

**AMENDED AND COMPLETELY RESTATED BYLAWS
OF
DEL NORTE GUN CLUB, Inc.,
a non-profit corporation**

**ARTICLE 1
OFFICES**

1.1 **Principal Office.** The principal office of the Del Norte Gun Club, Inc. (the “Club”) shall be at a location in the State of New Mexico as designated from time to time by the Board of Directors.

1.2 **Change of Address.** The Board of Directors may, at any time and from time-to-time, change the principal office from one location to another and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

1.3 **Other Offices.** The club may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time designate.

**ARTICLE 2
NON-PROFIT PURPOSES**

2.1 **IRC Section 501 (c)(4) Purposes.** The Club is organized exclusively for one or more of the purposes as specified in Section 501 (c)(4) of the Internal Revenue Code of 1986 or any successor provision (“Code”).

2.2 **Purposes.** The Purpose the Club is to promote education of its Members and the general public with respect to firearms and other sporting equipment, educate, train, and promote the safe use of firearms and other sporting equipment, educate, train, and promote the participation in the shooting sports, provide facilities for the participation in the shooting sports to its Members, and to the extent consistent with the purposes of education, training, and promoting the shooting sports, on a more limited basis to members of the general public, units of the Armed Services, and Law Enforcement.

2.3 **Specifics Objectives.**

a. Provide the opportunity for Members and guests to learn firearms and archery safety, to become comfortable with firearms and other sporting equipment and have a place to shoot for fun or competition.

b. Provide access to a wide variety of educational courses on firearms and archery safety, handling and shooting and the legal issues involved in owning and using a firearm, with local and national level instructors.

c. Encourage junior shooting groups to use Club ranges and provide opportunities for young people interested in firearms and archery to learn how to use them properly.

d. Assist women, senior citizens and disabled individuals to enjoy the shooting sports and the educating and training such individuals regarding self-defense.

e. Educate and train individuals in the use of firearms and archery equipment.

f. Promote the protection of the Second Amendment and the rights established thereunder, the shooting sports, and to advocate the passage of fair and equitable legislation concerning conservation, law enforcement, and firearms ownership and usage, within the constraints of governing lobbying or political activity as a tax-exempt organization.

In carrying out the foregoing purposes, the Club shall be authorized to acquire sporting equipment for the use of its Members and others participating in Club sponsored activities and to purchase and sell ammunition and other accessories related to its purposes. Provided, however, the Club shall not become nor shall it be licensed as a firearms dealer.

ARTICLE 3 **DIRECTORS**

3.1 **Number.** The Club shall have nine (9) Directors. The number of Directors and the classification of Directors may be changed by Resolution of the Board of Directors.

3.2 **Qualifications.** Directors shall be at least twenty-one (21) years of age, a Member of the Club in good standing and shall have been a Member in good standing for not less than twelve (12) months at the time of the election for the Board of Directors. Candidates must be able to uphold and qualify by the bylaws of the club as they stand at the time of their declaration of Candidacy.

3.3 **Types of Directors.** The President, Vice President, Secretary and Treasurer of the Club shall be elected to those offices by the Members. Those individuals shall be deemed to have been elected not only as officers, but also as Directors of the Club. In addition, five (5) Directors shall be elected based upon their declaration of specific interest or participation in the Club so as to comprise the nine (9) member Board of Directors. The categories shall be shotgun, rifle, pistol, law enforcement and archery. At the time a person declares that he/she is a candidate for the Board of Directors other than as an Officer, the category for which such individual is a candidate shall be declared.

3.4 **Succession.** Any Director shall, upon vacancy of that Director's position, be replaced by the majority vote of the Board of Directors (excluding the vote of the Director who shall have failed or ceased to serve).

3.5 **Powers.** Subject to the provisions of the laws of New Mexico and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Board of Directors of the Club, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.6 **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 Articles of Incorporation, or by these Bylaws.

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, agents and employees of the club.

- c. Supervise all officers, agents, and employees of the Club to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the Club. Notices of meetings or other information mailed or emailed to them at the address(es) as registered shall be valid notice of all information contained therein, including the date and time of any meeting.

