

BYLAWS OF THE
Terrell Rifle & Pistol Club

These bylaws govern the affairs of the Terrell Rifle & Pistol Club, Inc. hereinafter sometimes referred to as TR&PC or as the Club or as the Corporation

ARTICLE 1 OFFICE

Principal Office

1.01. The Corporation's principal office in Texas will be located at an address designated by the Board. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE 2 – MEMBERS

Classes of Members

2.01. The Corporation shall have three classes of members as follows:

A. Active Member. Active Member is defined as a person who has paid in full, all monies owed to the corporation on or before January 1 of each year.

B. Life Member. A person who has been an Active Member for a term of not less than ten (10) years and who has attained the age of sixty-five (65) or more years. Life Members are exempt from the payment of dues until the Board votes to establish dues for this class. Members who became members of the corporation prior to January 1, 2007 will be awarded the Life Member status according to the bylaws in effect at the time the individual was voted as a member.

C. Honorary Member. Excluding the restrictions listed in the following paragraph, an honorary member has rights to all benefits of membership in the corporation for a single year without paying annual dues or initiation fees. This membership is valid for the corporate fiscal year in which issued. No more than four (4) honorary memberships may be issued in each fiscal year.

An honorary member is not eligible to vote on club matters or eligible to hold office in the corporation. An honorary member may serve as a match director, range safety officer, or other supporting positions, at the pleasure of the board of directors.

2.02. The families, including the spouse and minor (under age of 21 years) children of persons who are Active Members and Life Members, are considered as holding full membership in the corporation. Family members, as described in this paragraph, do not have a right to vote or hold elected office.

Admitting Members and Renewing Membership

2.03. Natural persons may be admitted to membership in the Corporation by the Board or a committee designated by the Board to handle such matters. The Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors or a Board-designated committee present and voting is required for admitting any applicant who meets the membership qualifications then in effect. A member in good standing may renew membership by paying all required fees and dues *or* submitting an application to renew membership.

2.03.01. A child of an Active or Life member, upon attaining the age of 21 years and making application for membership, will be placed at the head of the que of pending membership and will be considered when new members are accepted. Any initiation fee will be waived. The membership application may be submitted six months prior to the child's birthday and must be submitted within six months after attaining the age of 21 years.

2.03.02 A child of an Active or Life member, who immediately entered military service or college upon graduation from high school, may be considered for membership under the conditions of paragraph 2.03.01, upon returning from the military or college. The application for membership must be initiated within five years of high school graduation to be considered under this paragraph. Applications submitted outside of the five-year window will not be treated as a legacy application, and will be placed at the bottom of the que of pending membership; any initiation fee will not be waived.

Membership Fees and Dues

2.04. The Board of directors may determine from time to time the amount of the initiation fee, if any, and annual dues payable to the corporation by members of each class. The Board of Directors may establish a penalty for late payment of annual dues.

Certificates of Membership

2.05. Certificates of Membership. The Board of directors may provide for the issuance of certificates evidencing membership in corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed a new certificate may be issued on such terms and conditions as the Board of directors may direct.

2.06. Each active member entitled to vote is entitled to one vote on each matter submitted to a vote of the members, except that in an election for the Board of directors, each member shall be permitted to vote for one candidate from each discipline – Pistol, Rifle, and Shotgun.

2.07. Resolving Disputes

In any dispute between members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate in selecting one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Civil Practice and Remedies Code Section 171.001 only if the parties have met together with a mediator. This paragraph will not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling a member from the Corporation. The Board has discretion to authorize the use of corporate funds for mediating or arbitrating a dispute described in this paragraph.

Sanctioning, Suspending, or Terminating Members

Resignation

2.08. Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation. No dues or initiation fees shall be refunded to a member who resigns.

Suspension, Expulsion or Sanction of Member

2.09. The board of directors, by affirmative vote of two-thirds of the membership of the board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. Any disciplinary action taken under this section shall be done in accordance with the Procedure for Disciplinary Action as adopted by resolution on October 11, 1994.

Reinstatement

2.10. A former member may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

Transferring Membership

2.11. 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.

Waiving Interest in Corporate Property

2.12. 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.

ARTICLE 3

MEETINGS OF MEMBERS

3.01. Annual Meeting

An annual meeting of the members shall be held on the second Thursday in January of each year at the hour of 7:00 p.m. for electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein, the Board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

3.02. Place of Meeting.

The Board of directors may designate any place within the State of Texas as the place of meeting for any meeting called by the Board of directors.

3.03. Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the members calling the meeting.

3.04. Informal Action by Members.

If any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.05. Quorum.

The members holding ten percent of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. At the annual meeting, those votes cast by mail shall count toward establishing the quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.06. Proxy Voting.

A member who is entitled to vote in the affairs of the Corporation may not vote by proxy.

3.07 Voting by Mail. Where Directors are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner, as the Board of directors shall determine.

