

**BYLAWS
OF
LONE STAR SHOOTERS CLUB**
A Texas non-profit corporation

**Article 1
Name, Purposes, Powers and Offices**

Section 1.1 **Name**

The name of the corporation is **Lone Star Shooters Club, Inc.** ("Lone Star Shooters, LSSC" or the "Corporation").

Section 1.2 **Purposes**

The Corporation is organized pursuant to the Texas Business Organizations Code, including, but not limited to Title 2, Chapter 22 of the Business Organizations Code. It is organized for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations 1 within the meaning of the Internal Revenue Service Code (the "Code"), Section 501(c)(3), and the Texas Tax Code §11.18 *et. seq.*, and consist of the following:

- a. to use shooting sports as a vehicle to effectively prepare and build up Godly young men and women to be the future leaders, parents, and citizens of America. To facilitate this purpose youth on our team learn the safe and responsible handling and use of firearms; discover the joy of contributing to a shared team goal; and experience the privilege of serving others in our community;
- b. to promote the safe and responsible use of all types of firearms and range equipment by facilitating formal and informal training for youths and members; and
- c. to promote the safe enjoyment of all areas of shooting sports by facilitating formal and informal shooting activities.

The Corporation is additionally organized to promote, encourage and foster any other similar charitable, and educational activities; to accept, hold, invest, and reinvest and administer any donations, gifts, legacies, bequests, devises, funds and property, of any sort or nature, and to use, expend, or donate its assets, and all income therefrom, for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Code.

Section 1.3 **Powers**

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided for nonprofit corporations under the Texas Business Organizations Code as it now exists or as it may hereafter be amended; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 510(c)(3) of the Code.

Section 1.4 **Offices**

The Corporation will maintain a registered office and registered agent in Spring, Texas. The Corporation may have, in addition to its initial registered office, offices at such places, both within and without the State of Texas as the Board of Directors may from time to time determine or as the activities of the Corporation may require. The Corporation may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

Article 2

Members

Section 2.1 **Members**

The Corporation will have one class of members.

Section 2.2 **Admitted Members and Renewing Membership**

Persons may be admitted to membership in the Corporation by the LSSC Board of Directors (the “Board”) or by a Board designated committee. The Board or a Board designated committee may recommend procedures and qualifications for membership in the Corporation, subject to a vote of the members.

Section 2.3 **Membership Fees and Dues**

The Board or a Board designated committee may set and change the amount of initiation fee, if any and the annual dues payable to the Corporation by members. Dues are payable on or before September 30th of each calendar year and become delinquent on October 31st.

Section 2.4 **Membership Record**

The Secretary shall keep a record of membership. The Treasurer shall keep track of renewals and an accounting of dues paid.

Section 2.5 **Voting Rights**

Each member of the Corporation is entitled to one vote on each matter submitted to a vote of the members.

Section 2.6 **Membership Requirements and Duties**

In order to remain a member in good standing, members must annually:

- a. Pay annual dues as required in Section 2.3 of this Agreement;
- b. Pay for and complete annual adult registration with Scholastic Action Shooting Program.
- c. Pay for, submit, and pass annual background check.

Section 2.7 **Restricted Status**

The Board shall review the status of the members during the month of October and shall send out notices to any member who has not met the Corporation's **Membership Requirements and Duties** as detailed in Section 2.6 of these bylaws, informing them of their unfulfilled obligations. The notice shall inform the member that if the obligations are not met, he or she shall be placed on restricted status beginning January 1 of the upcoming calendar year. The notice shall clearly identify the areas of deficiency so the member has an opportunity to fulfill his requirements in a timely manner. The Board may vote to forgive the requirements of any individual member due to extenuating circumstances such as illness.

Section 2.8 **Sanctioning, Suspending or Terminating Members**

The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing before the Board. Good cause include defaulting on an obligation to the Corporation to pay fees or dues for a period of sixty (60) days following delivery of written notice of past due monies owed, or a material and serious violation of the Corporation's certificate of formation, bylaws or rules of law. The Board may delegate powers to a standing or special committee to conduct a hearing, and make recommendations to the Board. The Board may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, the notice must be in writing and delivered at least fourteen (14) days before the hearing.

