

BY-LAWS OF THE FORT WORTH TRAP AND SKEET CLUB

ARTICLE I - NAME

The Club shall be known as Fort Worth Trap and Skeet Club.

ARTICLE II - PURPOSE

The purpose of the Club shall be to support and maintain a clay target shooting facility, together with other ancillary uses the Board may choose from time to time, to be operated as an innocent sport in order to promote public interest in clay target shooting and the outdoor lifestyle. The Club shall be operated without profit or financial gain to any of its members, and any funds over and above operating expenses shall be devoted to the furtherance of the purpose of the Club.

ARTICLE III - MEMBERSHIP

Section 1: There shall be three classes of members as:

- (a) Active Members
- (b) Honorary Life members
- (c) Collegiate Members

Section 2: Active membership shall consist of those persons designated as such by the Club who, pursuant thereto and within the time prescribed by the Club, shall pay the annual membership dues in the amount hereinafter prescribed by the Club. An Active Member's spouse and/or unmarried children residing at home under the age of eighteen (18) years or college student(s) in school up to age twenty-five (25) shall be entitled to all club privileges, except that neither may vote.

Honorary Life members are those persons so designated by the Board of Directors, (hereinafter the "Board"). Honorary Life members are entitled to all club privileges, but are exempt from payment of annual dues and are entitled to vote.

Collegiate Members shall be persons at least (18) years age, paying annual dues in an amount prescribed by the Board and must hold an active college identification. Collegiate Members are entitled to vote.

Section 3: All members shall pay dues for each calendar year as determined by the Board except Honorary Life Members or Members specifically exempted from dues by the Board.

Section 4: All voting rights with respect to the election of directors or otherwise shall be vested in the Active members and Honorary Life members in good standing. Each such member shall be entitled to one vote.

- Section 5:** Membership of the Club shall be open to all persons of good moral character who are citizens of the United States, upon the payment of dues as herein provided for and acceptance of application for membership by the Secretary or other officer or person designated to issue such cards by any member of the Board. The Board may require a background check on any person seeking membership in the club and cost will be covered by initial membership fee. The board has discretion to require a background check on any member. The Board may expel any member that fails to pass a background check as implemented by the Board. Any unused portion of that year's annual dues shall be refunded to the expelled member on a pro rata basis.
- Section 6:** The Board shall have the right to withdraw privileges of membership from any member at any time if, with a majority vote of said Board, the withdrawal of such membership from such member is in the best interest of the Club. The Membership may not be removed until the Member has been given notice of his/her opportunity to attend a Board Meeting as designated by the Board, and speak on his/her behalf.
- Section 7:** All dues shall be due and become payable on the first day of each membership year. Any member who fails to pay membership dues within 60 days of the due date, shall have their membership terminated. Such member shall not be entitled to the privileges of the club until a renewal application is made and accepted and dues paid.
- Section 8:** The Board may, at any time by simple majority vote, enact and/or amend rules, policies and procedures relating to the use of and access to the Club. Once established these, rules, policies and procedures shall be posted in a conspicuous place within the Clubhouse for all members to see.

ARTICLE IV - BOARD

- Section 1:** The property, business and conduct of the Club shall be controlled by the Board which shall consist of an odd number of not less than seven (7) nor more than eleven (11) persons elected from the Active and/or the Honorary Life Membership. In each annual meeting, the appropriate number of directors shall be elected to replace the directors whose term is expiring. Such Directors will hold office for a period of three (3) years. No Director may be elected for more than two (2) consecutive terms.
- Section 2:** The Board shall vote to fill any vacancy on the Board, and the person so appointed shall hold office for the unexpired term of the predecessor. Provided the interim term is less than one half (1/2) of the original term in question, it will not count toward the term limits of the replacement Board Member. The Board shall be elected from among the Active Members in good standing.

- Section 3:** It shall be the duty of the Board to immediately after its election, appoint an Executive Committee consisting of all Officers and any other Board Member(s) it may see fit. The Executive Committee shall be in charge of the affairs of the Club, subject to the supervision and control of the Board, and shall in all respects be responsible to the Board for the financial, orderly, and economical conduct of the Club. The Board shall have power to remove either one or more of the Executive Committee members and to fill any vacancy on the Executive Committee.
- Section 4:** A majority of members of the Board shall constitute a Quorum and all action of the Board, except where otherwise specified, shall be by a majority vote of those Board Members present. In the event of any tie vote, the President may break the tie.
- Section 5:** The board shall determine the method of voting on all votes and elections requiring a vote by the general membership of the club; voice, show of hands, paper balloting, etc. The method of voting shall be included in all notifications announcing an upcoming vote.
- Section 6:** Any sale, trade, transfer, mortgage or other encumbrance of any nature of the Club's real property must be approved at the Annual or specially called Meeting of the membership of the Club or at a special meeting called for such purpose. Any such actions can only be approved by a super majority vote of not less than 2/3 of the total voting membership (which includes all members, whether they are present or not).
- Section 7:** Conflicts of Interest: Each member of the Board of Directors will be required to complete a conflict of interest form to ensure there are no conflicts associated with businesses or boards that the Board views as ethical conflicts for the club. The Board of Directors will review and approve all such disclosure forms prior to prospective new directors being formally nominated for election. Any changes or potential conflicts that arise during a Director's term shall be raised to the Board and acted upon as the remainder of the Board see fit.

