

Bylaws of the Bell County Sportsman's Club
Approved by a quorum of membership on 5-
15-2021

Revised by the Board on 7-17-2021

ARTICLE I.

NAME AND LOCATION

Section 1. The name of their corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of State of Texas, is the BELL COUNTY SPORTSMANS CLUB, a registered Texas not for profit corporation (hereinafter "Club").

Section 2. The principal office of the Club shall be situated in Bell County in the State of Texas at such specific location as the Board of Directors (hereinafter "Board") shall determine from time to time.

ARTICLE II.

PURPOSE

Section 1. The purposes of the Club are to seek to procure better fishing opportunities in Bell County; to appreciate the value of time spent in the outdoors; to foster better friendships and family relationships through outdoor activities; to show proper respect for fishing regulations and fisheries conservation; and to educate and introduce people to fishing and the outdoors. The club shall operate without profit, shall be non-political, non-sectarian, and non-discriminatory.

ARTICLE III MEMBERS

Section 1. Classes of Members.

Membership shall consist of regular and associate members. The regular members of their Club shall be those members who reside in Bell County, have been approved by a majority the Board, paid their dues and are otherwise in good standing, meaning they have not violated club bylaws or rules justifying a suspension of access to the dock or expulsion from the Club. Those members outside of Bell County who were previously grandfathered in

as of April 1, 2013 are classified as regular members. Associate members are those that reside outside of Bell County and are limited to no more than ten percent (10%) of the total available membership slots that the Board determines. They are non-voting members and may not be counted for the ten percent (10%) needed to call a special meeting or for quorum purposes. They may be elected to serve as a Board member or officer and exercise the duties normally associated with those roles and would then have voting rights. If there is a wait list, Bell County residents take precedence over non-residents regardless of application date.

Section 2. Membership Process. Those wishing to join the Club may apply for membership using the process that the Board has determined. The application fee for new members (See ARTICLE VI, Section 4) is due at the time of application and is non-refundable. If an applicant is considered married under the laws of the state of Texas, the applicant and their spouse must both apply for membership (and ultimately pay dues if approved). Following the completion of a background check and review of their application, a prospective member must be approved for membership by a majority of the Board members. This approval may take place at any meeting of the Board or by electronic means. If approved for membership, and upon payment of full dues, they will then be issued a membership card and the dock access code by the Vice President. If there are applications in excess of the number of members allowed, those applicants will be put on a waiting list in order of application date and contacted when there is a vacancy, most likely via electronic mail. It will be up to a prospective member to ensure the Board has up to date contact information in order to offer them a membership slot when one is available.

Section 3. Membership Limits. The Board may cap the membership at a level they

deem appropriate to maintain the enjoyable and safe use of the dock. As of the adoption of these bylaws, that limit is 250 paying members. Spouses/significant others are each considered a separate member for the purpose of the membership limit and voting. If the total membership is less than the number fixed by the Board, the Board will consider applications for membership in the order received in accordance with the current membership procedure as determined by the Board and made known to the membership.

Section 4. Annual Members Meeting.

The annual meeting of the members shall normally be held on the first (1st) Saturday of April at a time and place to be determined by the Board. The exception is that when Easter falls on the same weekend as the first Saturday in April, the annual meeting will occur on the second Saturday in April that year. Written notice to each member at least ten (10) days prior to the holding of such annual meeting by the Vice President or other designated Board member. The deposit of such written notices electronically or in the United States mail, with the proper amount of postage affixed and duly addressed to each member at their physical or electronic address of record with the Board, shall constitute delivery of such notice. This notice must contain detailed descriptions of any known matters to be taken up for vote at the meeting, especially with regards to the election of new Board member, so that members may vote without being physically present. It is the responsibility of Club members to keep the Board notified of changes in contact information, particularly electronic mail, so that they should receive notice as intended.

Section 5. Special Members Meetings.

