

**AMENDED AND RESTATED BYLAWS  
SARASOTA GUN CLUB, INC.  
EFFECTIVE 10/31/2009**

ARTICLE I: BOARD OF OFFICERS AND DIRECTORS

Section 1. The government and administration of the affairs and property of the Sarasota Gun Club (hereinafter the "Corporation") shall be vested in a Board of Officers and Directors ( hereinafter the "Board" ) consisting of five Directors and four Officers, a President, Vice-President, Treasurer and Secretary of the Corporation. The Board shall exercise all powers of the Corporation and perform all lawful acts and things necessary to fulfill its purposes.

Section 2. Directors shall be elected by vote of the general voting membership to serve staggered terms of two years such that the terms of three Directors expire one year and of two Directors the following year. Officers shall be elected by the general voting membership to serve a term of one year. At the annual election of 2009 five Directors and four Officers shall be elected. The three Directors having the higher numbers of votes shall serve for two years and the remaining Directors for one year. Thereafter, all Directors shall serve for two years. Effective with the election of 2009, no Board member shall serve consecutively more than four years as a Director, three years as an Officer, or four years as Director and Officer in any sequence. If the incumbent Board member is the only person running for their existing position or only one other person is nominated for that position they may be nominated and re-elected for that position on the Board.

Section 3. All Directors and Officers must be voting members of the Corporation in good standing with dues fully paid and termination of membership for non-payment of dues shall automatically disqualify any Officer or Director and create a vacancy in such office or Director position. Any Officer or Director having three (3) absences from board meetings during one (1) membership year shall be subject to dismissal from his/her position by a majority vote of the other members of the Board of Directors, and such dismissal shall create a vacancy in such office or on the Board of Directors. Any Director vacancy on the Board shall be filled until the next general election by a vote of the remaining members of the Board, even though the number of remaining members is less than a quorum. If a vacancy occurs in the Office of President, the Vice-President shall assume the office and duties of the President until the next general election. In the event of a vacancy occurring in the Office of Vice-President, Secretary or Treasurer, said vacancy shall be filled by a vote of the remaining members of the Board in the same manner as for filling a Director vacancy.

Section 4. The Board shall meet on the third Wednesday of each month unless the third Wednesday falls on a holiday, in which case the meeting shall be held on the following Wednesday. Special meetings of the Board may be called by the President, or shall be called upon the request of a majority of the Board. The Board may meet without formal written notice, but each member shall be notified of a meeting not less than two days prior to the time of said meeting. Board members may not appoint proxies to represent them at any meeting of the Board. A quorum necessary for meetings of the Board shall be a majority of the Board members. All actions of the Board shall be by motion or resolution adopted by a majority of the Board members present at any duly constituted meeting.

Section 5. Any conflict existing or arising between the personal interest of an Officer or Director and the interest of the Corporation in any matter shall be promptly disclosed in writing to the Board and such Officer or Director shall be excused from voting and/or otherwise acting on behalf of the Corporation in said matter.

Section 6. The Board shall adopt and publish to all users of the Corporation's facilities rules and regulations designed to promote the safety, welfare and harmony of such users and the financial health and good reputation of the Corporation. Such rules and regulations may include warnings of potential consequences for violations. The Board shall have the authority to impose discipline for violations of such rules and regulations including termination of membership and the authority to deny, temporarily or permanently, the use of the Corporation's facilities for serious or repeated violations. Any such user accused of a violation shall have the right to a hearing before the Board before any discipline is imposed. The Board has the right to suspend the member in question until the hearing.

Section 7. The Board shall ensure that the Corporation has and maintains adequate insurance of all types necessary or desirable including general liability, Officers and Directors liability and workmen's compensation and that the requirements of the insurance contracts are met by the Corporation.

Section 8. The Board shall have the authority to hire and employ a manager who shall be in charge of the day to day operations of the property of the Corporation. Such manager shall be responsible only to the Board and shall be provided by the Board with a written description, which may be amended from time to time, of his/her duties and authority; provided, however, that such manager shall be granted no authority which would result in the facilities of the Corporation being closed by said manager for a period in excess of one day without the express approval of the President or the Vice-President or which would result in the facilities of the Corporation being closed for a period of time in excess of thirty (30) consecutive days in any one (1) calendar year.

