

RESTATED BY-LAWS
of the
ONE IN ONE HUNDRED GUN CLUB

ARTICLE 1
NAME

The name of this organization shall be "One In One Hundred Gun Club", herein referred to as Club.

ARTICLE 2
MISSION

The mission of this organization shall be to provide a safe place for its members to engage in organized shotgun sports and rifle and pistol shooting.

ARTICLE 3
MEMBERSHIP

(A) Any citizen of the United States of America, twenty-one (21) years of age or over, may become a member with full privileges or if nineteen (19) years or older may become a member with limited privileges in this organization on vote of the Executive Committee.

(B) There will be three (3) classes of membership.

(1) A Regular Membership which will be a full privilege membership which entitles the member to vote, hold office, engage in all of the shooting, fishing and social privileges of the Club and the right to participate on a pro rata basis in the assets of the Club should it ever be dissolved. There must be no more than One Hundred (100) Regular Members at any one time.

(2) An Associate Membership which will be a limited privilege membership which entitles the member to shooting, fishing and social privileges only. This class of membership will not have voting privileges and may not serve as a director or officer of the Club.

(3) A Shooting Membership which will be a limited privilege membership which entitles the member to shooting, fishing and social privileges only. This class of membership will pay the same price per clay target as the Regular Members but will not have voting privileges and may not serve as a director or officer of the Club.

ARTICLE 4
INITIATION FEES AND DUES

(A) The initiation fees and dues for all classes of memberships shall be reviewed as necessary and set by the Board of Directors as deemed appropriate.

(B) The membership of any member of the Club, whose dues are in arrears for more than one (1) quarter loses all membership rights. If dues are not brought current in the next following quarter, said member loses his membership.

(C) Reinstatement after failure to pay dues for two (2) consecutive quarters will be left to the discretion of the Board of Directors contingent on the full payment of all current dues and dues in arrears.

(D) Regular Memberships may be transferred to a spouse, child, or grandchild by a member during his lifetime. Transfer of Regular Memberships to any other person or any transfer by the personal representative of a member are subject to approval of the Board of Directors. Associate and Shooting memberships are not transferrable.

ARTICLE 5 **MEETINGS**

(A) Annual Meeting - the annual meeting of the members shall be held on the first Wednesday in November of each year. If the annual meeting should not take place at the time fixed, it shall be held within a reasonable time thereafter, but not later than December 31 and the officers shall hold over until their successors shall have been elected and taken office.

(B) Special Meetings - A special meeting of the members may be held at any time upon the call of the President of the Club or the Executive Committee, or upon demand in writing, stating the object of the proposed meeting, and signed by not less than twenty percent (20%) of the members intitled to vote. Notice of time, place, and object of any special meeting shall be given by the Secretary to all members in good standing in writing by United States mail not less than seven (7) days prior to the date fixed for the holding of the meeting. The place of such special meeting shall be fixed by the President of the Club.

(C) Board of Directors Meeting - The Board of Directors shall meet at least on a quarterly basis to conduct the business of the Club as authorized by the By-Laws. Meetings of the Board of Directors may be held at any time and place upon the call of the President of the Club.

(D) Quorum - Fifty percent (50%) of the Regular members present in person or represented by a duly signed proxy shall constitute a quorum at any Annual or duly called meeting of the membership. In addition, to meet the quorum requirement there must be a minimum of twenty percent (20%) of the Regular members in attendance at the meeting in person or by proxy.

ARTICLE 6 **BOARD OF DIRECTORS** **AND EXECUTIVE COMMITTEE**

(A) The Board of Directors shall consist of nine (9) Regular members elected by the Regular members of the Club at the annual meeting and shall hold office until the next annual meeting.

(B) The Executive Committee shall consist of five (5) members of the Board of Directors: The president, vice president, secretary and treasurer shall be members of the Executive Committee. The fifth member of the Executive Committee shall be elected by the Board of Directors.

(C) The Executive Committee shall have general supervision and control of all of the activities of the Club and may act for and on behalf of the Board of Directors. Any action of the Executive Committee may be superseded by vote of the Board of Directors. The Executive Committee shall be limited to a maximum spending limit as set by the Board of Directors and defined in the Rules and Regulations.

