

**{PROPOSED} AND RESTATED BYLAWS**  
**SARASOTA GUN CLUB, INC.**  
**EFFECTIVE {02/18/2012}**

**ARTICLE I: BOARD OF OFFICERS AND DIRECTORS**

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

**Section 2.** Directors shall be elected by vote of the general voting membership to serve staggered terms of three years such that the terms of three Directors expire each year. Three Directors will be elected each year. The Board, immediately following each annual meeting, shall elect such Officers from the new Board, to serve for a term of one (1) year or until their successors shall be elected, a President, Vice-President, Secretary, and Treasurer, and such other Officers as the Board from time to time determines appropriate. The immediate past President of the Board will act as chair until a new President is elected.

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

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

**Section 10.** Any [Officer or] Director may be removed from the Board by the affirmative votes of fifty-one percent (51%) of the total voting membership at a special meeting held for that purpose, or by an affirmative vote of seventy-five percent (75%) of the total Board, including the President.

## ARTICLE V: NOMINATIONS AND ELECTION

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

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

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

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