

# **BAY AREA SHOOTING CLUB, INC.**

## **BYLAWS**

Amended: February 26, 1997; December 15, 1999;

May 2, 2001; May 2, 2007; March 12, 2011

*BAY AREA SHOOTING CLUB INC.*

*BYLAWS*

**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 Bylaws 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 or legal resident of the USA, male or female, at least 18 years of age, who is not prohibited by Texas or Federal law from owning or possessing a firearm.

Section 2: **ACCEPTANCE:**

All prospective and renewal members of BASC shall fully and truthfully complete and sign a membership application form, provided by the Board, for each membership year. Applicant must be one 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, posted signs and policies of this organization is eligible for a membership. 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 background check.

### Section 3: **MEMBERSHIP CLASSIFICATION:**

There shall be one (1) class of membership. Memberships shall be for a period of one (1) year. Members shall consist of all persons who have been properly approved and who have paid all dues and other assessments and have participated in the current safety orientation with no lapse in membership. Members shall be entitled to use the range during posted hours. All Basic and Spouse members shall be entitled to one (1) vote at any membership meeting. All members are required to complete and sign a new application annually.

#### Section 3.1: MEMBERSHIP NOT TRANSFERABLE

Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies. Membership is not a property right that may be transferred before or after a member dies. By vote of the majority of the Board members, a surviving spouse may be granted a continuation of a deceased member's membership upon completion of a safety orientation.

#### Section 3.2: CORPORATE ASSETS

The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

#### Section 3.3: FUTURE TECHNOLOGY ADVANCES

Nothing shall be construed to prohibit future voting by the membership or polling of the membership by means of email, web site, or postal mail should a viable, secure, and reliable process be established by the Corporation.

### Section 4: **FEE SCHEDULE:**

The fee policy shall be established by the Board and may be changed as 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 member's dues (whichever is less).

4.2 **BASIC MEMBERSHIP** – Dues to be as set by the Board of Directors.

4.3 **SPOUSE MEMBERSHIP** – Dues to be 50% of the Basic Membership and will have the same privileges as the Basic 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 periodically by the Board of Directors.

4.6 NON-MEMBERS – May not be admitted without temporary Guest Passes for BASC classes, special events, or matches.

4.7 DUES – Under no circumstances shall membership dues be refundable.

#### 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 Membership Director's presence by any member. The membership list cannot be copied or given out due to privacy issues. Access to membership data is only allowed by the Membership Committee. Limited data may be provided to committees that require this information to perform their duties and shall be promptly returned. Membership may be limited to a number decided from time to time by the Board of Directors.

#### Section 6: **SUSPENSION AND EXPULSION:**

Any member may bring charges against another member or guest of a member by contacting the Board of Directors. Any member may be suspended or expelled from the club for good cause deemed sufficient by 2/3 vote of the Board of Directors. Good cause shall be defined as intentional violation of BASC rules or Bylaws.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1: BASIC 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 certificate of formation, these by-laws and applicable law.

2.1 The Board of Directors shall consist of nine (9) members. No Director elected in 2011 or later may serve more than nine consecutive years. Term limited Director is not eligible for appointment for one year, but after one year may again stand for election.

2.2 Board members must be members in good standing with the Corporation who are duly elected by the membership at an annual meeting or as appointed per Article IV, Section 4.

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 is 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.

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 unless Article IV, Sections 4 or 5 are invoked during the membership year. This system provides for continuity in the normal process of club activities.

**Section 3: QUORUM/VOTING:**

3.1 The vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws.

**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 by the members for the remainder of the unexpired term of the appointee's predecessor in office.

## **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 made 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. This document should have the members name, address, phone number, member number and signature on any note requesting an investigation. 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: 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 Bylaws, and the certificate of formation.

### **Section 6.1: CAPITAL PROJECTS**

All capital projects, being defined as non-maintenance, non-recurring expenses, and having a projected cost in excess of \$30,000, shall require approval by a vote of the membership at large.

## **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 (1<sup>st</sup>) 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 is necessary. The Club officers' 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. The election of Club officers shall be held at the September Board meeting.

## **Section 8: DESCRIPTION OF DUTIES OF OFFICERS & SUPPLEMENTARY POSITIONS:**

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. It is permissible for a Director to hold more than one position, except: The positions of President and Recording Secretary may not be held concurrently by the same person. The positions of Treasurer and Membership Director may not be held concurrently by the same person.

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 **VICE-PRESIDENT** – The 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 **RECORDING SECRETARY** – The recording secretary shall be responsible for keeping the minutes of all meetings and votes of the Board of Directors, to also include telephone and email votes, 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.

