

**BYLAWS  
OF  
THE WEST HOUSTON SHOOTERS CLUB, INC.**

A Texas Non-Profit Corporation

**ARTICLE I**

**Name**

The name of this organization shall be THE WEST HOUSTON SHOOTERS CLUB, INC. (hereinafter the "Corporation"). The Corporation may identify itself as "THE WEST HOUSTON SHOOTERS CLUB, INC., – WHIDPA"

**Principal Office**

The principal office of the Corporation shall be at 908 Town & Country Blvd. Suite 120, Houston, TX 77024, provided that the Board of Directors shall have the power to change the location of the principal office.

**Registered Office & Agent**

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

**Mission**

The mission of the Corporation shall be to encourage firearms education, training and the organized shooting of firearms among those persons in our community, with a view toward a better knowledge of the part of such persons of the safe handling and proper care of firearms, as well as improved marksmanship.

**Objective**

The objective for which this Corporation is organized is to promote and encourage the responsible use of firearms, sportsmanship and gun safety.

**Purpose**

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the

Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE II MEMBERSHIP**

Any individual eighteen (18) years of age or older may become a member, after:

- Completing a membership application.
- Agreeing to all Privileges, Rules & Regulations promulgated by the Corporation and the Board of Directors.
- Payment of annual dues.
- Executing a waiver of liability, release, indemnification and hold harmless agreement in a form acceptable to the Corporation.

Individuals under the age of eighteen (18) may become a member with only through written permission of a parent or guardian in a form approved by the Corporation.

Membership shall not be restricted in any way by applicant's race, religion, sex, or country of origin.

### **Dues**

Annual membership dues will be determined by the Board of Directors and reflected in the Corporation's Privileges, Rules and Regulations.

### **Membership Certificates**

The Board of Directors may provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Executive Vice President and by the Secretary. All certificates evidencing membership of any class 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 therefore upon such terms and conditions as the Board of Directors determine.

### **Issuance of Certificates**

When a member has been accepted to membership and has paid the annual dues that may then be required, a certificate shall be issued in that member's name and delivered to the member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of this Article II.

## **ARTICLE III**

### **Fiscal Year**

The fiscal year of the Corporation shall commence on January first and terminate on December thirty-first of each year.

## **ARTICLE IV**

# BOARD OF DIRECTORS

## **Powers**

The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by the State law of where the organization has been incorporated and by Certificate of Formation or by these Bylaws, the Board of Directors shall exercise all of the powers allowable by state law.

## **Number**

The number of Directors also known as officers; shall constitute the Board of Directors, shall consist of not more than seven (7) members. The number of Directors may from time to time be increased or decreased by vote of two-thirds of the Directors in office at the time, provided that the number of Directors shall always be an odd number.

## **Term**

Except as otherwise provided herein, each position on the Board of Directors shall be filled by election of the members during the annual membership meeting. All members of the Board of Directors must at all times be members of the Corporation. Unless removed in accordance with these Bylaws, each director shall hold office for one (1) year and until his successor shall have been duly elected and qualified. Nothing herein shall prevent the reelection of any Director.

## **Removal**

Any Director may be removed from office, with or without cause, by a vote of two-thirds of the Board of Directors then in office, at a Special Meeting of the Board of Directors, called for that purpose. Any vacancy occurring in the Board of Directors, whether by increase in the number of Directors or otherwise, shall be filled by the affirmative vote of a majority of the Board of Directors then in office though less than a quorum of the Board of Directors.

## **Resignation**

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

## **Compensation**

No Director shall receive any salary or other compensation for his services.

## **ARTICLE V OFFICERS**

### **Titles and Terms of Office**

Officers shall be elected annually by the membership. Each such Officer shall hold office until the corresponding meeting in the next year and until his successor shall have been duly chosen and qualified or until he shall have resigned or been removed, in the manner provided in these Bylaws.

### **President**

The President shall be the chief executive officer of the Corporation and shall preside at all meetings

of all directors and members. Such officer shall see that all orders and resolutions of the Board of Directors are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the Board of Directors, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

### **Executive Vice-President**

The Executive Vice-President shall have such powers and perform such duties as may from time to time be assigned to him, either generally or in specific instances, by the Board of Directors or the President. The Executive Vice-President may perform any of the duties or exercise any of the powers of the President (1) at the request of the President, (2) in the absence or disability of the President, or (3) otherwise as occasion may require in the administration of the business and affairs of the Corporation. To establish the authority of the Executive Vice President to sign or execute any contract, bond, note or other undertaking or instrument or to take any other action on behalf of the Corporation, it shall not be necessary to furnish proof of any request by, or of the absence or disability of the President.

### **Match Director, IDPA**

The Match Director (IDPA) shall have such powers and perform such duties as may from time to time be assigned to him, either generally or in specific instances, by the Board of Directors or the President. Such responsibilities may include:

- Coordination/execution of IDPA matches.
- Assigning match directors and filling in for vacancies.
- Serving as the WHIDPA pistol match director coordinator.

### **Match Director, Multigun**

The Match Director (Multigun) shall have such powers and perform such duties as may from time to time be assigned to him, either generally or in specific instances, by the Board of Directors or the President. Such responsibilities may include:

- Coordination/execution of mutligun matches.
- Assigning match directors and filling in for vacancies.
- Serving as WHIDPA Multigun match director coordinator.

### **Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors, he shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; the Secretary shall perform all duties incident to the office of a secretary of a Corporation and such other duties as, from time to time, may be assigned to him by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature.

### **Treasurer**

The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; the Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of a treasurer of a corporation, and such other duties as may be assigned to him by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.