Section 2.9 **Resignation**

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 the member of any financial obligations to the Corporation that existed prior to his resignation, except that he or she shall not be obligated for any unpaid membership dues.

Section 2.10 **Reinstatement**

A former member may submit a written request for reinstatement of membership. The Board may reinstate the membership on any terms that it deems appropriate.

Section 2.11 **Transferring Membership**

Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member resigns or dies. Membership is not a property right that may be transferred after a member dies.

Section 2.12 **Waiving Interest in Corporate Property**

The Corporation owns all real and personal property, including improvements, 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

Meeting of Members

Section 3.1 **Annual Member's Meeting**

The Board will hold an annual members' meeting (the "Annual Meeting") during the month of September on a day, time and location to be determined by the Board. Officer elections shall take place at the Annual Meeting.

Section 3.2 **Annual Election**

The Board will hold an annual election during the month of August, each year. The election may be in-person or virtual, depending on the decision of the Board of Directors. The BOD will submit a slate of candidates to all club members no fewer than 30 days before the Annual Election.

Section 3.3 **Special Meetings**

Special meetings of the members may be called by the President, majority of the Board, or not less than twenty five percent (25%) of the voting members. At least 7 (seven) days notice via one medium shall be given prior to any special meeting.

Section 3.4 **General Meetings**

General meetings of the members will be held as determined by the Board of Directors, but not less than four (4) times per year.

Section 3.5 **Place of Meeting**

The Board may designate any place, inside Texas, as the place of meeting for any annual meeting, general meeting or for any special meeting called by the Board.

Section 3.6 **Notice of Meetings and Eligibility to Vote**

Written notice of any members' meeting will be delivered via electronic mail, mobile app, regular mail or hand delivery not less than ten (10) or more than thirty (30) days before the date of the meeting; except that the Corporation may publish an annual calendar with the dates of planned meetings. The record date for determining the members entitled to vote and notice of any meeting of members will be November 1st of each year. After fixing 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 the Secretary. If all members meet and consent to hold a meeting, any corporate actions may be taken at the meeting regardless of lack of proper notice.

Section 3.7 **Actions of Members**

A majority of voting members in good standing, present and entitled to vote at a meeting is enough to constitute the act of the members unless law or the bylaws require a greater number. Voting will be by voice or ballot at the discretion of the Board.

Section 3.8 **Proxies**

A member may vote by proxy on a proxy form that has been previously approved by the Board. All proxies must be in writing, must bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after three (3) months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid for more than 1 year from the date of their execution.

Article 4

Board of Directors

Section 4.1 **Powers**

The Board of Directors (the "Board") of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws.

Section 4.2 **Number and Tenure of Directors**

The Board of Directors (the "Board") of the Corporation shall consist of seven (7) Directors. Upon majority resolution of the membership, the number of directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent director, or decreasing the total number of directors on the Board to less than five directors.

Section 4.3 **Qualifications**

Directors shall be of the age of majority in the State of Texas. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors must be members in good standing. Directors must be able to clear a complete background check. Each Director shall receive a single vote for board decisions. However, if there are multiple Directors from the same family, then they will receive only one vote for the family, not for each director.

Section 4.4 **Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Formation, or by these Bylaws; and
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation; and
- c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly; and
- d. Provide personal support and assistance with all LSSC activities; and
- e. Meet at such times and places as required by these Bylaws; and
- f. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 4.5 **Term of Office**

Each director shall hold office for a two (2) year term or until his or her successor is elected and qualifies as a director according to the Certificate of Formation, and these Bylaws or until such director's death, resignation, retirement, disqualification or removal from office. Any director may be re-elected to serve consecutive terms of office.

Section 4.6 **Election of Directors**

Directors shall be elected at the Annual Election in August of each year. Voting for the election of directors shall be by written ballot. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board. Where the number of candidates for director equals the number of available positions, elections shall be by a voice vote. Directors' terms shall begin with the September meeting.

When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Directors whose terms have expired may continue serving until they are either re-elected or until their successors are chosen.

Section 4.7 **Compensation**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with the Corporation's Conflict of Interest Policy.

