

Fredericksburg Rod and Gun Club, Inc.

P.O. Box 418, Fredericksburg, Virginia 22404

FredericksburgRodandGunClub.org

Article I – Name: The name of the Corporation is Fredericksburg Rod & Gun Club, Incorporated.

Article II – Principal Office: The principal office of the Corporation shall be its Clubhouse located at 10101 Benchmark Road, Fredericksburg, Virginia 22407, near Hamilton's Crossing in Spotsylvania County, Virginia. The President as required by law shall file the registered agent and registered office of the Corporation with the State Corporation Commission.

Article III – Stockholders Meeting: The annual meeting of the Stockholders, in good standing, of the Corporation shall be held at the Clubhouse on the third Tuesday in October of each year. Special meetings of the Stockholders, in good standing, shall be held at the Clubhouse whenever called by (5) five members of the Board of Directors or by Stockholders holding at least (10%) ten percent of the numbers of shares of capital stock entitled to vote and who are in good standing.

The holders of (25%) twenty five percent of the outstanding shares of capital stock entitled to vote, either in person or by proxy shall constitute a quorum for conducting business at any meeting of the stockholders. However, less than a quorum may enter into discussions and adjourn the meetings to a subsequent fixed time.

Each Stockholder, in good standing, shall be entitled to one vote, in person or by proxy, for each share of stock then outstanding in that person's name on the books of the Corporation.

The Board of Directors shall mail written notice of all Stockholders' meetings to each Stockholder in good standing. Notice will be sent to the stockholder's last known address not less than (21) twenty-one days prior to any meeting.

Article IV – Board of Directors: The business and property of the Corporation shall be managed and conducted by a Board of Directors elected by the Stockholders, in good standing. The number of Directors shall not exceed (10) ten. Five Directors shall be elected by the Stockholders at each annual meeting and shall hold office for a term of (2) two years. No Director may serve more than (2) two consecutive terms. A majority of the Directors constitute a quorum. Any vacancy arising among the Directors may be filled by a majority vote of the remaining Directors, the Director or Directors so elected to serve as such until the next annual meeting of the Stockholders. Directors and Officers shall be stockholders in good standing.

Article V – Powers of Directors: The Board of Directors shall have and exercise all of the powers as such conferred of them by the laws of the State and these By-Laws and no other. The Board of Directors shall decide when and how often they shall meet.

Article VI – Officers: As soon as practical after the annual Stockholders' meeting the Directors shall elect from their number a President, Vice-President, Secretary and Treasurer to hold office as such for the coming calendar year or until their successors are elected and qualified.

The president may, from time to time, appoint such other persons as may be necessary for the conduct of the business of the Corporation. Where not inconsistent, (2) two offices may be filled by one director.

Article VII – President: The President shall be the executive head of the Corporation and shall preside at all meetings of the Stockholders and Board of Directors. He shall appoint all standing and special committees, including an annual auditing committee, and see that all orders and resolutions of the Stockholders and Board of Directors are executed and completed, that all proper written agreements are entered into and executed and sign all certificates of stock. He shall have general supervision and management vested in his office under the laws of the state of Virginia, and the By-Laws of this Corporation.

The president shall not have the power to authorize capital outlays to the club or operation or maintenance expense in excess of five hundred (\$500.00) dollars. Any such expenses in excess of five hundred dollars (\$500.00) shall require advance approval of the board of directors.

Article VIII – Vice President: The Vice-President shall, in the absence of, incapacity or inability of the President to act, perform all the duties and exercise all of the powers of the President.

Article IX – Treasurer: The Treasurer shall keep a full and accurate account of the receipts and disbursements of the Corporation in the corporate books. He shall prepare and deliver a full and complete statement of the financial condition of the Corporation and a full and detailed income and expense statement for the current year of such at each annual Stockholders meeting. He shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation by check to be signed by him, taking proper vouchers therefore as may be required. He shall render, from time to time, to the President as he may require an account of his transactions as Treasurer and of the financial condition of the Corporation. The Board of Directors may require other commensurate duties of him and for the countersigning of checks.