3.08. Special Meetings

Special meetings of the members may be called by the president, the board, or not less than one-tenth of the voting members.

3.09. Place of Meeting

The board may designate any place inside Texas, as the place of meeting for any special meeting called by the board. If the board does not designate the place of meeting, the meeting will be held at the Corporation's principal office.

3.10. Notice of Meetings

Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10 nor more than 60 days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be established by the board according to Article 1396--2.11A of the Revised Civil Statutes. After establishing the record date, the board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

3.11. Eligibility to Vote at Members' Meetings

A member in good standing is entitled to vote at a meeting of the members of the corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the notice of the meeting.

3.12. Quorum

Members who attend the meeting in person will constitute a quorum at a special meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

3.13. Actions of Membership

The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting will be by ballot or voice, except that any election of directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

3.14. Proxy Voting.

A member who is entitled to vote in the affairs of the Corporation may not vote by proxy.

3.15. Voting by Mail.

The Board of directors may authorize members to vote by mail on the election of directors or on any other matter that the members may vote on.

Article 4

Board of Directors

Management of Corporation

4.01. The Board of Directors shall manage all corporate affairs.

Disbursement and Contract Limitations

4.01.1 Limits

The Board of Directors shall have the authority to authorize the distribution of corporate funds or to execute are cause to be executed, contracts in amounts up to and including \$25,000.00. Any project, purchase, or contract that exceeds the \$25,000.00 limit shall not be commenced, completed or contracts signed without at least twenty days (20) notice to the membership of a meeting at which such item or items will be considered. Electronic or printed notice of any such proposed expenditure shall be delivered to each member in good standing to the address on record with the secretary of the corporation. Such notice will contain a full disclosure of the proposed expenditure including the estimated or actual final cost of the project. For purposes of this section, no project, purchase or other disbursement may be broken down into smaller units to avoid consideration of the limit. Additionally, changes to the amounts noticed or items noticed after or at the meeting at which they are first discussed, require discussion at an open meeting but no further notices shall be required.

Number, Qualifications, and Tenure of Directors

4.02. The number of Directors shall be nine (9). Directors must be residents of the State of Texas and members of the Corporation. A candidate for Director should be regularly involved in the discipline for which the candidate seeks office. For the year 2008 elections, one (1) director from each discipline shall be designated as Place 1, one director designated as Place 2, and one director designated as Place 3. The Place 1 directors shall serve a term of one year; the place 2 directors shall serve a term of two years, and the place three directors shall serve a term of three years. Each year thereafter the director whose term is expiring, one director from each discipline, Place 1, Place 2 or Place 3, shall be elected and shall serve a term of three (3) years. A director may be elected to succeeding terms.

Nominating Directors

4.03. The Board of directors shall select three or more members of the corporation to serve as a Nominating Committee. This appointment may be made at any time but must be made more than 30 days prior to the ballot mail out. The Nominating Committee shall canvas the membership in an attempt to secure candidates for election to the board of directors. At any meeting at which the election of a director may be held, a member may nominate a qualified person with the second of any other member.

Electing Directors

4.04. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the membership. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeeding terms.

Vacancies

4.05. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Annual Meeting

4.06. The annual meeting of the board of directors shall take place immediately following or as soon as possible after the annual meeting of members.

Regular Meetings

4.07. The regular meetings of the Board may be held without notice other than these Bylaws. Unless otherwise designated by the Board of directors, the board meetings shall be held at 7:00 p.m. on the second Tuesday of each month at the Corporation's registered office.

Special Meetings 4.09. Special Board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors, as these Bylaws require.

Notice

4.10. Written, printed, or electronic notice of any special meeting of the Board will be delivered to each director not less than seven, nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting who called it and the purpose or purposes for which it is called.

Quorum

4.11. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

Duties of Directors

4.12. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Duty to Avoid Improper Distributions

4.13. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or a verbal dissent entered into the minutes of the meeting and a written dissent mailed to the secretary by registered mail within 3 days after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Interested Directors

4.14. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

Actions of Board of directors

4.15. The Board will try to act by consensus. However, if a consensus is not available, 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. A director who is present at a meeting and abstains from a vote is considered present and voting for the purpose of determining the Board's decision.

Proxies

4.16. A director may not vote by proxy.

Vote by Electronic Means

4.17. In situations where calling a meeting of the Board of directors is not practical the board may vote on any subject by electronic means. If electronic means are used, every board member must be given the opportunity to vote unless the board member is unavailable and reasonable effort to make contact has been unsuccessful.

Compensation

4.18. Directors may *or* may not receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors

4.19. The Board may vote to remove a director at any time for good cause. Good cause for removal of a director includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. In addition, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by the affirmative vote of a majority of the Board.