8.4 **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 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.

8.5 **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.

8.6 **CHL DIRECTOR** – The CHL Director is responsible to oversee the instructors, classes and income from the club sponsored Concealed Handgun License classes. He/she shall keep a record of all class participants, payment to vendors and collection of all CHL class revenue. He/she must keep accurate records of class participants and finances for auditing purposes.

8.7 MAINTENANCE DIRECTOR – The Maintenance Director shall have the responsibility of coordinating the activities of all vendors hired by BASC to maintain all ranges, drainage ditches, and access roads at the facility. The Maintenance Director will also be responsible for obtaining competitive bids for any work and presenting these bids to the Board for approval of a vendor before work is started.

8.8 CAPITAL IMPROVEMENT DIRECTOR- The Capital Improvement Director shall coordinate the activities of all committees that are asked to look at any short term or long term club capital improvement project.

8.9 DIRECTORS- All directors should assist and perform duties as may be assigned to them by the Board and 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:**

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. No Director or Officer of BASC shall participate in or receive any payment from any projects or expenditures that are normally subject to a bidding process. 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 June each year. If the annual meeting is not held at the scheduled time, it shall be held within fifteen (15) days before or after. At this meeting, at least three (3) Board positions will be voted on by the members. The officers and Board of Directors will hold over until the new membership year begins September 1. Any newly elected members to the Board will work with the previous Board members until the change takes place. No election of Club officers shall occur until the newly elected directors have taken office.

### **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. No written request by a member to address the Board meeting shall be denied and will be addressed by the Board within 65 days. The minutes shall include the exact wording of every issue being voted on. Minutes posted shall include the votes, or lack of, as recorded by every director on every issue and the date and method of votes cast. Any measure enacted by the BASC Board of Directors, and not reported in the above manner, shall be null and void.

### **Section 3: SPECIAL MEETINGS:**

Special meetings of the membership may be called anytime by at least 15% 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, the Vice-President or by a majority of the Directors. Any business may be transacted at a special meeting. All Board members must be notified of special meetings. The minutes shall include the exact wording of every issue being voted on. Minutes posted shall include the votes, or lack of, as recorded by every director on every issue and the date and method of votes cast. Any measure enacted by the BASC Board or Directors, and not reported in the above manner, shall be null and void.

### **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. Each Director must be contacted to participate in any such meeting and/or vote. If Director cannot be reached, such efforts as were attempted to make contact should be recorded. It is not

permissible to stop polling Directors when issue has been decided by a majority. All telephone votes, votes by informal gathering or special meeting, and email votes by BASC directors shall be accurately and completely recorded and included as a supplement to the next Regular Meeting minutes posted on the web site. This supplement to the minutes shall include the exact wording of every issue being voted on by telephone, informal gathering or special meeting, or distributed by email for votes by the BASC directors. Minutes posted shall include the votes, or lack of, as recorded by every director on every issue and the date and method of votes cast. Any measure enacted by the BASC Board or Directors, and not reported in the above manner, shall be null and void.

Section 4.1: NOTICES: Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail or electronic mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by electronic mail, a notice is deemed delivered when accepted by the electronic address given by the person and on file with the corporate records.

#### Section 5: **ATTENDANCE OF BOARD MEMBERS**

Each member of The Board of Directors is expected to participate in each of the meetings called by the Board. Their regular attendance is necessary so the Board can conduct its day to day business having the input and vote of each of the elected Board members.

### **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 Bylaws may only be amended at the Annual meeting by a vote of the membership. Approval of amendments requires a vote of at least two thirds (2/3) of the members and Directors present.

Any member or Director may submit proposed changes to the Bylaws to be decided by the membership in the above manner.

Proposals must be submitted to the Recording Secretary at least 60 days before the Annual meeting.

The Board of Directors shall adopt, without delay, the Bylaws and Bylaws revisions approved by vote of the membership.

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held 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 they had not included the invalid, illegal, or unenforceable provision.

**ARTICLE VIII  
EFFECTIVE DATE**

The effective date of these Bylaws, as amended, shall be March 12, 2011 at which time all members of record shall be deemed annual members. I, Thomas Fraser, President of the Board, hereby certify that these Bylaws have been duly adopted by the Board of Directors.

Signed this the 12 day of MARCH, 2011 at Baytown, Harris County, Texas

BAY AREA SHOOTING CLUB INC. ATTEST:

By: Damon Starr Dan Starr Secy BASC

Thomas Fraser

Keenan Knox

Thomas Fraser

[Signature]

Signature President

Signature Vice-President