ARTICLE V -OFFICERS

- Section 1:** The officers of the corporation shall be:
- (a) President
 - (b) Vice President
 - (c) Secretary

(d) Treasurer

Section 2: The duties of the President shall be to preside at all meetings of the membership of the Club; execute for and on behalf of the Club, when duly authorized by the Board, all contracts, deeds, conveyances, mortgages or other formal instruments, and to perform the other duties usually performed pertaining to that office.

The President, or in the absence of his/her action, the Secretary shall appoint a Nominating Committee consisting of five members, selected as follows: at least two members from the present or former Boards, and at least two members from the membership at large one of which shall be elected chairperson of the Nominating Committee. The Nominating Committee shall review, interview and nominate a slate of candidate members, as described above, to serve on the Board for the coming term. The nominations shall be presented to the Board at least 30 days prior to the Annual Meeting of the membership. Once approved by the Board the slate of candidates shall be posted within the Clubhouse for at least 15 days prior to the Annual Meeting of the membership. The voting Members present at the Annual Meeting of the membership will elect the appropriate number of Board Members for the coming term by majority vote. The membership at large may bring forward Write-In Candidates. Any Write-In candidate must present the aforementioned conflicts of interest disclosure in writing to the Board President at least 2 business days prior to the vote. The President will distribute the disclosure to the remainder of the Board. Assuming no conflicts of interest exist, the candidate will be announced as a Write-In Candidate during the Meeting prior to the vote being called.

Section 3: It shall be the duty of the Vice-President, in the case of death, absence, or inability, to act on the part of the President, to exercise all the powers and duties of the President and to perform such other duties as may be delegated to him/her from time to time by the Board.

Section 4: The duties of the Secretary shall be to keep a record of the proceedings of the meetings of the members and of the Directors; to record the same in a well bound book; to maintain records of membership of the three classes of membership; and to perform such other duties as may be required of him or her from time to time by the Board. Secretary shall ensure minutes are retained in the FWT&S club office under the responsibility of the club manager for review by the Board or membership. Once compiled, minutes will not be removed from the club facility without approval of the Board of Directors.

Section 5: It shall be the duty of the Treasurer to have access to all monies and funds belonging to the Club; to keep or to see that proper books and records are kept; to prepare or cause to be prepared and submitted from time to time as may be directed by the Board a true financial statement showing the assets and liabilities of the Club and

all receipts and disbursements; to make and cause to be made available a quarterly operating statement each three months, and an annual financial statement and prepare or cause to be prepared and submit or cause to submit all required tax statements to the State, Federal, and local authorities.

Section 6: The officers of the Club shall be elected to serve a term of one year, or until the next regular annual meeting. The officers shall be elected by the Board, such selection to be made by the Board in their first meeting after the Annual Meeting. The Board may remove any officer at any time at a special meeting called for that purpose. Any vacancy among the officers either by death, resignation, or removal shall be filled by the Board.

ARTICLE VI - MEETINGS

Section 1: The Annual Meeting of the Active Members and of the Honorary Life Members, herein referred to as of the Annual Meeting, shall be held at such place as may be designated by the President or the Secretary within Tarrant County, Texas, and shall be held between September 15th and October 15th of each year. Special meetings may be called by the President, or by the Secretary or by the Executive Committee on five (5) days notice in writing by the Secretary mailed or emailed to each member, or by posting notice of such special meeting on the bulletin board at the club's shooting range at least ten (10) days before each meeting.

Section 2: No member shall be entitled to vote at any annual or special meeting who is at the time delinquent in payment of any dues or in the payment of any sum that may be due the Club.

Section 3: Any member may be represented at any Annual Meeting, or at any special meeting of the members, in person or by proxy duly filed and recorded by the Secretary prior to such meeting.

Section 4: A meeting of the Board shall be held immediately following the election at the Annual Meeting. Special meetings of the Board may be held at such time and place as may be designated by the President, the Secretary, or the Executive Committee in calling such meeting on giving three (3) days' notice in writing or by posting of the time and place thereof on the bulletin board at the Club's shooting range.

Section 5: All requirements of the bylaws with respect to call, notice of time and place of either regular or special meetings of the Board may be waived provided a Quorum is present at such meeting.

Section 6: The Board may at any time remove from the Board any member who has missed three (3) meetings of the Board due to unexcused absences. Excused absences are illness, work, or personal business.

ARTICLE VII - AMENDMENTS

These bylaws may be amended or repealed at any Annual Meeting of the Active Members and Honorary Life Members, or any special meeting thereof, provided that notice of the proposed amendments be set forth in the notice of the call of such meeting.

In the event of the dispute regarding the language or meaning of any terms of the bylaws, the Executive Committee shall render an advisory opinion, which opinion may be appealed to the full Board.