Special meetings of the members may be called by the president, or any three (3) Directors, or by a minimum of ten percent (10%) of the membership, provided written notice of the time, place, and the specific business to be transacted at such meeting

shall be given by mail or electronic means to each member at least ten (10) days prior to the date set for such special meeting. Any known matters that may be taken up for vote at the meeting must be sufficiently described at allow members to vote without being physically present.

Section 6. Quorum. Ten percent (10%) of the total current membership shall constitute a quorum at any annual or special meeting of the members where a vote of the membership is required, including the election of Board members, approvals for expenditures exceeding \$5,000 (subject to Article XII), and other matters determined to be in the best interest of the operations of the Club. In the absence of a quorum, those present may adjourn the meeting until a quorum is achieved.

Section 7. Voting At all meetings of the membership, whether annual or special, each regular member shall be entitled to one (1) vote if in good standing, as defined in Section 1 of this article. Presence of any member at any annual, regular, or special meeting, either in person or by written proxy, shall dispense with any requirements on notice. Upon notification of a matter for vote at a regular or special meeting, a member may submit their vote on the matter via signed written vote to the Club's address or via their registered email address with their name typed out to indicate their signature. Such votes must be received by 11:59 PM the day before the meeting, so that one last check of the PO Box and email account(s) may be done on the day of the meeting. A member who attends the meeting and votes in person is deemed to have revoked a prior vote.

Section 8. Cumulative Voting Rights Denied. Cumulative voting rights in accordance with Section 2.13 of the Texas Non- Profit Corporation Act are expressly denied to the holders of the memberships, and each member shall be entitled to one (1) vote on each matter

submitted to a vote at a meeting of the members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Members. The management of the corporation shall be vested in a Board consisting of up to seven (7) Directors, each of whom shall be a member (regular or associate) in good standing. A member delinquent in the payment of their dues, assessments or other obligations to the Club is not eligible to election as a Director. In the event that a Director shall during their term of office become delinquent in the payment of their dues, by more than a month, or other obligations to the Club, such as repeated violations of Dock rules, said Director shall automatically forfeit their office and the same shall be declared vacant until a Board meeting is held to appoint a new person to that office for the remainder of the term.

Section 2. Election. The Board shall be elected at the annual meeting of the members and shall take office at the adjournment of that meeting. Directors shall hold office for a three (3) year term. At each annual meeting of the members, two or three (2 or 3) Directors shall be, elected to each serve a three (3) year term. A Director may be reelected to succeed themselves. Not later than one week after the regular January Board meeting, in each year, the Secretary shall issue a call for nominations for the Directors to be elected at the upcoming annual meeting of the members; provided, however, that at any such annual meeting of the members that further nominations may be made from the floor, but knowing that votes may have been cast for previously declared candidates.

Section 3. Annual, Regular, and Special Meetings. The annual meeting of the Board shall be held immediately following the adjournment of the annual meeting of the members, at which time the Directors shall elect the officers of the corporation for the next

year. The Directors shall hold such regular meetings at such place, date, and hour as they may determine as appropriate under the circumstances (see also Article XII), provided that these meetings shall normally be held quarterly and should generally be held on the first Saturday in the months of January, April (annual meeting), July, and October. Special meetings of the Board may be called by the President or by any three (3) Directors upon telephone or personal notice to each Director of the time, place, and object of such special meeting. At any meeting of the Board annual, regular, or special, five (5) Directors shall constitute a quorum. Directors may not give proxies for any Director's meeting, annual, regular, or special.

Section 4. Committees. The Directors shall appoint such committees from time to time as they deem advisable for the proper management and conduct of the affairs of the Club. No Committee shall have the power to bind the Club to the payment of any money or property unless previous authority shall have been given to said Committee by the Board in a regular or special meeting. Committees may be composed of Directors, members, or any combination of same

Section 5. Rules and Regulations. The Board shall from time to time make, adopt, and amend such processes, rules and regulations as the Board may deem necessary and advisable for the best interest of the Club, such as the membership process and the "Dock Rules." These include the right to impose penalties, such as suspension of dock access right and/or fines for the violation of said rules. Such rules and regulations as may be adopted by the Board shall be printed or otherwise reproduced and a copy of same shall be furnished to each member and to such persons as may hereafter become members electronically, as well as posted at the Dock.