Article 5 - Officers

5.01. The Corporation's officers will be a president, a secretary, vice president, a treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect, or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

Election and Term of Office

5.02. The Corporation's officers will be elected annually by the members of the Board of directors. Such election shall be held at a board meeting held at the conclusion of the annual meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed him or herself in the same office.

Removal

5.03. Any officer elected or appointed by the Board may be removed by the Board only with good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

Vacancies

5.04. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

President

5.05. The president is the Corporation's chief executive officer. The president will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

Vice President

5.06. When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of--and is subject to all the restrictions on--the president. If there is more than one vice president, the vice presidents will act for the president in the order of appointment. A vice president will perform other duties as assigned by the president or Board.

Treasurer

5.07. The treasurer shall:

- (a) Have charge and custody of and be responsible for all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source. The Treasurer may authorize a match director, or other person, to collect fees and issue receipts for the fees collected.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports. At each monthly board of directors meeting the treasurer shall submit a profit/loss statement to the board. The treasurer will cause an outside review of the corporation's finances by a qualified accountant on a periodic basis but in no event less frequent than once every three years.
- (g) Perform other duties as assigned by the president or the Board. These duties shall include filing the necessary federal, state and local tax reports.
- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- (i) Perform the duties incident to the office of Treasurer.

5.08. The Secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal.
- (d) Affix the corporate seal to all documents as authorized.
- (e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation. Such register shall be available to the membership at the corporate offices during reasonable hours.
- (f) Prepare and mail annual renewal notices to the membership.
- (g) Perform duties as assigned by the president or the Board. (g) Perform all duties incident to the office of secretary.

ARTICLE 6

COMMITTEES

Establishing Committees

6.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the corporation.

- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board.

Term of Office

6.02. Each committee member will continue to serve on the committee until the next annual members' meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Chair and Vice-Chair

6.03. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of □ and is subject to all the restrictions on □ the chair.

Notice of Meetings

6.04. Written, electronic, or printed notice of a committee meeting will be delivered to each member of a committee not less than three (3) or more than thirty-days (30) before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Quorum

6.05. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Actions of Committees

6.06. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered present and voting for determining the act of the committee.

6.07. Proxies. A committee member may not vote by proxy.

Compensation

6.08. Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

Rules

6.09. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board of directors.

ARTICLE 7

TRANSACTIONS OF CORPORATION

Contracts

7.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

7.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

7.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest

7.04. The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to--and otherwise transact business with--the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from--or otherwise transact business with--a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests.

The Corporation may not borrow money from--or otherwise transact business with a member, director, officer, or committee without full disclosure of all relevant facts and the Board's approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

7.05. As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Without prior agreement with the Board of directors, use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (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 its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8. BOOKS AND RECORDS

Required Books and Records

8.01. The Corporation will keep correct and complete books and records of account for the period specified by the Board. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

8.02. MEMBER'S RIGHT TO INSPECT BOOKS AND RECORDS.

A member of the corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose.

Audits

Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless a majority of the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9

FISCAL YEAR

9.01 The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

ARTICLE 10

INDEMNIFICATION

When Indemnification Is Required, Permitted, and Prohibited

10.01. (a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a), above.

(e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

10.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

10.03. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in sub subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 11 NOTICES

Notice by Mail or Electronic Mail

11.01. 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... A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation

11.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

11.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

12.01. The Board of directors and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Decision by Mail or Electronic Means

12.02 Any decision required or permitted to be made at a meeting of the Board, or of any committee of the Corporation may be made by an exchange of email or other forms of electronic communication if each member of the board or committee is afforded an opportunity to participate and vote on the matter under consideration. A person participating in the electronic discussion is considered to be present at the meeting. A majority vote of the members of the board or committee shall determine the outcome of the issue.

Decision without Meeting

12.03. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

ARTICLE 13

AMENDING BYLAWS

13.01. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The notice of a meeting where bylaws will be adapted or changed must be mailed to the entire membership at least 15 days prior to the meeting.

ARTICLE 14

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

14.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

14.02. 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.

Headings

14.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

14.04. All singular words include the plural, and all plural words include the singular.

Seal

14.05. The Board of directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "TERRELL RIFLE & PISTOL CLUB" in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

14.06. 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 to be kept with the corporate records.

Parties Bound

14.07. The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

14.08. TRPC does not permit the use of metallic targets, and no metallic targets may be shot on TRPC property, either informally or under match conditions.

“Metallic targets” include steel plates or other metallic targets commonly used in steel plate competition, Ruger Rimfire competition, silhouette matches, and includes target spinners, dueling trees, gongs, and the like. “Metallic targets” does not include target stands, target frames or other metallic structures that are not intended to be subjected to deliberate and continuous fire, nor does it include a shotgun pattern board intended to be used with bird shot.

These amended bylaws are adapted by the Board of Directors of the Terrell Rifle and Pistol Club, Inc. and become effective on this the 11th day of January, 2018.

John E. Jebavy
Secretary