

**BYLAWS OF Collin County Bowhunters Association, Inc
A Texas Non Profit Corporation**

ARTICLE I

OFFICES:

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal executive office of the corporation shall be in the City of Princeton, County of Collin, State of Texas. The corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the business of the corporation may require. Upon successful vote of the Board of Directors, the principal executive office of the corporation may be changed.

SECTION 2. REGISTERED OFFICE

The registered office of the corporation maintained in the State of Texas, may be, but need not be; identical with the principal executive office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (c) (7) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (7) of the Internal Revenue Code. This corporation shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in the opposition to, any candidate for public office.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- To promote Archery and Archery related competitions.
- To promote good sportsmanship to the community at large through Archery related activities.

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ARTICLE III

DIRECTORS

SECTION 1. NUMBER

The corporation shall have a maximum of ten (10) directors, but no less than four (4) directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be at least 21 years of age.

-Directors shall be a Charter Member of this Corporation as that term is defined in these Bylaws.

-Directors shall be a member in good standing of the Collin County Bowhunters Association, Inc.

SECTION 3. POWERS

Subject to any limitations in the Articles of Incorporation, and to the provisions of the Texas Nonprofit Corporation Act, Article 1396 3.02, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by, or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
2. Appoint and remove, employ and discharge, except as otherwise provided in these Bylaws, the duties of all of the corporation's officers, agents or members;
3. Supervise all officers or agents of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses and phone numbers with the Secretary of the corporation, and notices of meetings mailed, faxed or phoned to them at such addresses or numbers shall be valid notices thereof.

SECTION 5. TERM OF OFFICE AND ELECTION

The directors shall be elected at the annual meeting of the membership by the Charter members. Notwithstanding anything contained in these Bylaws, the initial Board of Directors shall consist of the founding members of this corporation with additional directors elected by Charter members

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of this corporation up to the authorized maximum. Each director shall hold office for a period of one year and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of reasonable expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place as provided for and designated by the board from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

The Board shall hold a minimum of 1 regular meeting per calendar year, prorated for any partial year. Such meetings will be held at a time agreed upon by resolution of the Board of Directors.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any two directors, the president or vice-president or if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

SECTION 10 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:

At least 7 day notice shall be given to each director of each meeting whether special or regular. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice of such meeting. Notice can be written or person to person oral communication. In case of a telephone message left on an answering machine or fax notice, the director to be contacted shall acknowledge personal receipt of the message by return fax or phone call as soon as is practical. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of 80% of the current membership 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 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. A director shall be deemed present if he or she is in telephone contact as required under Section 12, Board Action of this Article. Provided at least 7 day notice shall be given, following commencement of the Board of Directors meeting, should a quorum defined at 80% of the current membership of the Board of Directors not be present, then upon the expiration of 30 minutes from the noticed start time of the meeting of the Board of Directors, a quorum shall consist of 50% of the current membership of the Board of Directors.

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SECTION 12. BOARD ACTION

Every act or decision done or made by at least 60% of the directors at 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 provision of law require a greater percentage of different voting rules for approval of a matter of the board. Notwithstanding anything contained in these Bylaws, a director may vote through a oral vote on a phone call, provided that a minimum of 2 directors are present to confirm the vote of the director. Such vote shall be duly noted in the minutes of any such meeting which the director would have been normally entitled to vote, along with the names of the witnessing directors.

SECTION 13, CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his or her absence, the Vice-Chairman of the Board, or in the absence of persons, by a Chairman chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as the secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 14. REMOVAL AND RESIGNATION

Any director may be removed for any legal reason or no reason upon affirmative vote of 80% of the current membership of the Board. The board may act on its own motion or may be petitioned for such a vote by a minimum of two thirds of the combination of the Charter membership. Such removal shall be effective immediately upon the required vote. Any such person removed from office shall not be permitted to hold directorship for a minimum of one year from the date of such removal. A director shall be removed from office if such director fails to maintain voting membership in the corporation as that term is defined in these bylaws, or misses 3 consecutive Board meetings subject to the attendance provision in Section 11 of this Article.

Any director may resign at any time by giving written notice to the Board of Directors or any director. Any such resignation shall take effect at the date of receipt, unless otherwise specified and is not contingent upon the acceptance of the remaining Board.