Section 6. Vacancy. A vacancy on the Board shall be filled by a qualified member for

the unexpired term by a majority vote of the remaining Directors present at any regular or special meeting. Vacancies should be filled no later than the next regular meeting after the director has resigned or forfeited their office per section 1.

Section 7. General Powers. The Board shall have the power of general management of the Club and of the Club's business and affairs. The Board shall fix and determine all dues, fees, assessments, and other obligations of members. The Board shall determine all fiscal matters up to \$5,000 dollars, and policies of the Club, subject to the limitations of Texas law. The Board shall supervise the work of all committees and committee reports and recommendations shall not be binding upon the Club unless and until approved by the Board at a regular or special meeting.

Section 8. Annual Audit. The Board shall cause an annual audit of the books and accounts of the Club to be made by one or more volunteers from the membership prior to the annual meeting (call will go out following the January Board meeting). The report of such audit shall be presented to the annual meeting of the members. Such audit report shall be filed with the Secretary and be attached to the Minutes of the meeting, and a copy of such audit report shall be kept and retained by the Treasurer as a part of the permanent records of that office. At the annual meeting, a majority of members present may also request a professional audit of the prior fiscal year be done.

ARTICLE V OFFICERS

Section 1. Officers. The Board shall appoint a President, a Vice President, a Treasurer, Secretary, and Dock Manager at the first Board meeting following the annual meeting as outlined in ARTICLE IV, Section 3. Any two or more offices may be held by the same person except the office of President, Treasurer and Secretary. Each officer shall

hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board at any time to serve unexpired terms. The Board may appoint such other officers as they deem appropriate to assist in the work of the Club. No person may serve as an officer who is delinquent in the payment of dues, assessments, or other obligations to the Club, and on becoming so delinquent such officer shall forfeit their office, either voluntarily or by vote of a majority of the non-delinquent Directors.

Section 2. Term. All elective officers shall serve for a term of one (1) year and may be elected to succeed themselves. The president may be elected to succeed themselves no more than one (1) time (no more than two total years).

Section 3. Duties of Officers.

(a) President. The President shall preside at all meetings of the Directors and members, shall have general supervision over the affairs of the corporation, shall sign all written contracts, must co-sign any check issued for more than \$500, and shall perform all other such duties as are implied to their office for the continued operations of the Club. The President must be a member of the Board of Directors.

(b) Vice President. The Vice President shall perform the duties of the President in case of the absence or disability of the President. The Vice President is also primarily responsible for managing the membership process and assisting the secretary with notices for meetings and maintenance of the membership records. The Vice President must be a member of the Board of Directors.

(c) Treasurer. The Treasurer shall have custody of all money and securities of the corporation and shall give bond, in such sum and with such sureties, if any, as the Board

may require, conditioned upon the faithful performance of the duties of their office; shall deposit all corporate funds and monies in such bank account or accounts as the Directors may authorize from time to time; shall sign all corporate checks; shall certify to the Vice President as to the payment of membership dues and certificates; shall keep regular books of account and shall submit them, together with all their vouchers, receipts, records and other papers, to the Directors for their examinations and approval as often as they may require; and shall perform all other such duties as are incident to their office. A quarterly report of the finances shall be provided at each regular Board meeting for approval and then shall be provided to the membership either through electronic mail or posting on the Club website within one week of the meeting.

(d) Secretary. The Secretary shall attend and keep the Minutes of all Directors and membership meetings; shall have charge of all corporate books, records and papers; shall send out all notices required as to annual, regular and special meetings of the Board and as to annual or special meetings of the members; shall send out a newsletter to club members following any annual, regular or special meeting; and shall perform all such other duties as are incident to their office. A draft of the Minutes of any meeting shall be provided to the membership either through electronic mail or posting on the Club website within one week of the meeting.