Section 9. All Board members shall serve without compensation, either in cash or in kind; as an inducement to the membership to serve as Board members, said members shall be entitled to buy components, accessories and shells at club cost. Actual expenses paid or incurred by a Board member in furtherance of the Corporation's business shall be approved by the Board and repaid promptly by the Corporation to such member.

Section 10. Any Officer or Director may be removed from the Board by the affirmative votes of sixty percent (60%) of the total voting membership at a special meeting held for that purpose.

## ARTICLE II: DUTIES OF OFFICERS

Section 1. The President, or in his absence or inability to act, the Vice President, shall be the executive head of the Corporation. He shall preside at all meetings of the Board and of the general membership, and, except as provided in these Bylaws, have general supervision of all corporate activities. He shall have authority to direct expenditures in the ordinary administration of the Corporation in a sum not exceeding \$500.00 for each expenditure, nor more than \$1000.00 in any one month; provided however, that routine expenditures for items such as utility bills, taxes, maintenance or contracts theretofore approved by the Board shall not be construed to be within this limitation. Insofar as possible, the President shall defer all expenditures unless authorized by the Board. The President shall sign all documents required to be signed in the Corporate name and shall be the chief executive officer thereof. Should the President refuse to sign any document approved by the Board, or fail in any way to perform his duties in any way, then in that event he may be removed from his office by a sixty-two percent (62%) vote of the other members of the Board .

Section 2. The Vice-President shall act and have the same duties and responsibilities and authority as the President in his absence. In addition, the Vice-President shall have charge of these Bylaws in cooperation with the Secretary and shall be responsible for advising the Board and the President when any proposed action appears to be inconsistent with one or more provisions of these Bylaws. In case of disagreement over the interpretation of one or more such provisions a majority vote of the Board shall control.

Section 3. The Secretary shall have charge and custody of the books and records and documents of the Corporation except those pertaining to financial matters, and shall issue all notices of meetings and keep minutes of the same. The Secretary shall be charged with the responsibility of custody of the Corporate Seal. The Secretary shall perform such other duties as may be directed from time to time by the Board.

Section 4. The Treasurer shall have the custody of all moneys or other properties and of all financial records, books and documents of the Corporation and shall keep the same in a secure place and have the same available at the request of the President or the Board . The Treasurer shall direct the deposit of all moneys in a bank selected by the Board and shall direct the disbursement of those moneys by check bearing his/her signature or the signature of those designated by the Board to be on the bank accounts signature card. The Treasurer shall, in consultation with the Manager, prepare and submit to the Board by November 1 (one) of each year a proposed budget setting forth the proposed and expected expenditures and projected revenue for the coming year. The Board shall approve the proposed budget as submitted or with required amendments within sixty (60) days of its submission. The Board may, if it deems advisable, designate the Manager and/or one or more members of the Board other than the Treasurer to perform the aforesaid duties of the Treasurer.

Section 5. All Officers shall have the responsibility and authority to report the status of the Corporation to the Board.

### ARTICLE III: MEMBERSHIP

Section 1. There shall be two (2) classes of members: Resident and Nonresident. Resident members must be permanent residents in the state of Florida. Proof of residency will be made by presentation of a valid Florida Drivers License and/or a Florida Voter's Registration Card. Resident members are the only memberships with voting rights in the corporation. Nonresident members are nonvoting members in the corporation. Additional sub categories to the types of memberships may be created at the discretion of the board as long as they do not violate the voting rights of the voting membership. Members shall pay annual dues as set by the Board. The membership year shall be from January 1st through and including December 31st, and annual dues shall be paid accordingly. Dues and fees for the ensuing year shall be set by the Board at its regular meeting in the month of November each year.

Section 2 Members may be of either sex and must be age eighteen (18) or over.

Section 3. New members shall obtain membership by appropriate application accompanied by an initiation fee as set by the Board and dues for the year in which the application is made; then upon the affirmative vote of the Board approving same. Pro-rata dues may be accepted at the discretion of the Board for the remainder of the year in which the application is made. Membership may be renewed annually by appropriate application approved by the Board and payment of the current annual dues.