3.7 **Term of Office.** Each Director shall hold office for a term of three (3) years from the date of election or appointment, except that the Directors shall have staggered terms as follows: at the next election after the adoption of these Bylaws, three (3) Directors shall be elected to a one (1) year term; three (3) Directors shall be elected to a two (2) year term; and the remaining Directors shall be elected to three (3) year terms. For the first election after adoption of these Bylaws:

- a. the Vice President and the Directors representing the archery and law enforcement categories shall be elected for a one (1) year term;
- b. the Secretary, Treasurer, and the Director for the pistol category shall be elected for a two (2) year term;
- c. the President and the Directors for the shotgun and rifle categories shall be elected for a three (3) year term.

A Director may resign at any time upon written notice. Any Director, other than an Officer, may be removed at any time, with or without cause, by a vote of two thirds (2/3) majority of the Board of Directors then in office. No person shall serve more than two (2) consecutive three (3) year terms on the Board of Directors, but may be re-elected after being absent from the Board of Directors for three (3) years.

3.8 **Compensation.** Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, to the extent previously approved by the Board, or in accordance with a pre-approved budget. (Definition of Compensation: Monetary payment, salary, or wages received for the performance of the duties listed in the Del Norte Gun Club Bylaws for Officers and Directors).

3.9 **Place of Meetings.** Meetings shall be held at such places as may be designated from time to time by resolution of the Board of Directors or by the President.

3.10 **Annual Meetings.** Annual meetings of Directors shall be held in the month of *December, at a place and time to be determined.* The annual meeting shall be a combined meeting of Members and immediately thereafter a Board of Directors' meeting. Notice of the annual meeting shall be announced in accordance with the New Mexico Nonprofit Corporation Act (NMSA § 53-8-1 et seq.).

3.11 **Regular Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any two (2) Directors. Such meetings shall be held at the place designated by the person or persons calling the special meeting, provided the same shall be located in the State of New Mexico.

3.12 **Notice of Meetings.** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

a. *Regular Meetings.* No notice need be given of any regular meeting of the Board of Directors.

b. *Special Meetings.* At least two (2) days prior notice shall be given by the Secretary of the Club to each Director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by overnight courier service, by email, or by facsimile transmission, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

c. *Waiver of Notice.* Whenever any notice of a meeting is required to be given to any Director of the Club under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

3.13 **Quorum for Meetings.** A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors 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.

3.14 **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 is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors. Matters approved by eight (8) of the nine (9) Directors by email or in writing shall be deemed an action approved by the Board, without meeting.

3.15 **Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Club shall act as Secretary of all meetings of the Board of Directors provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the Articles of Incorporation, these Bylaws, provisions of law and Robert's Rules of Order. Notwithstanding the foregoing, for Board of Directors meetings, the Directors, by majority vote, may waive the procedures as set out in Robert's Rules of Order and conduct an informal meeting without invalidating any action taken.

3.16 **Vacancies.** Vacancies on the Board of Directors shall exist, in accordance with the provisions of these Bylaws, (a) on the death, incapacity, resignation or removal of any Director; and (b) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Club would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors by a majority vote of the remaining Directors; however, if the number of Directors then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

3.17 **Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

3.18 **Indemnification of Directors and Officers.** The Directors and Officers of the Club shall be indemnified by the Club to the fullest extent permissible under the laws of this state.

3.19 **Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Club (including a Director, Officer, employee or other agent of the Club) 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 Club would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

3.20 **Conflict of Interest.** Except as otherwise approved by the Board of Directors of the Club, no Director shall have any material interests, direct or indirect, in any dealings of the Club, its affiliates, or any competitor of the Club, which creates any conflict, or which might be construed to create any conflict with the duties and responsibilities of the Director.

- a. In the event that there comes before the Board of Directors a matter for consideration or decision that raises a potential conflict of interest for any Director, such Director shall disclose the conflict of interest as soon as such director becomes aware of it.
- b. Any director who is aware of a potential conflict of interest with respect to any matter coming before the Board of Directors shall not vote in connection with the matter.
- c. The foregoing requirements shall not be construed as preventing or discouraging any Director from disclosing relevant information with respect to any matter as to which such Director has knowledge or from answering questions or stating a position with respect to any such matter.

ARTICLE 4 **OFFICERS**

4.1 **Designation of Officers.** The Officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. A person may not hold more than one office. The Club may also have any other such Officers with such titles as may be determined from time to time by the Board of Directors; however, any such additional officers shall not thereby become a member of the Board of Directors.

4.2 **Qualification.** Any person that qualifies as a Director may serve as an Officer of the Club.

