

BY-LAWS OF THE CORPUS CHRISTI GUN CLUB

Last Amended October 16, 2019

Affiliated with the National Rifle Association of America, Washington, D.C.

ARTICLE I

GENERAL PROVISION

Section 1. Name: The name of this corporation and club shall be CORPUS CHRISTI GUN CLUB, hereinafter called the "corporation" or "club."

Section 2. Registered Agent: To the extent required by law, the corporation shall have and continuously maintain in the state of Texas a registered office and a registered agent whose office is identical with such registered office. The address of the registered agent or office may be changed from time to time by the Board of Directors.

Section 3. Objectives: The mission of this club shall be to promote the shooting sports by the encouragement of organized rifle, pistol and shotgun shooting among the citizens of the United States including residents of our community with a view toward a better knowledge on the part of such citizens of safe handling of firearms, improved marksmanship, a proper care of firearms, self-discipline, self-reliance, good fellowship and sportsmanship commensurate with our heritage and Constitution.

ARTICLE II

MEMBERS

Section 1. Membership: Subject to the approval of a majority of the Board of Directors present at any meeting, any citizen of the United States or anyone of resident alien status that has a government-issued identification and who is 18 years of age or older may become a member of the club after completing an application form approved by the Board of Directors and satisfying the requirements on that form, paying the initiation fees and dues then existing, attending a club orientation and subscribing to the following oath:

OATH OF ALLEGIANCE

I pledge allegiance to the flag of the United States of America, and to the Republic for which it stands, and the Constitution of the United States by which our government derives its authority and by which we are thereby governed.

I swear under oath that I am a citizen of the United States, that I am not a member of any organization which has as any part of its program the attempt to overthrow the Government of the United States by force, violence, or otherwise, that I have never been convicted of a felony or a crime of violence, and that if admitted to membership, I will fulfill

the obligation of good citizenship and sportsmanship and the objectives of the club as set forth in the By-Laws.

Section 2. Membership Initiation Fee and Dues: Dues shall be payable annually on January 1st of each year by each member of this club and corporation in an amount that shall be established by a majority vote of the Board of Directors, provided that such annual dues shall not be greater than an amount equal to 120 percent of the previous year's dues unless the same is approved by a majority of votes cast by the members present at the Annual Meeting or by a two-thirds majority vote of the Board of Directors.

Once approved, a membership shall be considered a family membership in which the spouse and dependent children of said member may also utilize the facilities of the club. Dependents may continue under the family membership until they reach the age of 21, at which time to continue membership they will be required to apply, attend orientation and submit appropriate fees for their own membership.

Upon the approval of the application and the participation in the club orientation, any member of the Armed Services of the United States of America on active duty may become a member without voting privileges by paying the annual dues only or by paying half the annual dues for a half-year membership, without the payment of the initiation fee.

Each new member is encouraged to be a member of the NRA prior to joining the Corpus Christi Pistol and Rifle Club.

Any member may be suspended or expelled from the club for any cause deemed sufficient by the Board of Directors by an affirmative vote of the majority of Directors present at any meeting of said board. No vote on suspension or expulsion may be taken unless at least 10 days notice has been given to the involved member advising him of the fact that his suspension or expulsion will be considered by the Board, and setting forth the time and place of the meeting thereof. Such member shall be entitled to appear and make a statement at said meeting.

The manager, assistant manager and other employees (full time, part time or temporary) of the club are non-voting members for the duration of their employment provided that all requirements for membership are met with the exception of the payment of dues. They may pay dues on a voluntary basis while remaining a non-voting member, and if they elect to do so and have paid the initiation fee and attended an orientation meeting, they will be considered to be full voting members. All employees of the Gun Club must not show partiality to any candidate or individual.

Section 3. Annual Meeting: An Annual Meeting of the members shall be held on the first Wednesday in November of each year, commencing at 7:00 p.m. at the club facilities located on FM763 in Nueces County, Texas, or at such other hour and place as the Board of Directors by a majority vote shall determine and post not less than 10 days prior to the date of said Annual Meeting. If the date fixed for an Annual Meeting is a legal holiday in the state of Texas, the

meeting shall be held on the next succeeding business day. The Annual Meeting and all other meetings of the corporation and this club, its Board of Directors and members, shall be conducted pursuant to *Robert's Rules of Order*.