Section 4.8 **Vacancies**

Vacancies on the Board shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased and shall be filled by the affirmative vote of a majority of the directors present at any meeting, though not less than a quorum. The Board, at a regular or special meeting, shall fill the vacancy by majority vote of the directors present at the meeting. A person elected to fill a vacancy on the Board shall hold office until the remainder of the vacated term or until his or her death, resignation, or removal from office.

Any director may resign effective upon giving written notice to the Board or to the President or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without the minimum number of directors as required by the Certificate of Formation and/or these Bylaws; except upon notice to the office of the attorney general or other appropriate agency of the State of Texas.

Section 4.9 **Removal**

Any director may be removed without cause, at any time, by a two-thirds majority of the members, at a Regular or Special Meeting called for that purpose. Any director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Section 4.10 **Interested Directors**

Contracts or transactions between directors or officers of the Corporation who have a financial interest in a matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director or officer is present at or participates in the meeting that authorizes the contract or transaction. 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.

Section 4.11 **Place of Meetings**

Board meetings shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the President of the Board or as shall be adopted by resolution of the Board and communicated by written notice to all directors.

Section 4.12 **Annual Meeting**

Written notice of the place, date and time of each Annual Meeting of the Board shall be delivered either personally, mobile app, by hand delivery, by electronic mail or by first class mail to each director who, on the record date for notice of the meeting is entitled to vote thereat, at such director's address as it appears on the books of the Corporation not less than ten (10) days before the date of the meeting.

Section 4.13 **Regular and Special Meetings**

Regular meetings of the Board shall be held at such times and places as may be fixed from time to time by the President of the Board or by resolution adopted by a majority of the Board and communicated by written notice to all directors. Any and all business may be transacted at any regular meeting of the Board, except as otherwise provided by law, by the Certificate of Formation or by these Bylaws.

Special Meetings may be called by the President or any three Directors upon, not less than one (1) nor more than sixty (60) days' notice, to each director in the same manner as notice is given for the Annual Meeting. Except as otherwise provided by law, by the Certificate of Formation or these Bylaws, neither the business to be conducted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting.

Section 4.14 **Waiver of Notice of Meetings**

Whenever any notice of a meeting is required to be given to any director of the Board of the Corporation under provisions of the Certificate of Formation, these Bylaws, or the laws of the State of Texas, a waiver of notice in writing signed by the directors, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.15 **Quorum for Meetings**

A majority of the directors then in office constitute 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 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 directors required for a quorum. Directors dialing into a meeting by phone or video conference are considered present for the meeting. If a quorum is not present any time during a meeting, a majority of the directors who are present may adjourn and reconvene the meeting once without further notice. Except as otherwise provided under the Certificate of Formation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. Directors present by proxy shall be counted toward a quorum. A director

may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 4.16 **Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum as described in Section 4.15 of these Bylaws, is present is the act of the Board, unless the Certificate of Formation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.17 **Conduct of Meetings**

Meetings of the Board shall be presided over by the President of the Board, or, if no such person has been so designated, or in his or her absence, the Vice President of the Board, or in his or her absence, the Treasurer, or in his or her absence the Quartermaster. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.18 **Written Consent of Directors**

Any action required or permitted to be taken at any meeting of the Board or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by the number of directors or officers whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Such consent must be filed with the minutes of proceedings of the Board or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted, and may be stated as such in the document.

Section 4.19 **Electronic Meetings**

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board or members of any committee designated by the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of the Board or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any such combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action

taken. Participation pursuant to this Section 3.21 shall constitute presence in person at such meeting for purposes of determining a quorum.

Section 4.20 Non-liability of the Board of Directors

The Board shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.21 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Certificate of Formation, these Bylaws, or provisions of law.

Article 5 Committees

Section 5.1 Creation of Committees

The Board by a resolution adopted by a majority of the directors may designate one or more committees and chairpersons for those committees. The committees may consist of persons who are not members of the Board. The committees shall act in an advisory capacity to the Board and shall have only the power and authority so delegated by resolution of the Board. The Board shall also determine the term of office for each committee and its members. The President shall appoint the members of the committees, subject to approval by a quorum of the Board at any Regular or Special Meeting.