Article X – Secretary: The Secretary shall be the Secretary of the Corporation and the ex-officio secretary of the Board of Directors and all standing committees and act as clerk thereof. He shall attend all meetings of the Board of Directors, record all minutes,

votes and proceedings in corporate books kept for such purpose. The Secretary shall have full charge and custody of the Corporate Seal of the Fredericksburg Rod & Gun Club, Incorporated, and shall attest the same when affixed to papers requiring the Corporate Seal.

Article XI – Declaration of Powers In the event of the absence of any officer of the Fredericksburg Rod & Gun Club, Incorporated, or of his disqualification or inability to act, where provision therefore is not expressly made by these By-Laws, the President may, by written order, or the Board of Directors may by resolution, delegate the powers of such officer to any other officer of the Corporation for the time being.

Article XII – No Nominating Committee: The Corporation shall not have nor entertain a nominating committee of any kind. The Stockholders shall make the nominations for all Directors from the floor in regular meetings.

Article XIII – Dues: The Stockholders shall fix the annual dues or charges of any kind for the ensuing year at the annual meeting of the Stockholders. The Board of Directors may deny any member in arrears in dues the privilege of use of all club grounds and facilities.

Article XIV – Corporate Funds: All checks, drafts and orders for the payment of money shall be signed by the Treasurer and countersigned by such officer as the Board of Directors may designate. No check shall be signed in blank by any officer.

Article XV – Order of business: The rules of order governing deliberative bodies shall govern all meetings of the Stockholders and Directors as far as applicable, unless otherwise ordered by the meeting. The order of business shall be as follows:

1. Call to order and organization of meeting.
2. Reading minutes of previous session.
3. Reports and other communications from the officers and Directors.
4. Unfinished business.
5. At the annual meeting, the election of directors for the ensuing year shall precede new business.
6. New Business.

Article XVI – Ownership, Transfer and Sale of Stock: The Stock of the Corporation shall be held only by natural persons and shall not be issued to or held by any corporation, association, partnership, or other legal entity, nor shall any stock be issued in the name of more than one person.

No Stockholder may sell or transfer his stock without first offering, in writing, to the Board of Directors, his Stock for re-purchase at the same price offered to the

Stockholder. Such offer to the Board of Directors shall be accompanied by the original or Photostatic reproduction of the written and signed offer of purchases received by the Stockholder.

Upon death of a Stockholder, the executor, administrator, heirs, or devisees, shall be bound by the foregoing transfer rules and this Corporation may refuse to transfer ownership of the Stock on the Corporation books: it being the intent hereto that the Corporation shall not be compelled to accept any person as a Stockholder or Stockholder member, except after approval of such person by the Board of Directors.

Stock shall not be issued in the name of any person under the age of (18) eighteen years. If otherwise proper Stock may be issued in the name of an adult person as custodian for a child under (18) eighteen, but such child shall not thereby become eligible for membership in the Club except as hereafter described. No person may own more than (4) four shares of Stock.

All sales and transfers of Stock must be approved by a majority of the Board of Directors at a meeting of said Board and entered in the minutes of that meeting.

All Stock must bear the signature of the President and Secretary of said Club at time of sale or issue, and bear the Corporate Seal of the Corporation.

A Stockholder may notify the President of the Club in writing that they wish to terminate their membership, and the Stock is for sale at fair market value. As of this notification, no further dues will be charged against this Stock. Stock designated for sale may be repurchased by the Club.

The recipient of stock by sale or transfer, on or after 10/16/02, will maintain their membership in good standing as long as that person owns the stock. If the membership is not maintained in the terms of good standing, the stock will decrease in value based on each years dues and/or any outstanding debt owed to the Club by the Stockholder. At such time as the total outstanding debt and/or non-payment of dues exceeds the value of the stock at the time the membership fell delinquent, the stock will be void and have no value and all rights as a stockholder are forfeited

Membership: There shall be (2) two classes of membership: Associate members and Stockholder members.

Associate Member: Shall not require the ownership of stock, but in lieu thereof, an initial fee shall be paid, the amount thereof to be equal to the annual associate membership dues. Associate membership is available to any person at least (18) eighteen years of age and not forbidden to possess a firearm in the Commonwealth of Virginia. Granting of associate membership shall require approval of a majority of the Board of Directors.