SECTION 15. VACANCIES

Should a vacancy occur before a directors term of office expires for whatever reason, such vacancy may be filled by a majority vote of all of the remaining directors. However, such vacancy need not be filled until the annual election for directors.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

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SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 18. 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 corporation 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 corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 19. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting, if all members of the board shall individually or collectively consent to such action in writing. Such written consent shall set forth the action so taken and shall be signed by 80% of the current Board. Such written consents shall be filed with the minutes of the proceedings of the board. Such consent shall have the same force and effects as an action of the board approved at a regular or special meeting. Such consent may consist of a affirmative or negative vote by E-mail or text message with the stipulation that such consent be printed and incorporated into the minutes of the Board Meeting.

ARTICLE IV

OFFICERS:

SECTION 1. OFFICERS

The officers of the corporation shall be a president, a secretary, a treasurer, and an executive vice-president. The corporation also may have such other officers with such titles and duties as shall be determined by the board of directors. The offices of president, secretary, treasurer and executive vice-president shall be members of the Board of Directors. The president shall serve as Chairman of the Board of Directors. Any number of offices may be held by the same person, provided however, that person shall hold only one directorship and be entitled to only one vote on the Board of Directors. The open directorship shall be filled by the terms of these Bylaws.

SECTION 2. TERM OF OFFICE QUALIFICATION AND ELECTION

The officers listed in Section 1 of this Article shall be elected at the annual meeting of the membership by the Charter members. Notwithstanding anything contained in these Bylaws, initial officers shall be appointed by the founding members of this corporation. Each officer shall hold office for a period of one year and until his or her successor is elected and qualifies. All officers must maintain the status of voting member.

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SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed for any legal reason or no reason upon affirmative vote of 80% of the current membership of the Board. The board may act on it's own motion or may be petitioned for such a vote by a minimum of two thirds of the active membership. Such removal shall be effective immediately upon the required vote. Any such person removed from office shall not be permitted to serve as an officer for a minimum of one year from the date of such removal. A officer shall be removed from office if such officer fails to maintain voting membership in the corporation as that term is defined in these by laws, or misses 3 consecutive Board meetings subject to the attendance provision in Section 11 of this Article.

Any officer may resign at any time by giving written notice to the Board of Directors or any director. Any such resignation shall take effect at the date of receipt, unless otherwise specified and is not contingent upon the acceptance of the remaining Board.

SECTION 4. COMPENSATION

Officers shall serve without compensation. Officers shall be allowed reasonable advancement or reimbursement of reasonable expenses incurred in the performance of their duties.

SECTION 5. PRESIDENT

The president shall be the chief executive officer of the corporation and shall serve as Chairman of the Board of Directors and shall, subject to the direction and control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the membership and directors and be an ex-officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may from time to time be prescribed by the board of directors or these Bylaws.

SECTION 6. EXECUTIVE VICE-PRESIDENT

In the absence or disability of the president, the executive vice-president, shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Each subsequently appointed vice-president shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or these Bylaws. However, only the executive vice-president must be a member of the Board of Directors.

SECTION 7. SECRETARY

The secretary shall keep, or cause to be kept, a book of minutes of all meetings of directors and shareholders, with the time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given or the waivers of notice, the names of those present at directors' meetings, the members present at membership meetings, or other club events.

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The secretary shall certify and keep, or cause to be kept, the original and a copy of the Bylaws as amended or otherwise altered to date. Such copy may be located on a computer disc and printed as requested.

The secretary shall give, or cause to be given, notice of all meetings of the membership and directors and officers required to be given by law or by the provisions of these Bylaws.

The secretary shall have charge of the seal of the corporation and have such other powers and perform such other duties as may from time to time be prescribed by the board or these Bylaws.

The board may appoint another office holder to serve in the capacity of Secretary. In the absence or disability of the secretary, the assistant secretaries, if any, in order of their rank as fixed by the board of directors (or if not ranked, the assistant secretary designated by the board of directors), shall have all the powers of, and be subject to all the restrictions upon, the secretary. The assistant secretaries, if any, shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or these Bylaws.

SECTION 8. TREASURER

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation.

The Treasurer shall collect and receive all moneys due or belonging to the Corporation. He or she shall deposit the same in a bank designated by the Board.

SECTION 9. VACANCIES

Should a vacancy occur before an officers term of office expires for whatever reason, such vacancy may be filled by a majority vote of all of the remaining directors.

ARTICLE V

EXECUTIVE COMMITTEES

SECTION 1.

