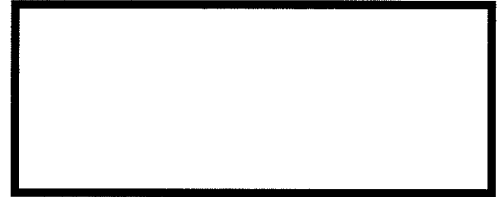


BAY AREA SHOOTING CLUB INC.

BY-LAWS



ARTICLE I

NAME

BAY AREA SHOOTING CLUB INC.

The Board of Directors of the **Bay Area Shooting Club Inc.**, a non-profit Texas corporation, hereinafter referred to as "**BASC**", do HEREBY Adopt the following By-Laws to govern the activities of the Corporation.

ARTICLE II

PURPOSE

The purpose of BASC is to encourage and promote the safe use and care of firearms among its members through fellowship and education; to improve marksmanship, and to develop and improve self-discipline and sportsmanship.

ARTICLE III

MEMBERSHIP

Section 1: **QUALIFICATIONS:**

Any law abiding citizen of the USA, male or female at least 18 years of age, who has not, within a ten (10) year period before an application for membership is made, been convicted or placed upon community supervision for any crime involving violence or moral turpitude, in this state, any other state or the United States or any territory thereof, and who has an appropriate command and comprehension, both

oral and written, of the English language, has an interest in the objectives of this organization and is willing and able to abide by all rules, regulations, and policies of this organization is eligible for a membership.

Section 2: ACCEPTANCE:

All prospective members of BASC shall fully and truthfully complete a membership application form, provided by the board. The board or a committee appointed by the President, shall review the application and either approve or disapprove same. Approval or disapproval of an application by the board or committee is final and not reviewable by the members. Approval or disapproval of an application by the Board or committee may not form the basis, in whole or part, of any cause of action of any nature by any prospective member, member or third person. Review may include random background check.

Section 3: MEMBERSHIP CLASSIFICATION:

There shall be one (1) class of membership. Memberships shall be for a period of one (1) year. Annual members shall consist of all persons who have been properly approved and who have paid all dues and other assessments. Annual members shall be entitled to use the range during posted hours. All members shall be entitled to one (1) vote at any membership meeting.

Section 4: FEE SCHEDULE:

The following fee schedule shall be established by the Board and may be changed as they deem necessary.

4.1 CHARTER MEMBERSHIP – Defined as members who kept their membership during the time the club was not in operation from 2002-05, will pay \$75.00 or 62.5% of the annual members dues (which ever is less).

4.2 ANNUAL MEMBERSHIP – Dues to be \$120.00 per year or as set the Board of Directors.

4.3 SPOUSE MEMBERSHIP – Dues to be 50% of the annual membership and will have the same privileges as the annual member.

4.4 SPECIAL / HONORARY MEMBERSHIP – Free membership. These members shall consist of such persons as the Board may elect to allow. Special members may consist of a group of individuals, such as law enforcement officers. The board shall by resolution define the terms, conditions and fees if any to be paid to BASC.

4.5 GUEST PASSES (LIMIT 3) – Cost set at \$15.00 each, per year, for annual members, or as set periodically by the Board of Directors. Charter members will pay 80% of set fee.

Section 5: **MEMBERSHIP ROSTER:**

A complete and up to date list of the members in good standing shall be kept by the membership director and shall be available for inspection, upon written request, in the directors presence by any member. The membership list cannot be copied or given out due to privacy issues. Membership may be limited to a number decided from time to time by the Board of Directors.

Section 5: **SUSPENSION AND EXPULSION:**

Any member may be suspended or expelled from the club for good cause deemed sufficient by 2/3 vote of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: **BASC INC. SHALL HAVE A BOARD OF DIRECTORS:**

The policy and procedures of the corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation, these by-laws and applicable law.

Section 2: **COMPOSITION OF THE BOARD/QUALIFICATION:**

2.1 The number of board members shall be set by the board. The Board of Directors shall consist of nine (9) members.

2.2 Board members must be members in good standing of the corporation who are duly elected by the membership at an annual meeting.