Section 4. Special Meetings: Special meetings of the club may be called by the President, a majority of the Board of Directors, or a minimum of 50 members. Notice of any such Special Meeting stating the place, day, object and purpose of the meeting shall be given to all officers, directors and members in good standing by posting on our official website and/or social media or by email not less than 7 days, but not more than 50 days before the date of such meeting. It is the responsibility of the member to notify the manager or secretary of the club in writing of any address or email address changes.

Section 5. Quorum: The members of the club present who are entitled to vote at any Annual Meeting or Special Meeting shall constitute a quorum provided that there shall be not less than fifty (50) such members present, including members who are officers or Directors of this corporation.

Section 6. Honorary Members: The Board of Directors shall have the authority to grant an Honorary Membership to any person upon the affirmative vote of not less than two-thirds of said Directors. The Secretary shall be authorized to issue a membership card to such Honorary Member and to notify him of such action by the Board of Directors. There shall be, however, no more than ten (10) Honorary Memberships in effect at any one time, and such memberships shall be limited to a term of not more than one year, expiring on the 31st of December following the granting of same. Said memberships may, upon the affirmative vote of the Directors, be extended for additional one year terms. Such Honorary Members shall be entitled to all of the rights and privileges applicable to all other members, including voting, and shall be bound by all of the provisions of these By-Laws and the rules of the club except the payment of initiation fees and dues during the period of Honorary Membership. Any member of the club shall be entitled and is encouraged to make written recommendations and nominations for such Honorary Memberships to the Board of Directors.

Section 7. Life Members: A Lifetime Membership to the club can be purchased by any member in good standing for a sum of \$3,000.

Section 8. Honorary Lifetime Members: The Board of Directors shall have the authority to grant an Honorary Lifetime Membership to any person upon the affirmative vote of not less than two-thirds of said Directors. The Secretary shall be authorized to issue a membership card to such Honorary Lifetime Member and to notify him of such action by the Board of Directors. There shall be, however, no more than ten (10) Honorary Lifetime Memberships in effect at any one time, and such memberships shall be for the lifetime of that member. Such Honorary Lifetime Members shall be entitled to all of the rights and privileges applicable to all other members, including voting, and shall be bound by all of the provisions of these By-Laws and the rules of the club except the payment of initiation fees and dues during their lifetime. Any member of the club shall be entitled

and is encouraged to make written recommendations and nominations for such Honorary Lifetime Memberships to the Board of Directors.

Only those memberships set forth in Sections 1 through 8 of this Article II shall exist or be recognized by this club and corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Management: The affairs of the corporation shall be managed by the Board of Directors as provided in these By-Laws. The Directors shall have at their discretion the ability to hire an operating manager who will work directly with the Board of Directors in the management of the affairs of the club. The manager will report to and work directly under the president of the club.

Section 1.a Eligibility: Only members of the club may act and serve as a director. The following persons are not eligible to be nominated for or to act or serve as a director or officer:

- Employees of the club, full time, part time, or temporary.
- Property owners who rent or lease real property to another gun club or range within 150 miles of Corpus Christi, Texas, where dues, range, target or other fees are charged.
- Individuals who own or operate another gun club or gun range within 150 miles of Corpus Christi, Texas, where dues, range, target or other fees are charged.
- A board member, officer or employee (full time or part time) who serves another gun club or gun range within 150 miles of Corpus Christi, Texas, where dues, range, target or other fees are charged.
- A shooting service provider who provides a shooting related service at another gun club or range within 150 miles of Corpus Christi, Texas for a fee, or where a fee, dues or other compensation is charged by the gun club or range. Shooting service includes but is not limited to the following: shooting related education, training or testing and the holding, sponsoring, directing, designing or otherwise providing or assisting in the providing of shooting events. For the purposes of this paragraph, annual charity shoots are not a shooting service and the participation in a shooting event including range and target set-up immediately preceding the start of a shoot and the removal of same immediately after a shoot when such activity is expected of all participants is not the providing of or assisting in the providing of a shooting service.
- Anyone who has been convicted of a felony or is currently under indictment for a felony.
- A candidate must be a member in good standing for the current and immediately previous two full calendar years.

Each person desiring to become a candidate for the board of directors shall as a precondition to becoming a candidate sign an eligibility statement listing each of the requirements for eligibility and the candidate shall testify to each category individually. The eligibility statements shall be

provided to the Election Committee for their review and the Committee will then submit the names of qualified candidates to the board of directors for their approval. The Election Committee may reject a candidate if in the opinion of the Committee the candidate does not satisfy each and every eligibility requirement. The eligibility statements shall be filed with the Secretary.