4.3 **Election and Term of Office.** Officers shall be elected by the Members for a three (3) year term, or such lesser term in the initial election as is stated hereinabove. Each Officer

shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.4 **Removal and Resignation.** Any Officer may be removed, with cause, by a two thirds (2/3) majority vote of the Board of Directors at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Club. Any such resignation shall take effect on 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. The resignation or removal of an individual who is the President, Vice President, Secretary or Treasurer, shall also be deemed to be a resignation or removal as a member of the Board of Directors.

4.5 **Vacancies.** Any vacancy caused by death, resignation, removal, disqualification or otherwise of any Officer shall be filled by the Board of Directors. 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 of Directors shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board of Directors may or may not be filled, as the Board of Directors shall determine.

4.6 **Duties of President.** The President shall be the Chief Executive Officer of the Club and shall, subject to control of the Board of Directors, supervise and control the affairs of the Club 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 Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

4.7 **Duties of Vice President.** The Vice President shall preside at all meetings and otherwise serve in the same capacity as the President, in the absence of the President. The Vice President shall serve as the liaison between the Board of Directors and the Members with respect to any, and all Member violations, requests, and other membership issues which need to be resolved or decided by the Board of Directors.

4.8 **Duties of Secretary.** The Secretary shall:

a. Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

b. Keep at such other as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, weather regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof and a record of the names and addresses of all Members entitled to vote.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

d. Be custodian of the records and of the seal of the Club and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Club.

e. Exhibit at all reasonable times to any Director or Member, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the Club.

f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Secretary shall maintain and make available all records as required by the Non-profit Corporation Act in the state of New Mexico.

4.9 Duties of Treasurer. The Treasurer shall:

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

b. Receive, and give receipt for, monies due and payable to the Club from any source whatsoever.

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

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

e. Exhibit at all reasonable times the books of account and financial records to any Director or Member, or to his or her agent or attorney, on request therefor.

f. 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 Club.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors, including preparing and presenting a budget for review and approval of the Board of Directors at such intervals as the Board may direct.

4.10 Compensation. The Officers of the Club, shall not be compensated for their services hereunder; however, Officers may be reimbursed for expenses on the same basis as is required or allowed for reimbursement of expenses to a member of the Board of Directors. (Definition of Compensation: Monetary payment, salary, or wages received for the performance of the duties listed in the Del Norte Gun Club Bylaws for Officers and Directors)

ARTICLE 5
COMMITTEES

5.1 **Committees.** The Club shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

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 concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that committees may meet from time to time on an informal basis, as determined by the members of the committee.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

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

6.2 **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer, Vice President, or President of the Club.

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

6.4 **Gifts.** The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the non-profit purpose or use of the Club.

ARTICLE 7

CORPORATE RECRDS, REPORTS, AND SEAL

- 7.1 **Maintenance of Corporate Records.** The Club shall keep at its principal office:
- a. Minutes of all meetings of Directors, and committees of the Board of Directors indicating the time and place of holding such meetings, weather regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - c. A copy of the Club's Articles of Incorporation and Bylaws, as amended to date.

7.2 **Corporate Seal.** The Board of Directors may (but shall not be required to) adopt, use, and at will alter, a corporate seal.

7.3 **Directors' and Members' Inspection Rights.** Every Director or their authorized agent shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Club and shall have such other rights to inspect the books, records, and properties of the Club as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. Members shall have a right to inspect the books and records of the Club, in accordance with NMSA 1978, §53-8-27.

ARTICLE 8 **MEMBERS**

8.1 **General Provisions.**

a. The Club shall have Members, which membership may be of different classes, having different rights and obligations, as determined by resolution of the Board of Directors. Individuals seeking membership must complete and submit a Membership Application form, as prescribed by the Board of Directors. Such membership may be approved by the Secretary upon review of the Application showing that the individual qualifies for membership and tender of the appropriate membership fee. Application for membership must be approved by the Board of Directors. All Members, prior to receiving membership credentials and access to Club facilities, must complete an orientation course as prescribed by the Board of Directors.

b. Each Member shall be required to pay, in addition to the initiation fee, annual dues, in such amounts as shall be prescribed from time to time by the Board of Directors. Restrictions and requirements for use of Club facilities by Members and non-members shall be as determined from time to time by the Board of Directors.

c. Each Member shall file with the Club a current address or email address by which such Member has agreed to accept notices. On or before the annual election of Officers and/or Directors, the Secretary of the Club shall cause to be delivered to each Member, by email or by regular mail, a ballot containing all of the individuals who have submitted their names as candidates for Officers or Directors of the Club, the position which each individual seeks and the length of the term. Inclusion of the name on the ballot shall be subject only to a determination by the Directors that the individual is qualified to serve as a member of the Board of Directors. The Board may include other such information as it deems appropriate.