(e) Dock Manager. The Dock Manager shall be responsible for maintaining the appropriate positioning of the dock and taking care of and/or notifying the Board of issues at the dock that need to be addressed, including necessary repairs and observed violations of dock rules.

Section 4. Payments or Salaries to officers and Directors. No officer or director, either elected or appointed, shall receive any consideration in the way of salary or otherwise

for their services to the Club. In the event that any officer or director shall expend any of their personal monies or funds for Club activities or business, same shall not be reimbursed to them except upon presentation of written statement, invoice or bill, which shall require the approval of the Board prior to any such reimbursement that exceeds \$100.

Reasonable amounts under \$100 may be immediately paid by the Treasurer. The Dock Manager, or their designee, is eligible for a stipend of \$5/trip, not to exceed \$100 a month unless a higher amount is approved by the Board, to reimburse them for fuel and vehicle expenses in maintaining the dock.

ARTICLE VI.

DUES, ASSESSMENTS, AND OBLIGATIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on 1st of each year and shall end on the 31st of December.

Section 2. Dues. Each member shall pay dues, as determined by the Board at the January meeting, each year. Annual dues for continuing membership shall be due by the date of the annual meeting of each year and shall be deemed delinquent if not paid prior to May 1st of each year. The dock code will change approximately one week following the annual meeting each year. Should a person join after the month of April, their dues will be calculated based on the number of months remaining until April 1 of that or the next year. The current dues will be divided by 12 and multiplied by the months remaining. For example, a person joins in anytime in November, which is 5 months before the next April (always calculated based on the start of the month they join), with dues at \$60; the result is $\$60 \div 12 = \$5 \times 5 \text{ months} = \25 in dues + the current application fee. Other than the preceding payment calculation, no monthly, quarterly, semi-annual, or other partial payment basis for the payment of annual dues shall be allowed. If a current member has not paid their dues by May 1st, they are subject to a

ten (10) dollar late fee for a single membership or family membership and they are NOT entitled to a dues proration for the year.

Section 3. No refund of Dues or Membership Fees. No part of any annual dues shall ever be refundable by the Club to any such member unless approved by the Board under exceptional circumstances.

Section 4. Application Fee. A non-refundable application fee shall be established by the Board and be collected from each new prospective member before their application will be considered. The application fee shall be in addition to the annual dues if they are later approved as a member. If a member fails to pay dues for a year, they may rejoin if space allows, and but must pay half the current application fee in addition to their dues to become a member in good standing.

Section 5. Membership Transfers and Ceasing Membership. Memberships may not be transferred.

Section 6. Dissolution. In the event of the dissolution of the BELL COUNTY SPORTMANS CLUB, no member shall share in or receive any funds or assets remaining in the possession of the corporation. Such funds or other assets shall be distributed to an organization or organizations which are tax exempt under Section 501(c)3 or section 501(c)4 of the Internal Revenue Code and which have the same or similar activities as their corporation. Such organization or organizations are to be selected by a majority of the Board and should have similar purposes to that of the Club if possible.

ARTICLE VII PRIVILEGES

Section 1. Member's Privileges. Members shall be entitled to all the privileges in the use of all facilities and activities, including the right to vote and to hold office, in the manner provided in these By-Laws and

other procedures and rules issued by the Board.

ARTICLE VIII EXPULSION of MEMBERS

Section 1. Expulsion of Members.

Should it be determined that for good cause a member should be expelled from membership in the Club, such facts shall be brought to the attention of the President who shall in turn call such facts to the attention of the Board at its next regular meeting or at a special meeting called for that purpose if the President should determine that a special meeting should be called. At such a meeting of the Board, the President shall relate the facts or charge, as they understand them to be, to the Board. In the event that the Board shall deem such facts of charges to warrant further hearing then they shall, by a majority vote, set a special meeting for a date not less than ten (10) days nor more than twenty (20) days off and shall notify the member so charged of the date and place for such special meeting and of the charges against them and the member so charged shall have the right to appear and present evidence. After such hearing, the Board may by not less than four votes expel such member. In such event, the Secretary shall thereupon send a written notice by Certified Mail with Return Receipt Requested, addressed to such expelled member at their last known address and advising such expelled member that he has been expelled and that their membership rights in the Club have been completely terminated and cancelled. For the purposes of this section "good cause" includes, but is not limited to, sharing of the dock code with non-members, severe and/or repeated rules violations, unsafe acts, and/or criminal or other acts away from the dock that may reflect poorly on the membership or put them in danger had that criminal act occurred on or near the dock..