Section 4. Annual dues for renewing or former members shall be delinquent if not paid by the fifteenth (15<sup>th</sup>) of the first month of the membership year; thereafter delinquent members shall not be entitled to the rights and privileges accorded to members of the Corporation in good standing and shall not be entitled to pro-rata dues upon rejoining; provided, however, that the Board in its discretion may grant pro-rata dues to a former or renewing member rejoining after July first (1<sup>st</sup>) if such member also pays at the same time full annual dues at the then current rate for the next membership year.

#### ARTICLE IV: GENERAL MEMBERSHIP MEETINGS

Section 1. All meetings of the general voting membership shall be called by a written notice addressed to the voting members of the Corporation at the e-mail addresses of said members as they appear on the records of the Corporation, and mailed at least ten (10) days in advance of the date set for the meeting. The meeting notice will also be posted on the club premises at least ten (10) days in advance of the date set for the meeting. Members may submit a written request for a postal mailing if they do not have an e-mail address.

Section 2. Ten percent (10%) of the voting membership shall constitute a quorum for the conduct of the business of the Corporation.

Section 3. The annual meeting of the Corporation shall be held on the fourth (4<sup>th</sup>) Saturday of February of each year at such time and place as may be designated by the Board for the convenience of the general membership. Special meetings of the general membership may be called by the Board on not less than ten (10) days written notice, stating the object thereof; or upon the written request of fifteen percent (15%) of the general membership of the Corporation, the Board shall call a general membership meeting.

Section 4. At the annual meeting, the Board and the Manager shall report to the membership the activities of the Corporation during the preceding year, future actions under consideration, actions of the Corporation then in process, the financial position of the Corporation, and such other matters as the Board or the membership may deem of interest. Reports from the Officers of the Corporation shall be made at the request of the membership.

Section 5. Meetings shall be conducted under the parliamentary procedure of Roberts Rules of Order.

Section 6. Voting methods at general meetings shall be determined by the decision of the Board on any proposal, motion or resolution submitted for adoption.

Section 7. At all meetings of the general membership, affirmative majority votes of those present shall be necessary to validate any action.

Section 8. No voting by proxy shall be allowed at any meeting of the membership.

Section 9. All voting members of the Corporation shall have the same vote provided that member's dues are not delinquent at the time of the meeting. Family memberships shall be restricted to one (1) vote for each adult family member.

## ARTICLE V: NOMINATIONS AND ELECTION

Section 1. All nominations of candidates for Officer and Director shall be made at the regularly scheduled Board meeting in the month of January. ~~Nominations may be~~ made from the floor by any member in good standing and shall be seconded and accompanied by an indication from the nominee, in writing or in person, of consent to serve in the position for which he/she was nominated. A list of the nominees and the respective positions sought shall be posted on the various bulletin boards of the Corporation and on its website within forty eight (48) hours of the close of nominations.

Section 2. At the regularly scheduled Board meeting in the month of January the Board shall appoint an Election Committee consisting of at least four (4) general members of the Corporation willing to serve and one (1) member of the Board who shall serve as Chairman of the Committee. No nominee for any Board position may be a member of the Election Committee. A list of the Election Committee members shall be posted alongside the list of nominees as provided in Section 1 above.

Section 3. Voting for Officers and Directors shall be by written ballot and voting by proxy shall not be allowed.

Section 4. Beginning seven (7) days prior and continuing to the annual meeting, the Election Committee shall make available to every voting member in good standing on the rolls of the Corporation a uniquely numbered ballot listing the nominees and the Board positions sought. Each member receiving a numbered ballot shall acknowledge receipt of same on a list kept for that purpose by the Election Committee. Completed ballots may be returned at a place designated by the Election Committee to a member thereof who shall receive and maintain the ballot in secrecy, record its return, obtain the signature of the voter and deposit the ballot in a secure enclosure kept for that purpose. All ballots must be received and checked in by the Election Committee prior to the scheduled starting time of the annual meeting or they will not be counted. The ballots shall be counted by or under the supervision of the

Election Committee and the results announced as the last order of business at the annual meeting.

Section 5. The Election Committee shall have the duty and authority to do all things necessary and appropriate to plan, organize and conduct the annual election in accordance with Section 4 above including:

- a. preparing and dispensing ballots;
- b. verifying eligibility of ballot recipients and voters:
- c. receiving, checking-in and securing returned ballots:
- d. counting ballots or supervising the counting; and
- e. verifying that the number of valid ballots cast meets the quorum requirements of Article IV , Section 2 above.