d. On or before the return date stated in the ballot, which shall be not less than ten (10) days after the date of mailing of a ballot if sent by first class mail, or ten (10) days following the date of the emailing of such ballot, the Member receiving the ballot may cast his or her vote for the number of candidates for which Board vacancies are available. Cumulative voting is not permitted. Completed ballots shall be returned to the certified public accounting or legal firm designated in the ballot for collection and compiling ballots. Candidates receiving a plurality of votes (a majority is not required) based upon the ballots timely completed and returned, shall be deemed elected to the position indicated on the ballot.

8.2 **Recall of a Board Member or the Entire Board by the General Membership.** The Members may remove the entire Board of Directors or any named Board Member through the following procedure:

a. Twenty-five percent (25%) of the membership must sign a petition of recall for either the entire Board of Directors or for a named Board Member or Members. Signatures on petitions may be in the form of emails from each Member's registered email address.

b. A mail-in ballot shall be sent to all Members in accordance with the procedures set out for election of the Board of Directors and Officers of the Club. Recall ballots shall be sent to the certified public accounting firm or legal firm designated for receipt of ballots for the last election of the Board of Directors.

c. A special general membership meeting shall be scheduled not less than two (2) weeks following the deadline for return of recall ballots. The results of the recall election shall be announced at the special meeting of Members. If two thirds (2/3) of the vote received by the required return date for the ballot vote for the removal of one or more Directors, the Director(s) subject to the recall vote shall be deemed automatically removed. If the recall vote is for the entire Board of Directors, the Members present at the meeting for announcement of the recall results shall elect an interim Board of three (3) Board Members. The three (3) Board Members so elected shall immediately conduct a new general election for election of Officers and Directors, designating positions to serve one (1), two (2), and three (3) year terms so as to continue the alternating, overlapping terms of Directors. The new general election shall be held not later than sixty (60) days after appointment of the interim Board.

If less than three (3) Board Members are removed, the remaining Board Members shall fill the vacancies in accordance with the provisions of these Bylaws. If more than three (3) but less than all of the Board of Directors are removed by the recall vote, the remaining Directors shall immediately call a general election for the filling of all vacant positions.

d. The Board of Directors may remove any Member by two thirds (2/3) vote, at any time, with or without cause. Any Member so removed shall receive a pro-rated refund of their annual membership dues.

ARTICLE 9

IRC 501(C)(4) TAX EXEMPTION PROVISIONS

9.1 **Limitations on Activities.** Notwithstanding any other provisions of these Bylaws, the Club shall not carry on any activities not permitted to be carried on by a non-profit corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

9.2 **Prohibition Against Private Inurement.** No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Members, Directors, or trustees, Officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Club. (Definition of Compensation: Monetary payment, salary, or wages received for the performance of the duties listed in the Del Norte Gun Club Bylaws for Officers and Directors)

9.3 **Distribution of Assets.** Upon the dissolution of the Club, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Club shall be distributed to one or more non-profit entities for one or more purposes within the meaning of and as allowed by Section 501(c)(4) of the Internal Revenue Code and NMSA 1978, §53-8-48.

ARTICLE 10

AMENDMENT AND ADDITIONS

10.1 Amendments: These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of the majority of the Board of Directors present and entitled to vote at any annual or regular meeting or at any special meeting if notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of such meeting.

10.2 Rules and Regulations: The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of its meetings, and additional rules and regulation, general or specific, for the conduct of the affairs of Del Norte Gun Club, provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

ARTICLE 11 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Club, the provisions of the Articles of Incorporation shall govern.

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 shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Club filed with an office of this state and used to establish the legal existence of the Club.

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.

All Notices required or desired to be given pursuant to these Bylaws may be given either by first class mail through the US Postal Service or by email to the address(es) registered with the Club. Email notifications may have attachments which shall be deemed a part of the notice. In no event will the Club be required to send notices or other information to two (2) different addresses or by two (2) different means to any individual Member, Officer or Director.

ADOPTION OF BYLAWS

We, the undersigned, are the President and Secretary of the Club, and we certify that the foregoing Bylaws have been duly adopted by the Board of Directors after appropriate notice.

Dated this _____ day of _____, 20_____.

President

Secretary