebtedness must be separately and individually approved and must be related to the purpose of the Corporation. All contracts of indebtedness will require the signatures of any two of any two of the President, Administrative Vice President, or Operations Vice President. No loans may be made by the Corporation to any Officers Members.

11.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the Officer(s) or agent(s) of the Corporation and in the manner determined from time to time by resolution of the Executive Committee or as otherwise provided in these Bylaws. No blank checks may be signed. All checks for \$1,000 or more must be signed by any two of the President, Administrative Vice President, or the Treasurer.

11.3 Deposits. All funds of the Corporation must be deposited from time to time to the credit of the Corporation in the banks, trust companies, or other depositories selected by the Officers. The signatures of the current President, Administrative Vice President, and Treasurer will be filed with all banks holding accounts under the name of the Corporation.

11.4 Gifts. The Executive Committee may, by a majority vote, accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Executive Committee Members may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Corporation's federal and state tax status.

11.5 Potential Conflicts of Interest. Contemporaneously with these Bylaws, the Corporation will adopt a separate, written conflict of interest policy.

11.6 Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Executive Committee, no Director, Officer, or committee member of the Corporation shall:

- do any act in violation of the Bylaws or a binding obligation of the

Corporation;

- do any act with the intention of harming the Corporation or any of its operations;
- do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary activities or any business of the Corporation;
- receive an improper personal benefit from the operation of the Corporation;
- use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the activities or any business of this Corporation;
- wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's activities or any business;
- disclose any of the Corporation practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it;
- permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);

SECTION 12 INDEMNIFICATION

12.1 Indemnification of Members, Directors, and Officers. The Members, Directors, Officers, former Members, former Directors, former Officers, and their heirs and legal representatives (“**Indemnitees**”) may not be held liable or responsible for, and the Corporation must indemnify and hold harmless Indemnitees from and against, any and all expenses (including attorneys’ fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought, irrespective of the legal theory upon which founded, in which an Indemnitee is involved by reason of being or having been a Member, Director, or Officer or acting or having acted as a Member, Director, Officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation. This indemnification is in addition to any other rights to which Indemnitee may be entitled as a matter of law. This indemnification is intended to indemnify the

Indemnitees to the fullest extent permitted by Texas law and to provide for the reimbursement of expenses of defense as they are incurred.

12.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any Indemnatee against any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit, or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought irrespective of the legal theory upon which founded, in which an Indemnatee is involved by reason of being or having been a Director or Officer of the Corporation or acting or having acted as a Director, Officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation without regard to whether or not the Indemnatee would be entitled to indemnification under Section 12.1 or otherwise.

SECTION 13 TERMINATION

13.1 Termination of the Corporation. The Members may terminate the Corporation upon the written consent of 2/3 of the Members.

13.2 Distribution of Assets. Upon the termination of the Corporation, the Officers must, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation to one or more charitable organizations sympathetic to shooting sports and with NRA affiliation.

SECTION 14 MISCELLANEOUS

14.1 Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, in accordance with the following procedures.

- a. Proposal Process.** Amendments may be proposed by the Executive Committee or by a written petition addressed to the Secretary and signed by 20 percent of the Members in Good Standing. Amendments proposed by petition of the Members must be promptly considered by the Executive Committee and must be submitted by the Secretary to the Members with recommendations of the Executive Committee and for a vote within four months of the date when the petition was received by the Secretary.
- b. Approval Process.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of 2/3 of the Members present and voting at any regular or special meeting, but only if notice of the proposed action is given to each Member at least fourteen

days before the meeting in accordance with Section 5.5 above.

- 14.2 Legal Authorities Governing Construction of Bylaws.** The Bylaws must be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.
- 14.3 Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- 14.4 Headings.** The headings used in the Bylaws are used for convenience and will not be considered in construing the terms of the Bylaws.
- 14.5 Gender.** Wherever the context requires, all words in the Bylaws in the female gender will be deemed to include the male or neuter gender, all singular words will include the plural, and all plural words will include the singular.
- 14.6 Seal.** The Officers may provide for a corporate seal.
- 14.7 Power of Attorney.** A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.
- 14.8 Parties Bound.** These Bylaws are binding upon and inure to the benefit of the Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

CERTIFICATE

I, the Secretary of Texas Panhandle Pistol Club, Inc., a Texas nonprofit corporation, hereby certify that the foregoing is a true and correct copy of the Bylaws adopted by the Executive Committee of Texas Panhandle Pistol Club, Inc., in the organizational minutes dated effective December 29, 2014.

By:

Matt Chellino, Secretary