2.3 The standing Board of Directors shall establish a procedure for the election of board members prior to the annual meeting of the Members. The Board of Directors may alter, change and modify said procedure from time to time as it deems necessary, The election procedure, including all changes and modifications, shall be kept by the Recording Secretary among other corporate papers and shall be available for

inspection by any member. Failure to follow said procedures in any way shall not be cause to overturn or set aside an election,

2.4 The term of the Board Members is three (3) years. No more than three (3) directors will be up for election each year. This system provides for continuity in the normal process of club activities.

Section 3: **QUORUM/VOTING:**

3.1 A majority of the current elected Board of Directors must be present at any meeting of the board to transact any business.

3.2 A majority of the board members present at any meeting of the Board of Directors shall be sufficient to approve or pass upon any board business unless a greater number is required by law or these by-laws.

Section 4: **VACANCY IN AN OFFICE OR DIRECTORSHIP:**

Any vacant directorship may be filled by two-thirds (2/3) vote of the directors. This appointment shall only be for the period until the next regular election, at which time the vacancy will be filled by election of the members for the remainder of that term.

Section 5: **EXPULSION OF DIRECTORS:**

Any Director may be removed by a two-thirds (2/3) vote of the board at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least fifteen (15) days notice in writing shall have been given to the Director of the special meeting at which such a ballot of his/her removal is to be taken. At such special meeting, the Director shall be given a full hearing. Charges against any officer or member may be preferred by any member in good standing and shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Recording Secretary, who will immediately notify the President. The President will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen (15) days notice of the meeting to each member of the Board of Directors, to the accuser and to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

Section 6: **PRIVILEGES AND DUTIES OF DIRECTORS:**

The usual and regular day-to-day business of the corporation shall be carried out by the Directors of the corporation in accordance with the law, these by-laws, the articles of incorporation and the directives of the Board of Directors.

Section 7: **ASSIGNMENT OF DUTIES:**

The Board of Directors shall assign the duties of the corporation among themselves. The standing Board of Directors shall establish a procedure for the assignment of duties prior to or at the first (1st) meeting of the Directors following the Annual meeting of the members. The Board of Directors may alter, change and modify said procedure from time to time as it deems necessary. The election procedure, including all changes and modifications, shall be kept by the Recording Secretary among other corporate papers and shall be available for inspection by any member. Failure to follow said procedures in any way shall not be cause to overturn or set aside any assignment of duties.

Section 8: **DESCRIPTION OF DUTIES:**

The following duties of the Directors of the Corporation may be expanded, reduced and redefined from time to time as the Board of Directors may direct.

- 8.1 **PRESIDENT** – The President shall be the C.E.O. of the Corporation and subject to the Board of Directors shall have general executive charge and management of the Corporation. In the ordinary course of business, he/she may agree upon and execute all contracts and other obligations in the name of the Corporation, as directed by the Board of Directors.
- 8.2 **FIRST VICE-PRESIDENT** – The 1st Vice-President shall preside and perform the duties of the President in his/her absence and shall perform duties as may be assigned to him/her by the board or President for preparation and direction of programs of benefit to members of the Corporation.
- 8.3 **SECOND VICE-PRESIDENT** – The 2nd Vice-President shall perform the duties of the President in the absence of both the President and the 1st Vice-President and shall perform duties as may be assigned to him/her by the board or President for preparation and direction of programs of benefit to members of the Corporation.
- 8.4 **RECORDING SECRETARY** – The recording secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and minutes of all meetings of the corporation membership in books provided for these purposes, he/she shall be responsible for the giving and serving of all notices and keep a record of such. He/she shall keep records of all of the above and all other records as the Board of Directors or President may direct, all of which shall at any reasonable time be open to any member upon request.

- 8.5 **TREASURER** – The Treasurer shall have custody of all funds and securities of the Association which come to him/her. He/she may, when appropriate, endorse on behalf of the corporation, for collection, notes and other obligations and shall deposit to the credit of the corporation in such bank as designated by the Board of Directors. He/she shall prepare or cause to be prepared all legally required tax returns and reports of the Corporation. Whenever required by the Board of Directors, he/she shall render a statement of his/her cash account; he/she shall enter or cause to be entered regularly in the books of the Corporation, to be kept by him/her for that purpose, full and accurate accounts of all money received and paid out on account of the Corporation. He/she shall in general perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.
- 8.6 **MEMBERSHIP DIRECTOR** – The Membership Director shall keep a record of dues paying members, provide the Treasurer any and all collected money, giving and receiving an accurate record for auditing purposes. He/she shall report on status of paid-up members at regular intervals. He/she shall assist and perform duties as may be assigned to him/her by the Secretary or President,