(D) Six (6) members of the Board of Directors shall constitute a quorum.

(E) Three (3) members of the Executive Committee shall constitute a forum.

(F) Any vacancy in the Executive Committee may be filled by the Board of Directors.

(G) At other meetings of the Board of Directors or Executive Committee where there is a quorum, a majority vote of those present shall constitute the actions of the Board of Directors or Executive Committee, as the case may be.

(H) Board of Directors shall appoint a Nominating Committee consisting of three (3) to five (5) members for the sole purpose of selecting a list of Candidates for the office of Board of Directors. The Directors will serve two (2) year terms and are eligible for re-election. Five (5) director's positions will be up for election one year and the remaining four (4) positions will be up for election the following year.

(I) The election of the Board of Directors shall be conducted at the annual meeting each year according to the following process:

The names of the candidates accepted by the Nominating Committee (a minimum of nine) shall be published in the notice of annual meeting with spaces for write-in nominations.

(1) Those candidates receiving the highest number of votes cast by proxy and by those in attendance at the annual meeting shall be elected to the Board of Directors.

(2) Nominations from the floor will be accepted at the annual meeting.

(3) The nominating committee shall send out a call for nominations from the Regular members. For a member to be successful in obtaining nominee status he must have a minimum of five (5) full privilege members endorsing his nomination. The nominating committee shall certify that the nominee and those members endorsing his nomination are full privilege members in good standing with the club as defined in Article 3, Paragraph B. (1). The use of the U.S. Mail is authorized to obtain such nominations. Nominees who are currently serving on the Board of Directors do not require endorsements. If there are not nine (9) conforming nominations the Nominating Committee may select sufficient additional nominees who are Regular members to make a slate of nine (9) nominees.

ARTICLE 7 **OFFICERS**

The officers of the Club shall be a president, vice president, secretary, and treasurer. They shall be elected by a majority vote of the Board of Directors present at the first meeting of the Board of Directors following the annual meeting of the club.

ARTICLE 8
DUTIES OF OFFICERS

(A) President - the president shall preside at all meetings of the Club, the Board of Directors, and of the Executive Committee. He shall also perform all other duties that usually pertain to his office.

(B) Vice President - the vice president shall perform the duties of the president in his absence or at his request.

(C) Secretary - the secretary shall be responsible for keeping a true and accurate record of all meetings and will be custodian of all of the records of the Club except for those maintained by the Treasurer. He shall be responsible for all official correspondence, including the preparation and forwarding of all reports of meetings, and submission of applications for membership required by the National Rifle Association, the National and State Skeet Associations, the National and State Trap Associations and National and State Sporting Clays Association. At the completion of his term of office, he is charged with the responsibility of turning all of the Club's records over to the incoming secretary.

(D) Treasurer - the treasurer shall have charge of all of the funds of the Club and place the same in accounts at the bank or in banks approved by the Board of Directors. The treasurer shall be responsible for the billing and collection of all initiation fees and dues. All applications for membership in the Club will be made to the treasurer who will transmit the same to the Executive Committee for action. He shall present a membership card and copy of the Constitution, By-Laws, and Rules and Regulations to each new member. He shall be responsible for keeping an up-to-date membership roster and keeping the Club manager advised of changes in this roster when they occur. He shall be responsible for all purchases and disbursements. He shall keep accurate records of all financial transactions pertaining to the club and will submit a detailed financial report at each annual meeting or at any other meeting when requested to do so by the president or quorum of the Executive Committee. At the completion of his term of office, he is charged with the responsibility of turning all of the treasurer's records over to the incoming treasurer.

ARTICLE 9
SUSPENSION OR EXPULSION

(A) The Board of Directors shall have power by vote two-thirds (2/3) of all of the directors to remove any officer of the Club for cause; and to suspend or expel any member for non-payment of dues or other indebtedness due by him to the Club; or suspend or expel a member guilty of any violations of the By-Laws or Rules and Regulations of the Club.

(B) The decision of the Board of Directors as to disposition of any case considered for removal or suspension shall be final.