### **Range Master**

The Range Master shall have charge of and be responsible for all club equipment and ensuring adequate supplies for matches. The Range Master may delegate these functions to Assistant Range Masters. In addition, the Range Master shall have such other duties as may from time to time be assigned to him, either generally or in specific instances, by the Board of Directors or the President.

### **Communications Director**

The Communications Director shall be responsible for managing the Corporation's website, mass communications (email, web).

### **Removal of Officers; Vacancies**

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Resignation.**

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

### **Powers of Officers**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and

powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Unless otherwise approved by the board of directors at a regular meeting, special meeting or by written consent, no director or officer is authorized to issue a check payable by the Corporation that is greater than \$500.00

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

## **ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS**

### **Regular Meetings**

Regular Meetings of the Board of Directors shall be held quarterly.

### **Special Meetings**

Special Meetings of the Board of Directors shall be held, whenever called by the Board of Directors, at such place, at such hour and on such day as may be stated in the notice of the meeting.

### **Notice**

Written notice of the time and place of, and general nature of the business to be transacted at, all Special Meetings of the Board of Directors, and written notice of any change in place, hour and day of the Regular Meetings of the Board of Directors, shall be given to each member of the Board of Directors, either personally or by mail and or e mail at least one (1) day before the day of the meeting.

### **Quorum**

The presence in person or by proxy of sixty percent (60%) of the total number of members of the Board of Directors shall constitute a quorum of the Board of Directors

## **Voting**

Board members serving in more than one board position shall have only one vote.

# **ARTICLE VII MEETINGS OF MEMBERS**

## **Annual Meeting**

The Annual Meeting of the Members of the Corporation shall be held on the First Saturday in December of each year (or on such other date as determined by the Board of Directors) at such place and at such hour as may be fixed by resolution of the Board of Directors and on any subsequent day or days to which such meeting may be adjourned, for the purposes of electing Directors & Officers and of transacting such other business as may properly come before the meeting.

At least ten (10) days notice shall be given to the Members of the place, hour and day so fixed by the Board of Directors. If for any reason the Annual Meeting shall not be held on the day designated herein, the Board of Directors shall cause the Annual Meeting to be held as soon thereafter as may be convenient.

## **Special Meetings**

Special Meetings of the Members may be called at any time by the President of the Corporation, the Board of Directors or upon demand in writing stating the object of the proposed meeting and signed by not less than twenty (20%) percent of the Members entitled to vote. In such event, it shall be the duty of the Secretary of the Corporation to fix the place, hour and day of the meeting to be held and to give due notice thereof. If the Secretary of the Corporation shall neglect or refuse to fix the place, hour and day of such Special Meeting and give notice thereof, the President of the Corporation may do so.

## **Notice of Meetings**

Notice of each meeting of the Members shall be given by the Secretary of the Corporation to each Member at least ten (10) days, but not more than thirty (30) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile, notice is deemed to be given on successful transmission of the facsimile.

## **Quorum**

Except as otherwise provided by law or by these Bylaws, as amended, the presence in person or by proxy of ten percent (10%) of the Members of the Corporation who are entitled to vote or fifty (50) Members, which ever is less, shall constitute a quorum at each meeting of the Members and all questions shall be decided by vote of the majority of the Members so present in person or by proxy. Each Member shall be entitled to one (1) vote, and no Member shall be entitled to cumulate votes with respect to the election of Directors. The Members present at any duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

## **ARTICLE VIII ELECTION OF OFFICERS & DIRECTORS**

### **Nomination of Officers & Directors**

The President of the Corporation shall propose to the Board of Directors the members of the Nominating Committee at the August Board of Directors meeting. The nominating committee shall, at the 3rd Quarter Board of Directors meeting, provide a suitable ballot with one or more nominees for each upcoming vacancy of Officers and Directors.

### **Election of Officers & Directors**

The Secretary of the Corporation shall prepare a ballot from the slate of nominees. The ballot shall list each candidate and shall show the vacant director's & officer's position for which the candidate is running. The ballots shall be presented at the annual meeting. The Corporation at or before the Annual Meeting must receive ballots. Of the candidates running for a particular vacant director's or officer's position, the candidate receiving the greatest number of votes cast shall be elected to that particular director's or officer's position. The incumbent Board of Directors shall decide any tie votes.

## **ARTICLE IX INDEMNIFICATION AND INSURANCE**

### **Indemnification**

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

### **Insurance**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4)

establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE X MISCELLANEOUS**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **SEAL**

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### **CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

### **CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

### **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 of Directors may select.

### **GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

### **FINANCIAL RECORDS AND ANNUAL REPORTS**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

### **NET EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX hereof.

### **DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

# **ARTICLE XI CONSTRUCTION**

## **Pronouns And Headings**

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

## **Invalid Provisions**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

# **ARTICLE XII AMENDMENTS**

Any amendment to these Bylaws may be proposed by the Board of Directors or any member in good standing at any regular membership meeting or special meeting called for the purpose. Any such proposed amendment must be voted upon by and approved by the Board of Directors and by a quorum of members in good standing at a regular or special meeting called for the purpose, provided that a copy of the approved amendments has been posted on the Corporation website, at least ten (10) days prior to the meeting. A two thirds vote of members in good standing present at such meeting will be required to adopt the proposed amendment(s).

**I HEARBY CERTIFY THAT THESE BYLAWS HAVE BEEN ADOPTED BY THIS CLUB.**

President's Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Secretary's Signature: \_\_\_\_\_

Date: \_\_\_\_\_