Section 5.2 Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee with approval of the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 5.3 Special Committees

The following committees are special committees and represent ongoing activities of LSSC or its administration. The members may vote to create new Special Committees at any general meeting by a majority vote. The Board shall appoint the chairpersons of the Special Committees at its Annual Meeting. The committees are:

a. Bylaws Committee - The committee shall be the custodian of the LSSC Bylaws and Standing Rules. This committee shall keep the Board informed of any needed amendments or changes to the Bylaws and Standing Rules to be brought to the membership for approval. The committee shall notify the members of the Board's recommended changes to the Bylaws or Standing Rules at least two weeks prior to the general meeting where the changes are to be considered, via electronic mail, facsimile, first class mail or personal delivery. The Committee shall conduct the vote of the members and tally the results. It shall then make the approved changes to the Bylaws or Standing Rules and ensure that each member receives an updated electronic or hard copy of the Bylaws or Standing Rules, as amended.

b. Nominating Committee - The committee shall be made up of one Board member and two members, not a part of the Board. The committee shall submit a slate of candidates for the Board whose terms are about to expire to the members at the May Board of Directors Meeting. The committee will accept nominations to the Board via written nomination provided they are received at least two weeks before the Annual Election and also accept nominations from the floor at the August Election.

Additionally, the committee shall submit a slate of candidates for the following year's Head Coach of the youth shooting team at the May Board of Directors meeting. The Board of Directors shall vote annually to name the Head Coach no later than the August general meeting. In the event that the Head Coach is not a current elected member of the Board of Directors, he/she shall be named an Auxiliary Member of the BOD. As an Auxiliary Member, he/she shall be a non-voting member of the BOD, but shall make every effort to attend BOD meetings to provide updates and receive instruction as may be given from the Directors.

c. Membership Committee - The committee will maintain current membership files, attendance records, hours and requirements, letters of correspondence and will coordinate new member orientations as needed. The Secretary shall be the head of the Membership Committee.

Section 5.4 **Other Special Committees**

Special Committees shall be appointed by the Board for special projects or functions. The Board will designate each Special Committees title and duties and responsibilities.

Article 6

Officers of the Corporation and Duties

Section 6.1. **Designation of Officers**

The officers of the Corporation in ranked order shall be a President, a Vice President, a Treasurer, a Quartermaster, a Secretary, a Range Director, and a Technology Director. The Board may also appoint one or more Vice President, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board.

Section 6.2 **Election and Term of Office**

All officers shall serve two year terms. The election of Officers coincides with the election of Directors and the Directors will run to fulfil one of the Officer positions. Election for President, Secretary, Quartermaster, and Technology Director shall be conducted in odd numbered years. Election for Vice President, Treasurer, and Range Manager shall be conducted in even numbered years. Officers shall remain in office until their successors have been elected and installed at the August general members meeting. Officers may serve consecutive terms without limit. One person may hold no more than one office at a time.

Section 6.3 **Resignation**

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 **Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by vote of a quorum of the Board at a Regular or Special Meeting. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy for the unexpired balance of the term.

Section 6.5 **Duties of President**

The President shall be the chief executive officer of the Corporation and shall, subject to the provisions of these Bylaws, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be prescribed from time to time by the Board. The President shall preside at all meetings of the Board and the members. The President is an ex-officio member of all committees. The President should be knowledgeable concerning safety and marksmanship and well respected by the community and club members. The President should have a minimum certification of NRA Instructor or Coach. He or she shall have the authority to execute in the name of the Corporation, such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board, to remove or suspend any agent; and in general to exercise all the powers

usually appertaining to the office of President of a corporation, except as otherwise expressly provided by law, by the Certificate of Formation, or by these Bylaws.

Section 6.6 **Duties of Vice President**

In the absence of the President, if there is no Co- President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Formation, or by these Bylaws, or as may be prescribed by the Board. The Vice President should have a minimum certification as NRA Instructor.