By resolution adopted by 60% of the current board of directors, the board may designate from among its members an executive committee and one or more other committees to serve at the pleasure of the board, each of which shall be comprised of one or more directors. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- a. Amending the Articles of Incorporation;

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- b. Recommending to the membership a voluntary dissolution of the corporation or a revocation thereof;
- c. Amending, altering or repealing the Bylaws of the corporation or adopting new Bylaws for the corporation;
- d. Filling vacancies on the board of directors or any such committee;
- e. Filling any directorship to be filled by reason of an increase in the number of directors;
- f. Electing or removing officers or members of any such committee;
- g. Appointing other committees of the board or the members thereof.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law. Such committees shall always be subject to the final authority of the Board. Any committee so appointed may be terminated by a majority vote of the current membership of the Board, and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

CORPORATE RECORDS AND REPORTS

SECTION 1. INSPECTION BY THE MEMBERSHIP

The accounting books and records of account, the minutes of proceedings of the membership and the board and committees of the board shall be open to inspection upon the written demand of the corporation by any Charter, Lifetime or Regular member at any reasonable time for any proper purpose. Such inspection by a Charter, Lifetime or Regular member may be made in person or by agent, accounting, or attorney, and the right of inspection includes the right to copy and make extracts at the member's expense.

All members also shall have the right to inspect the original or copy of these Bylaws, as amended to date and kept at the corporation's principal executive office, at all reasonable times for any proper purpose.

SECTION 2. INSPECTION BY DIRECTORS

Every director 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 corporation, domestic or foreign, of which such person is a director. Such inspection by a director may be made in person or by agent, accountant, or attorney, and the right of inspection includes the right to copy and make extracts. The expenses of such inspection shall be borne by the corporation with the limitation that they are reasonable and necessary and submitted in writing to an officer or director of the corporation.

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SECTION 3. RIGHT TO INSPECT WRITTEN RECORDS

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available in written form. Such written form shall include a computer file recordable media provided it is readily accessible for review.

SECTION 4. ANNUAL FINANCIAL STATEMENTS

Upon the written request of any Charter, Lifetime or Regular member of the corporation shall mail to such holder its annual statements for its last fiscal year showing in reasonable detail its assets and liabilities and the results of its operations and the most recent interim statements, if any, which have been filed in a public record or otherwise published. The corporation shall be allowed a reasonable time to prepare such annual statements.

SECTION 5. CONTRACTS, ETC.

The board of directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VII

THE CORPORATE YEAR, ANNUAL MEETINGS, ELECTIONS

SECTION 1. THE CORPORATE YEAR

The corporation's fiscal year shall begin on January 1st and end on December 31st .

The corporation's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. ANNUAL MEETING

The annual meeting shall be held in the month of March at which Officers and Directors for the coming year shall be elected by secret, written ballot from among the nominations described in Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 15 days after the election.

SECTION 3. ELECTIONS

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The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates who receive the greatest number of votes for the remaining vacancies on the board shall be declared elected.

SECTION 4. NOMINATIONS

No person may be a candidate for corporate officer and/or Director unless he or she has submitted or has had his or her name submitted to a member of the Board of Directors, no later than 7 days prior to the date of the annual meeting. Upon such submission, the Secretary of the Board shall compile the list of candidates and the respective offices sought, and publish this list to the Charter membership no later than 7 days prior to the annual meeting. Each such candidate has the right to refuse or withdrawal his or her candidacy at any time. No person may be a candidate for more than one position.

Nominations cannot be made at the annual meeting or in any manner other than is provided in this Section, provided however that Section 15, Article III and Section 9 Article IV shall supersede this provision in case of conflict.

ARTICLE VIII

MEMBERSHIP

SECTION 1. MEMBERSHIP TYPES

There shall four types of membership open to members of the corporation:

Charter Membership A charter member shall pay a onetime fee of \$100 plus the normal appropriate annual membership dues payable and due within 30 days of being approved by the Board of Directors with a 60% vote of outstanding directors. The Board of Directors has the exclusive and final decision as to accept an application by a regular for Charter Membership. Such charter memberships shall be limited to a maximum of 30 (thirty). Only charter members can be elected to the Board of Directors and vote for the Board of Directors. In addition, by a vote of the majority of the Board of Directors, one (1) Lifetime or Regular Member may be appointed to a Charter Membership status for the duration of one year so that such member may have all the rights and privileges of a Charter member including membership on the Board of Directors. Such membership obtained under this provision shall expire at the end of such appointment and shall not be subject to the onetime fee of \$100.