Section 9: **INDEMNIFICATION OF DIRECTORS:**

Each director, of this corporation shall be indemnified by the corporation against liabilities imposed upon him/her and expenses reasonably incurred by him/her in connection with any claim made against him/her, or any action, suit or proceeding to which he/she may be a party, by reason of his/her being or having been such director, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no director shall be indemnified with respect to any matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for conduct involving intentional, knowing, or willful misfeasance or malfeasance in performance of duty, or with respect to any matter which shall be settled by the payment of sums which independent counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view of avoiding expenses of litigation, or with respect to any matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to any other rights to which directors may be entitled.

Section 10: **COMPENSATION OF DIRECTORS:**

Salaries of directors, if any, shall be set by the Board of Directors for the term of office succeeding the current term and announced at the time of nominations by the nominating committee and contained in the notice of elections. No Board of Directors, or member thereof, shall accept any form of gratuity, stipend, payment, gift, donation or reward for services required and rendered during their tenure except as provided herein, and except as may be required and rendered during their tenure of office or directorship. However, to encourage the faithful attendance of the Members of the Board of Directors may authorize the payment of a reasonable meal allowance to each attending Board Member. Provided however, no meal allowance may be paid directly to any board member. Active Board members do not pay membership fees.

Nothing herein shall prohibit the reimbursement of any actual expenses incurred by a director for goods or services provided to BASC and paid for with personal funds of the Board Member.

ARTICLE V

MEETINGS

Section 1: ANNUAL MEETING:

The annual meeting shall be held during the month of May each year. If the annual meeting is not held at the scheduled time, it shall be held within fifteen (15) days before or after. The officers and Board of Directors will hold over until the new membership year begins September 1. Any new members to the Board will work with the previous until the change takes place.

Section 2: REGULAR MEETINGS:

Regular business meetings of the Board of Directors for the transaction of business shall be held once each month, or more as deemed necessary, at a time and place as may be fixed by the Board of Directors. Board meetings may be addressed by any member upon written request to any Board member, however, the Board business meeting is closed.

Section 3: SPECIAL MEETINGS:

Special meetings of the membership may be called anytime by at least 20% of all members of record, or by the Board of Directors, or by the President. Special meetings of the Board of Directors may be called anytime by the President of the Board, any Vice-President or by a majority of the Directors. Any business may be transacted at a special meeting.

Section 4: TELEPHONIC and ELECTRONIC MEETINGS:

The board of Directors shall be authorized to conduct Directors meetings by telephonic conference or electronic conference through the Internet, provided each elected Director is given prior notice of any telephonic meeting at least one hour before the telephonic meeting is to be held.

ARTICLE VI

REGULATIONS

The Board of Directors shall have the duty and the authority to make and publish such rules and regulations as they may deem expedient concerning the conduct of any and all meetings, firing range

conduct and procedure and any activity produced or sponsored by the Bay Area Shooting Club Inc. , provided, however, that such rules and regulations do not conflict with the provisions of these By-Laws.

ARTICLE VII
AMENDMENTS

These By-laws may be amended by the Board of Directors at any special or regular meeting of the Board of Directors, provided that written notice of any proposed By-law change (s) shall be given to each Director at least 15 days before the meeting to consider and proposed amendment. Amendments to these By-laws may be introduced by any member of the club for Board of Director approval at any meeting of the club or the Board of Directors. A majority vote of the Board present and voting shall be required to amend these By-laws.

ARTICLE VIII
EFFECTIVE DATE

The effective date of these By-Laws, as amended, shall be _____ at which time all members of record shall be deemed annual members. I, _____, President of the Board, hereby certify that these By-Laws have been duly adopted by the Board of Directors.

Signed this the _____ day of _____, 2007 at Baytown, Harris County, Texas.

BAY AREA SHOOTING CLUB INC.

ATTEST:

By: _____

Frank R. Niemiec

Bill Edmiston

Signature

President

Signature

Vice-President