Section 6.7 **Duties of Secretary**

The Secretary shall:

- a. Certify and keep at the principal office of the Corporation and/or in the Corporation's cloud storage files, the original, or a copy, of these Bylaws as amended from time to time.
- b. Keep at such place that the Board determines is its principal office and in the Corporation's cloud storage files, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of the Corporation. **"Contemporaneously"** in this context means that the minutes, consents, and supporting documents shall be recorded in the records of the Corporation within ten (10) days after the date of the meeting or written consent. Ensure that the minutes of the most recent meeting are distributed to members prior to the next general meeting.
- d. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- e. Be custodian of the records and shall have charge of the seal of the Corporation, if any and shall have authority to affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- f. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, upon request, the Bylaws and the minutes of the proceedings of the directors of the Corporation.

g. Keep and account for all books, documents, papers and records of the Corporation, except for those for which some other officer or agent of the Corporation is properly accountable.

h. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned to his or her from time to time by the Board. In the absence or disability of the Secretary, the duties of the office shall be performed and the powers may be exercised by an Assistant Secretary, unless otherwise determined by the President or the Board.

Section 6.8 **Duties of Treasurer**

The Treasurer shall be the chief accounting and financial officer of the Corporation and shall:

a. Have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same.

b. Have charge, custody and control of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

c. Have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation.

d. Supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments.

e. Have supervision of the books of account of the Corporation, their arrangements and classification.

f. Be responsible for the collection of all of the accounts of the Corporation and keep full and accurate accounts of all receipts, disbursements and contributions of the Corporation.

g. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

h. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

- i. Receive, audit and consolidate all operating and financial statements of the Corporation.
- j. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- k. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, upon request.
- l. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.
- m. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Certificate of Formation of the Corporation, or by these Bylaws, or which may be assigned to his or her from time to time by the Board. In the absence or disability of the Treasurer, the duties of the office shall be performed and the powers may be exercised by the Vice President of the Board.
- n. The Treasurer is responsible for auditing the property and inventory reports of the Quartermaster.

Section 6.9 **Duties of Quartermaster**

The Quartermaster is the club officer that is responsible for purchasing and maintaining all club equipment and property (including, but not limited to, all firearms, ammunition, targets, supplies, and storage facilities). The Quartermaster is responsible for maintaining records related to all club property and inventory of supplies. The Quartermaster should have a minimum certification of Range Safety Officer. The Quartermaster should seek out completion of the Chief Range Officer's course during his first term, if not already certified.

Section 6.10 **Duties of Range Director**

The Range Director (RD) is responsible for the coordination of range bays, targets, equipment, and supplies needed to effectively run practices and matches at our home range. The RD ensures that bays are set up in advance of all practices and matches as directed by the Head Coach. The RD shall report damaged equipment and low stock of supplies to the Quartermaster with enough notice to ensure that all practices and matches can be run without issue. The RD is responsible (through the Match Committee) for collection of entry fees, concession sales, parking, custodian services, bay support, RSOs, and supplies for all Lone Star Shooters sponsored activities. The Range Director should have a minimum certification of Range Safety Officer. The Range Director should seek out completion of the Chief Range Officer's course during his first term, if not already certified.

Section 6.11 **Duties of Technology Director**

The Technology Director (TD) is responsible for proper utilization of Practiscore for all practices and matches as directed by the Head Coach. The TD is also responsible for timely and effective communication on Social Media sites that helps promote our team to the public and for maintaining and updating our team website as directed by the Board of Directors.

Section 6.12 **Additional Powers and Duties**

In addition to the foregoing specially enumerated duties, services, and powers, the several elected and appointed officers of the Corporation, shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the members may from time to time determine.

Article 7

Execution of Instruments, Deposits, and Funds

Section 7.1 **Execution of Instruments**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2 **Checks and Notes**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination, such instruments shall be signed by the President of the Corporation.

Section 7.3 **Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 7.4 **Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of the Corporation.

Article 8

Books and Records and Principal Office

Section 8.1 Maintenance of Corporate Records

The Corporation shall keep at its principal office and in the Corporation's "cloud" storage files:

- a. Minutes of all meetings of the members; and
- b. Minutes of all meetings of the Board and committees created by the Board, and, indicating the time and place of the meeting, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and
- c. Adequate and correct books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- d. A list of the names and addresses of the current members, directors, and officers of the Corporation;
- e. All rulings, letters and other documents relating to the Corporation's federal, state and local tax status; and
- f. The Corporation's federal, state, and local tax information and/or tax returns for the of the Corporation's five most recent tax years; and
- g. A copy of the Corporation's Certificate of Formation and the Bylaws as amended to date.