ARTICLE IX COMMITTEES

Section 1. Standing Committees. The following standing committees, together with

any other standing committee's hereafter designated by appropriate resolution of the Board, shall be appointed by the President, with the approval of the Board:

- (a) Dock Maintenance
- (b) Placeholder for a future committee

Section 2. Special Committees. The President, with the approval of the Board, shall appoint such special committees as may be deemed appropriate and advisable.

Section 3. Powers and Duties of Committees. The duties of committees, standing and special, shall be as defined by appropriate resolution of the Board. All committees, standing or special, shall have advisory powers only. All committees shall make reports to the Board as may be required by said Board. No committee action, report, or recommendation shall be binding upon the Club unless and until same be approved by the Board. No expenditure of Club monies, funds, of property shall be made by any committee unless and until same shall have first been approved by the Board.

Section 4. Eligibility for Committee Members. All members in good standing, whether an officer, Director, or member shall be eligible for appointment to any committee.

ARTICLE X

INDEMNIFICATION

Section 1. Right to Indemnification. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against expenses and liabilities up to \$25,000, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which

he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. Board members, officers, and agents are not indemnified for liabilities incurred in the furtherance of Club business away from the dock, such as for an automobile accident while picking up supplies on behalf of the Club, making bank deposits, etc.

Section 2. Insurance. The Club should purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Against any liability asserted against the person and incurred by him or her in any such capacity or arising out of their or her status as such, whether or not the Club would have power to indemnify the person against the liability under these bylaws or the laws of the state of Texas.

Section 3. Changes in Texas Law. If there is any change of the Texas statutory provisions applicable to the Corporation relating to the subject matter of their Article, then the indemnification to which any person shall be entitled under their Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board is authorized to amend these bylaws to confirm to any such changed statutory provisions.

Section 4. Amendment or Repeal of Article. No amendment or repeal of their Article shall apply to or have any effect on any director, officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

Section 5. Impact of Tax-Exempt Status. The rights to indemnification set forth in their Article are expressly conditioned upon such rights not violating the Corporation's status as a tax-exempt organization described in §501c of the Internal Revenue Code of 1986, as amended.

ARTICLE XI AMENDMENTS

Section 1. Amendments. These By-Laws may be amended by the majority vote of the Board at any annual, regular, or special meeting, provided not less than ten (10) days' notice in writing of the proposed amendment or proposed amendments be given by mail to each member of the Board; provided, *however*, that such written notice may be waived in writing by waiver executed by all members of the Board. The members of their Corporation by the adoption of these By-Laws do hereby expressly delegate the power and authority to the Board to amend these By-Laws.

Article XII DEVIATIONS FOR EMERGENCIES

Section 1. Emergencies. The Board and Board members may exercise discretion that they be reasonably believe is in the best interest of the Club that deviates from these Bylaws based on emergency situations, including, but not limited to, natural disasters, public health emergencies, dock or land conditions that are either dangerous or impair reasonable dock access and operations, etc.

Article XIII JUNIOR ANGLER CONSIDERATIONS

Section 1. Junior Anglers. In accordance with a purpose of this club to introduce people to the outdoors, junior anglers (those under 17 who are not required to have a fishing license) do not count against the annual guest limitations of members. Junior anglers must be under the supervision of a member and should be limited in number so as to not unreasonably interfere with the enjoyment of the dock by other members.

Section 2. Family Fishing Day. In an effort to encourage family time in the outdoors, the Club will generally host a kid's/family fishing day and tournament on the first Saturday in June. The dock will be open to guests (do not count against annual limitations) that day from 7AM-12PM.