## ARTICLE VI: COMMITTEES

Section 1. At the first regular meeting of the new Board following the annual election, the Board shall elect from its members a chairman for each of the committees described below and for such additional committees as it may deem advisable. Each chairman elected shall solicit from the general membership a suitable number of volunteers to assist in carrying out the functions of the committee and shall, within thirty (30) days from his/her election, recommend such volunteers to the Board for approval. Each Chairman shall report to the Board at each meeting thereof the activities of his/her Committee.

### 1.1. Nominating Committee :

the Nominating Committee shall undertake to seek out at least two (2) interested candidates for each open Board position in the next annual election, to secure agreement to be nominated from such candidates and to see that each is nominated in accordance with Article V, Section 1. above ;

### 1.2. Grievance Committee:

the Grievance Committee shall be responsible for receiving and investigating written, signed complaints regarding any violation by a user of the Corporation's facilities of the rules and regulations of the Corporation provided for in Article I, Section

7. above. The Committee shall report the results of any such investigation and any recommendations to the Board for handling in accordance with Article I, Section 7.

1.3. Finance Committee:

the Finance Committee shall be chaired by the Treasurer and shall render such assistance to the Treasurer as he/she may request on a continuous basis or from time to time;

1.4. Social Committee:

the Social Committee shall plan, organize and conduct social activities such as “fun shoots” , pot luck parties and similar events for the enjoyment and social cohesion of the members and, where necessary or advisable, seek the cooperation of other Committees in so doing ;

1.5. Shooting Venue Committees:

each Shooting Venue Committee shall schedule, organize and oversee registered shoots in its discipline and cooperate with the Social Committee in the handling of “fun shoots”.

1.5.1 Skeet;

1.5.2 Sporting Clays/Five Stand;

1.5.3 Trap;

Section 2. The several Committees shall each act only as a committee and the individual members thereof shall have no independent power or authority.

Section 3. Committee Chairmen and Committee members shall serve for a term of one (1) year or until their successors are appointed.

## ARTICLE VII: GENERAL

Section 1. All members shall have the use of the Corporation’s clubhouse and its facilities for meetings or party purposes properly scheduled and authorized by rules or regulations of the Board. The Board may require a charge to be made for the use of the premises. Any member or members using the clubhouse and facilities for meetings or party purposes shall clean the same at the termination of their meeting or party.

Section 2. The Articles Of Incorporation of the Corporation and the Bylaws in force shall be available for inspection and copying by any member upon request to the President or the Manager.

Section 3. The Corporation shall not enter into any transactions, business or projects for the purpose of making profit.

Section 4. All outgoing Officers shall deliver to the incoming Officers all money, records, property of any kind or nature to their respective successors within seven (7) days after the election of the new Officers of the Corporation, to be held by the Officers of the Corporation for the sole benefit and as the property of the Corporation.

Section 5. The Corporation shall not as such endorse any candidate for public office nor participate in any political campaign or contest for public or other offices. Nothing contained herein shall in any manner preclude the Corporation from acting as proponent or opponent of any governmental activity of any kind which may affect the Corporation or the purposes for which the Corporation was formed; provided, however, that under no circumstances shall this be construed to allow the Corporation as such to advocate for any public office any person seeking election or appointment thereto. This restriction shall not prohibit the individual members of the Corporation from acting in their individual capacity in any manner or way.

Section 6. The fiscal year of the Corporation shall commence on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December unless otherwise determined by the Board.

#### ARTICLE VIII: AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

Section 1. The Articles of Incorporation of the Corporation may be altered, amended or repealed in whole or in part by the majority vote of the general voting membership of the Corporation at any duly convened general membership meeting held pursuant to a notice given not less than ten (10) days prior to such meeting and specifying any proposed changes to be considered.

Section 2. The Bylaws of the Corporation may be altered, amended or repealed in whole or in part by the majority vote of the general voting membership of the Corporation at any duly convened meeting of the general voting membership, held pursuant to a notice given not less than ten (10) days prior to such meeting and specifying any proposed changes to be considered.