Section 8.2 Corporate Seal

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8.3 Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Certificate of Formation, other provisions of these Bylaws, and provisions of law.

Section 8.4 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 8.5 Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to the Texas Secretary of State to be so prepared and delivered within the time limits set by law.

Section 8.6 Dividends Prohibited

No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate the directors as provided in these Bylaws.

Section 8.7 Loans to Officers and Directors Prohibited

No loans shall be made by the Corporation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.8 Fiscal Year

The fiscal year of the Corporation shall be Calendar Year.

Section 8.9 Principal Office

The Board shall determine the location of its principal office and shall note changes at any regular meeting. This action is required in order to keep an historical record of locations of the Corporation's records and important documents

Article 9 Amendment of Bylaws

Section 9.1 Amendment

These Bylaws may be amended or repealed, or new bylaws may be adopted at any annual or special meeting of the members at which a quorum is present by the affirmative vote of a two thirds (2/3) majority vote of the members present at the meeting, provided notice of the proposed amendment, repeal, or adoption be contained in the notice of such meeting and sent to the members at least ten (10) days prior to the proposed meeting date. The foregoing notice requirements shall not prohibit the directors from adopting the proposed amendment, repeal or adoption of new bylaws as the case may be, in a modified form from that described or set forth in the notice of such meeting.

Article 10

Indemnification

Section 10.1 Indemnification of Directors, Officers, Employees and Other Individuals

The Corporation shall have the power to purchase and maintain at its cost and expense indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein only upon receipt of (i) a written affirmation by the director or officer of his or her belief that he or she has met the standard for indemnification in Chapter 8.101 of the Texas Business Organizations Code, or the corresponding provision or provisions of any successor statute and (ii) a verified statement by the director or officer committing repayment of all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article or otherwise.

The Corporation may indemnify, hold harmless and advance expenses to any present or former agent of the Corporation, or any other person serving at the request of the Corporation, to the same extent that it is required to indemnify, hold harmless and advance expenses to its officers and directors under this Article.

Notwithstanding the above, 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 the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe his or her conduct was unlawful.

The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Corporation's directors, officers, agents or employees may be entitled under the Corporation's Certificate of Formation or Bylaws, or under any statute, agreement, vote of the Board, principle of law or otherwise.

Article 11

Construction and Terms

Section 11.1 Legal Authorities Governing Construction of Bylaws

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

Section 11.2 **Construction**

If there is any conflict between the provisions of these Bylaws and the Certificate of Formation of the Corporation, the provisions of the Certificate of Formation shall govern. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirement and all requirement for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations.

Section 11.3 **Invalid Provisions**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws, as far as is possible and reasonable, shall remain valid, enforceable and operative.

Section 11.4 **Reference to IRS Code**

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 12 **Operation and Dissolution**

Section 12.1 **Nonprofit Operation**

The Corporation is organized and operated primarily for the purposes set forth under Article 1 of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

Section 12.2 **Limitations on Activities**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 12.3 **Distribution of Assets**

The Corporation pledges its assets for use in performing the Corporation's charitable functions. In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Board shall distribute the remaining assets of the Corporation as they shall determine but only to such organization or organizations organized and operated exclusively for charitable, religious, or education purposes and which is/are exempt under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code in a manner which best accomplishes the purposes of the Corporation. No director or officer shall be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Texas. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund for a public purpose.

Section 12.4 **Decision Making Authority**

The Board shall recommend, and the members shall approve by two-thirds majority vote, any decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

Article 13

Miscellaneous Provisions

Section 13.1 **Headings**

The headings used in these Bylaws are for convenience and may not be considered in construing the Bylaws.

Section 13.2 **Parties Bound**

The Bylaws will bind and inure to the benefit of the 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.

Section 13.3 **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the club may adopt.

Robert's Rules of Order shall be suspended for the remainder of any given meeting by a simple quorum vote of the Members in attendance of said meeting.

ADOPTION OF BYLAWS

The undersigned, being the duly elected and qualified Secretary of the Corporation, does hereby certify that the foregoing Bylaws of the Corporation were duly adopted by the members of the Corporation effective the 3rd day of June, 2026. (Updates are highlighted YELLOW)

Monica Hains 6/3/2026

Secretary of the Board
Monica Hains