Lifetime Membership A lifetime member is a Charter Member that cannot continue to perform in the role of a charter member. He or she is designated as such by a majority vote of the current Board of Directors and entitled to lifetime privileges of or a Regular member without the necessity of paying annual membership dues.

Regular Membership A prospective regular member shall submit a completed **CCBA Inc. MEMBERSHIP APPLICATION** form as well as a **CCBA Inc. Insurance Release** form to the location so designated on the form(s). In addition any prospective regular member shall pay the current annual dues payment then in effect. Such membership application is then submitted to the Officers of the Corporation for approval. The Officers of the Corporation, by a majority vote, may approve the application or reject the application for any legal reason or no reason and return

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the annual dues payment. An applicant who has duly applied for regular membership and has had that membership rejected may submit a written appeal to the Board of Directors for consideration. The Board of Directors has the exclusive and final decision as to accept an application by an applicant for Regular Membership.

Applicants for membership who have been rejected by the club may not re-apply within 6 months after such rejection.

Provisional Membership A provisional member a short term member that attends Company events, completes and submits a **CCBA Inc. Insurance Release** form and pays the requisite payment for the event to the Collin County Bowhunters Association Inc. A guest of a regular member shall be deemed a provisional member as well. Such provisional membership expires upon completion of the guest visit or upon completion of the sponsored event.

SECTION 2. DUES

Membership dues shall be determined by the Board of Directors of the corporation.. Such dues may be changed from time to time as the Board deems necessary without amending these bylaws. The Board of Directors may, from time to time, assess the membership of the Corporation, a special assessment of the membership excluding Lifetime and Provisional members.

SECTION 3. TERMINATION OF MEMBERSHIP

Any member may resign from the Corporation upon written notice to the Secretary. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 60 days after they become due; however, the Board may grant an additional 10 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Corporation meeting whose dues are unpaid as of the date of that meeting.

A member may be terminated by expulsion as provided in Article IX of these By-laws.

ARTICLE IX

DISCIPLINE

SECTION 1. RULEMAKING

The Board of Directors may establish operating rules controlling membership in the Employees Fitness Center as well instituting policies and procedures necessary to effectuate the efficient operation of the Corporation.

SECTION 2. CHARGES

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Corporation. Written charges with specifications must be filed with the Secretary

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together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly sent a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the corporation. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the corporation, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail, return receipt requested, together with the notice of hearing and an assurance that the accused may personally appear in his or her own defense and bring witnesses if he or she wishes.

SECTION 2. BOARD HEARING

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the accused shall be treated uniformly in that regard. Should the charges be sustained, after hearing all of the evidence and testimony presented by complainant and the accused, the Board may by an 80% vote of the actual number of directors, suspend the defendant from all privileges of the corporation for not more than six months from the date of the hearing. Also, if it deems that punishment insufficient in the Board's sole discretion, the Board may recommend that the penalty be up to and including permanent expulsion. The decision of the Board shall be final. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

ARTICLE X

AMENDMENTS

SECTION 1. AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation and by-laws may be proposed by any Charter member, the Board of Directors, or by written petition addressed to the Secretary signed by 2/3 of the Regular members. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Charter Membership with Board recommendations within 90 days of the date when the petition was received by the Secretary.

The Articles of Incorporation and Bylaws may be amended by an 80% affirmative vote of the existing Board of Directors or if originating through a petition of the Regular members as described above, then a 3/4 vote of the Voting members shall be required for ratification. Such vote for ratification shall occur at any regular or special meeting called for that purpose, provided the proposed text of the amendments have been included in the notice of the meeting and provided to each member at least two weeks prior to the date of the meeting.

ARTICLE XI

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NON DISCRIMINATION

SECTION 1. NON-DISCRIMINATION

No application for membership shall be refused, nor shall any member be prohibited from running for corporate office on account of the member's race, religion, sex or national origin.

ARTICLE XII

DISSOLUTION

SECTION 1. DISSOLUTION

The Corporation may be dissolved at any time by the written consent of not less than 3/4 of the Charter members or 80% of the existing Board of Directors. In the event of the dissolution of the Collin County Bowhunters Association, Inc., other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation but after payment of the debts of the Corporation its property and assets shall be disposed of in a fashion selected by the Board of Directors.

ARTICLE XIII

CONSTRUCTION AND TERMS

SECTION 1. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, 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.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below:

Date of Adoption: _____

Secretary _____ **Date** _____

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