(C) In the event of the resignation or expulsion of a member, all of his rights and interests in the Club shall cease. No refunds are authorized.

ARTICLE 10
STANDING COMMITTEES

At the first meeting of the Board of Directors, each year after the regular annual meeting of the Club or as soon thereafter as practical, the president, with the consent and approval of the Board of Directors, shall appoint the following standing committee chairmen to serve a term of one (1) year, or until their successors are appointed.

1. Building and Grounds Committee
2. Sporting Clays Committee
3. Skeet and Trap Committee
4. Rifle and Pistol Committee
5. Any other Committee deemed necessary by the Board of Directors.

ARTICLE 11
SAFETY REGULATIONS

The Board of Directors shall adopt from time to time such Rules and Regulations regarding the safe handling of firearms and the use of the ranges and grounds as may seem appropriate, and may provide for penalties, including suspension or expulsion for the violation of such Rules and Regulations. A copy of such Rules and Regulations will remain posted in the Club House at all times. Members are presumed to know the Rules and Regulations so posted.

ARTICLE 12
MISCELLANEOUS

(A) Fiscal Year: The fiscal year of the Club shall begin on the first day of October of each year and close the thirtieth (30th) day of September of the following year.

(B) Amendment: The By-Laws or any part thereof, may be amended, modified, or repealed at the annual meeting of the membership without notice, or at any special meeting, by a sixty-seven percent (67%) vote in person or by written proxy of the members who have full privilege membership. The use of the United States mail to obtain this vote is authorized. The By-Laws may also be amended by the Board of Directors as provided in the Re-stated Certificate of Formation of the Club.

(C) Interpretation of By-Laws: The interpretation of the By-Laws and Rules and Regulations by the Board of Directors in case of conflict or doubtful meaning will be final.

(D) The sale or use of alcoholic beverages on the Club premises in violation of State or local liquor laws is prohibited.

(E) The Board of Directors shall adopt Rules and Regulations covering the use of the Club by members and their guests and may provide penalties for the violation of such Rules and Regulations as they deem appropriate.

(F) Continuance of membership with deferment or waiver of dues for members called to active military duty or other special circumstances will be left to the discretion of the Board of Directors.

ARTICLE 13
LIMITS OF LIABILITY

Except as otherwise expressly provided by law, each director, officer, employee, committee members, volunteer of the Club, including their estates, heirs, legal representatives, or assigns in the event of their death, incapacity, or bankruptcy, whether or not then in office, herein called Indemnitees shall be indemnified by the Club from and against any and all suits, proceedings (including actions by governmental agencies), costs, damages (including damages to property or the environment) injuries (including illness, injury or death of persons), liabilities, claims, demands, penalties, interest, taxes, liens or causes of action of every nature (collectively claims) resulting from or arising out of his or her being or having been a director, officer, employee, committee member, or volunteer of the Club. IT IS EXPRESSLY AGREED THAT THIS INDEMNITY PROVIDED FOR SHALL REQUIRE THE CLUB TO INDEMNIFY AND TO HOLD SUCH INDEMNITEE HARMLESS FROM THE CONSEQUENCES OF THE INDEMNITEE'S OWN NEGLIGENCE. THE CLUB SHALL ASSUME ON BEHALF OF THE INDEMNITEE AND CONDUCT WITH DUE DILIGENCE AND IN GOOD FAITH AND AT THE CLUB'S EXPENSE, THE DEFENSE OF ANY SUIT AGAINST INDEMNITEE WHETHER OR NOT ANY CLAIM COVERED BY THE INDEMNITY SET FORTH HEREIN, EVEN IF SUCH SUIT BE GROUNDLESS, FALSE, OR FRAUDULENT. Provided however, that without relieving the Club of its obligation hereunder, Indemnitee may elect to defend or participate in the defense of any such suit (at Indemnitee's expense) with prior written notification to the Club if indemnitee reasonably determines participation is necessary to protect his/her interest. The right of indemnification under this provision shall not be exclusive of any other rights to which any indemnitee may be entitled as a matter of law.

These Restated By-Laws adopted at the 2014 Annual Meeting of the Members on December __, 2014 at the Clubhouse.