Should a candidate or board member become ineligible, or it be determined that at the time of his election he was not eligible, he shall resign or be removed from the board immediately.

Section 2. Powers and Duties: The Board of Directors shall have all of power available under Texas law.

Section 3. Number and Term of Office: The affairs of the corporation shall be governed by the Board of Directors which will be composed of nine (9) members of this club. These directors shall be elected by the membership at the Annual Meeting. Three positions will be filled each year. Members must be present at the Annual Meeting in order to vote. No proxy or absentee voting will be allowed. Only one member in a family membership will be allowed to vote.

Section 4. Meetings: The regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members without other notice than these By-Laws at the same place and time as provided within. The Board of Directors may provide by resolution the time and place of additional board meetings without other notice than such resolution provides, but the Board of Directors must meet within 90 days of the prior meeting. Meetings of the Board of Directors beyond that established by the aforesaid resolution may be called by or at the request of the President or by a majority of the Directors. The President or a majority of the Directors authorized to call such a meeting may fix the time and place for such a meeting. The Board of Directors shall be given at least a one day notice of the time and place of such a meeting by the Secretary of this corporation via telephone or email. Any Director may waive notice of any meeting, and his attendance at such meeting shall constitute such waiver except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these By-Laws.

Section 5. Removal from Office: At any meeting of the Board of Directors or of the corporation, a two-thirds majority of all Directors shall have the power and authority to remove any Director when, in the sole judgment of said Board, the best interest of the corporation and club would be served thereby. If any Director shall fail to attend three consecutive meetings of the Board of Directors or fail to attend a minimum of seven meetings from November through October of the following year, it shall be incumbent upon the Board at its next meeting to vote to remove said absentee Director from office or, upon a two-thirds majority vote of all Directors, excuse said Director for such absences. If any such action is contemplated at any meeting, notice thereof must be given to said director by email and/or telephone.

Section 6. Quorum and Number of Votes: Each Director shall have one vote. A majority of the number of Directors in office and entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of those Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by law, or by these By-Laws. If there is not a quorum at any meeting of the Board of Directors, a majority of the Directors present may determine the date and time a make-up meeting will be held or if the meeting will be cancelled until the next regularly scheduled meeting. As long as the number of acting directors remains 9, a quorum of the board will be a minimum of 5 directors in attendance.

Section 7. Vacancies: A vacated Board of Directors position will be filled by the candidate that received the next highest number of votes at the last election. If the candidate defers or is unable to serve, the position would then go to the next-highest vote-getter and so on. If no candidates remain, the Board of Directors will then appoint a new board member.

Section 8. Compensation for Services: Directors shall not receive any salaries or reimbursement for expenses for attendance at any regular or Special Meeting of the Board, but nothing contained herein shall be construed to preclude any Director from serving the Corporation as Treasurer and/or Secretary and receiving compensation for these duties.

ARTICLE IV

OFFICERS

Section 1. Title and Number: The officers of the Corporation shall be a President, a Vice President, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers as it deems desirable who would have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the office of President and Secretary. The President and Vice President must be elected from and by the Board of Directors.

Section 2. Election and Term of Office: The officers shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. Election of these officers shall commence immediately after the Annual Meeting of the Board of Directors is called to order. In the event that the offices are not filled at that meeting, the election shall be held as soon thereafter as practical. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected.

Section 3. Removal: Whenever in its sole judgment the best interest of the corporation would be served thereby, any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the membership rights of the officer so removed. Such removal would require a two-thirds majority (6) vote of all directors.

Section 4. Vacancy: A vacancy in any office because of death, resignation, removal, disqualification or otherwise will be filled by a majority vote of the remaining Directors. The resultant vacancy on the Board would then be filled as outlined in the previous article.

Section 5. President: The President shall be the principle executive officer of the corporation. When present, he shall preside at all meetings of the members and of the Board Directors. He shall supervise all of the business and affairs of the corporation and shall perform all duties incident to the office as well as such other duties that the Board of Directors designate.

Section 6. Vice President: The Vice President shall perform the duties of the President in his absence and such other duties and responsibilities as determined by the Board of Directors.