Dues shall be (1 ½) one and one-half times the amount for stockholder members. Associate members shall have the same rights and privileges as stockholders members, except that they may not vote or serve on the Board of Directors. Associate membership shall be limited to (250) two hundred fifty.

Failure of Associate members to pay dues and assessments within (90) ninety days of billing, shall, without further action or notice, operate to terminate the Associate membership. Reinstatement may be granted upon application to the Board of Directors and payment of all delinquent dues and assessments and penalties.

Stockholder Member: This membership is available to: any associate member who has been in good standing for at least (2) two years, or heir. The sale or transfer of (2) two shares of stock is subject to approval of the Board of Directors as herein provided. The maximum number of stockholders is set at (125) one hundred twenty-five.

Membership privileges shall extend to the named member, spouse and dependent children, subject to any exception set out above or below. Members not in good standing will have their names posted in the clubhouse. Any non-member, who comes upon the premises after notice in writing from the Board shall be considered a trespasser and prosecuted as such.

Members and guest shall have free access and use of the clubhouse and ponds, except that children of members shall not be permitted use of the club facilities unless under the supervision of an adult member who will be held responsible in all respects for the conduct of his children and guests.

Guest shall be permitted use of the club facilities provided; the member host accompanies them at all times.

Members using the clubhouse and other property of the club shall be expected to leave things neat and clean and are financially responsible for any damage they or their guests may incur.

Termination and Reinstatement: The Board is given the authority to terminate the membership of any member, and may bar from the club, any member of a member's family, for conduct detrimental to the club. Reinstatement after such suspension for termination shall be at the discretion of the Board and upon such terms as it may provide. Determination of what shall constitute "conduct detrimental to the club" shall rest in the sole discretion of the board of directors in any given case.

Any person whose membership has been suspended or terminated or who has been barred for misconduct, shall forthwith return all keys to club property and shall not come

upon club property except as a guest of a member in good standing; however, persons barred as a result of misconduct shall not be allowed on the premises as a guest.

Stock Sale: Upon the sale of stock by a stockholder, such stockholder shall not be eligible for associate membership in the club for a period of (2) two years from the date of such sale.

Article XVII – Use of Clubhouse and Grounds: Any member in good standing may use the clubhouse for private parties of functions upon approval by the president, or his appointed representative, not less than (10) ten days before the required date. The number of allowed guests before a fee will be charged is 25 for Stockholders and 15 for an Associate.

To reserve the entire Clubhouse and Grounds, approval is required at least 30 days in advance of the desired date.

There shall be no restrictions of the use of the Club's facilities by any member in good standing unless reserved as in paragraph (1) one and/or (2) two above.

Article XVIII – House and Ground Rules: All members in good standing shall be entitled to a key to the gate and the clubhouse and use of the grounds, skeet fields, ranges, and ponds upon such charges as may be fixed by the Board of Directors from time to time. Keys to the skeet fields, storage sheds and other facilities shall be under the control of the Board of Directors.

Article XIX – Amendment of By-Laws: The Stockholders may at any Stockholders meeting, regular or special, after due notice, alter or amend these by-laws by a (75%) percent majority vote of the Stockholders present and voting. Only Stockholders in good standing as defined herein are entitled to vote.

Article XX Definitions:

Member in good standing: Any member who has paid in full all dues, fees, assessments and is not currently suspended or terminated by action of the Board of Directors. Stockholders must be in "good standing" to vote at any meeting.

Membership Privileges: Shall consist of the use of all club facilities by the spouse and dependent children while accompanied by the named member.

Guest: Any person on club property, who is not a member. All guests must be accompanied by a member at all times.

Dependent children: Any child under the age of (18) eighteen years of age who is living with or in the custody of a member in good standing.

Due notice: Written notice at least 21 days in advance to the Stockholders of record who are currently in good standing.

These bylaws as voted and approved as the first order of business on October 15, 2002, were approved by a majority vote and supercede all previous bylaw versions.

These duly passed By-laws supercede all previous versions.