Section 7. Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the records and the seal of the corporation, keep a register of the post office addresses of each member and email address which shall be furnished to the Secretary by members and, in general, perform all duties incident to the office assigned to him by the President or by the Board of Directors. The Secretary of this corporation may be a member or a non-member of this club and may receive such compensation for performing his duties as determined by the Board of Directors.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. In general, the treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time assigned to him by the President or by the Board of Directors. The Treasurer of this corporation may be a member or non-member of this club and may receive such compensation for performing his duties as shall be determined by the Board of Directors.

Section 9. Indemnification of Directors, Officers and Managers: The corporation shall indemnify every director, officer and manager, their heirs, executors and administrators against all loss, costs and expenses including counsel fees reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer or manager of the corporation except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, an indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director, officer or manager may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the corporation by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the corporation as common expenses. This is provided, however, that the provisions of this Section 9

shall not indemnify or be applicable to any director, officer or club manager whose negligent act or misconduct is by him personally, and not that of this corporation or club.

ARTICLE V

COMMITTEES

Section 1. Election Committee: An Election Committee of not less than three members of this club shall be formed not less than 60 days prior to the election of Board of Directors at the Annual Meeting. The nominating committee is charged with nominating from the members of the club at least six members to be voted on for the Board of Directors for the three available positions coming up for election. Also, a reasonable effort shall always be made to maintain a balance of representation of each area of shooters' interest, such as pistol, rifle and shotgun, among the nominated candidates. Prior to filing its recommendations and list of nominees, the Nominating Committee shall first obtain the consent of such member to his nomination. The committee shall deliver a properly completed eligibility statement for each nominee to the board of directors no later than at the September board meeting immediately preceding the election. Other nominations may be made by any member by filing with the Secretary a properly completed eligibility statement together with a petition supporting such nomination signed by 20 additional members of the club at least fifteen days prior to the election. The Secretary shall submit the eligibility statement to the board at the board meeting immediately preceding the election or if there is not a board meeting by email to each member of the board of directors for their review. The Secretary shall mail to all members of the club a list of nominees recommended by the Nominating Committee not less than 10 days prior to the election. The names of subsequent additional nominees may not appear on the mailed notice but will appear on the ballot. If six willing candidates cannot be found a Special Meeting of the board must be held to consider allowing the Annual Meeting to move forward with less than the six required candidates.

Section 2. Other Committees: Other committees of this club and corporation may be established from time to time by a majority of the Board of Directors. The members of any such committee or committees shall be members of this club selected by the Board of Directors, or upon their delegation, by the President.

ARTICLE VI

FISCAL MANAGEMENT

Section 1. Contracts: The Board of Directors shall by resolution authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. However; a specific resolution by the Board of Directors is required for each instance of the following events:

- Borrow money

- Open or close bank accounts
- Purchase, renew or materially alter insurance coverage
- New construction
- Equipment purchase new, replacement or repair of existing equipment or facility in an amount greater than a sum to be determined periodically by the Board of Directors
- Acquisition, sale, or disposal of any asset or equipment
- Enter into a contract, rental or lease agreement
- Make any expenditure or incur any obligation in excess of a sum to be determined periodically by the Board of Directors for any transaction or group of similar transactions during any twelve month period, except for expenditures pursuant to a budget or unforeseen emergency
- Selection of professional services including but not limited to attorneys, auditors and bookkeepers.

Section 2. Checks and Other Financial Instruments: All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by the Board of Directors by resolution. The signing of checks and all other financial dealings with our banks will require two signatures. Those authorized to sign on our accounts will be either directors and/or officers of the club and will be determined by the directors annually at the Annual Meeting of the Board of Directors.

Section 3. Depositories: All funds shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its members and Board of Directors and shall keep at the registered or principle 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 agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the By-Laws, or the laws of Texas, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

AMMENDMENT TO THE BY-LAWS

The power to alter, amend, repeal or adopt new By-Laws shall be vested in members of the corporation upon the majority vote of the members present at the Annual Meeting. Any proposed amendment, alteration or other change of these By-Laws shall be submitted in writing at such meeting by the members proposing same. At times other than the Annual Meeting, the power to amend the By-Laws is delegated to the Board of Directors.

ARTICLE X

DISTRIBUTION OF ASSETS

The corporation may be dissolved upon the vote of a majority of the total votes of the members. All debts, liabilities and obligations of the corporation must be paid prior to any such dissolution. All remaining assets of the corporation shall be distributed to an organization exempt from federal income taxes under Section 501C of the Internal Revenue Code of 1954 or corresponding provisions of subsequent Federal law, and whose purpose is the promotion of the shooting sports.