

BY-LAWS
of
Texas Association of Concealed Carry Instructors, Inc.

ARTICLE 1
OFFICES

SECTION 1 - PRINCIPAL OFFICE

The principal office of the corporation is located in Harris County, State of Texas.

SECTION 2 - CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws.

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New location: _____ Dated: _____, 20__

New location: _____ Dated: _____, 20__

SECTION 3 - OTHER OFFICES

The corporation may also have offices at such other places, within 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 so designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1 - IRC SECTION 501(c) (6) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2 - SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. To promote the continuation and improvement of the Texas Concealed Handgun Law; especially in regard to how it affects the rights of TX DPS CHL Certified Instructors in their exercise of free enterprise.
2. To promote educated handgun safety, in the home and while traveling by fellow Texans, in order to instill safe responsible action, by those who lean on and desire to protect, their right to bear arms.
3. To create an alliance of CHL Instructor membership that promotes initiatives and programs deemed profitable reasons for interaction.
4. To establish and make uniform such initiatives and programs for use by all CHL Instructors, that all may have reasonable expectation of additional profitability through continual membership and alliance.
5. To present any concerns, of dangers to the public's safety and dangers to CHL instructors' rights in exercising their rights to lawful enterprise: to the general public, news media, Texas Department of Public Safety and legislators as the corporation may deem necessary.

6. To provide current information to CHL instructors about the programs the corporation has initiated for their benefit, current laws, lesson plans and topics related to the Concealed Handgun License program.
7. To support the right of responsible, law-abiding citizens to own, keep and lawfully carry firearms for personal protection.
8. To promote high standards of CHL instruction and training.

ARTICLE 3 OFFICERS

SECTION 1- DESIGNATION OF OFFICERS

The officers of the corporation shall be an Executive Director (ED) as President, an Executive Vice-President (EVP), a Secretary (SEC) and a Treasurer (TRES).

SECTION 2 - QUALIFICATIONS

Any member of the Texas Association of Concealed Carry Instructors (TACCI), having been a member of TACCI for 1 year or more, may serve as an Officer of this corporation.

SECTION 3 - ELECTION AND TERM OF OFFICE

Officers shall be elected by the Membership, at any annual meeting where a quorum of 25% of the membership has convened, or elected to vote by proxy, and each officer shall hold office for the period of 3 years, or until he or she resigns or is removed by the Membership at an annual meeting, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4 - REMOVAL AND RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors, or Secretary of the corporation. Any such resignation shall take effect at 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 above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of the Executive Director, of the corporation, if such a contract exists.

Any officer may be removed, by a majority vote of the Board of Directors, at any time upon the conviction of any unlawful act or discovery of an act of moral turpitude by the Officer in question.

SECTION 5 – VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of an Executive Director shall be filled by the Executive Vice President. The Board of Directors shall then appoint an Executive Vice President to the now vacant position of EVP until such time as the next Annual Meeting of the Membership is convened. In the event such meeting is 3 months or more away, then a “special election” may be called for by the Board of Directors whereby a proxy vote of 15% of the Membership shall determine that Executive Vice President’s replacement; the replacement shall serve out the remainder of the replaced Exec.V.P.’s term. Two members qualified to serve as Exec.V.P., but not a member of the Board of Directors, shall be sought for by the Board to run for the vacant position, and the Board shall present their list to the membership via email or regular mail, and the membership shall then make its selection via their confirmed email address on file, or via regular mail, accompanied by their signature and membership number. In the event of a vacancy in any office after that of Executive Vice President, such vacancy may be filled temporarily by appointment by the Executive Director until such time as the Membership shall fill the vacancy at a regularly scheduled annual meeting. In the event that a member of the Board wishes to be considered for any Officer’s position, then that Board Member shall first submit, to the Board, a letter of resignation from his/her position on the Board of Directors, and a new Board member shall be appointed by the Executive Director.

SECTION 6 - DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall be the leading member of the Board of Directors, represent TACCI 2009 within the membership and to the public as President, supervise the affairs and activities of the corporation, give his or her insight in ongoing affairs of the Corporation, recommend or otherwise make known by report to the Membership, be it in a Newsletter or otherwise, any such recommendations or insights. 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 advised or requested from time to time by the Board of Directors. The ED, shall preside as Chairperson at meetings of the Board of Directors and at annual meetings of the Membership, shall appoint a Director to fill any vacancy until such time a regular Board meeting convenes and due diligence is made in the electing of a new Board Director according to these Bylaws. 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 corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Executive Director shall cast tie breaker votes in any and all matters of any Board of Directors meetings requiring a tie breaker be cast.

SECTION 7 - DUTIES OF EXECUTIVE VICE-PRESIDENT

In the absence of the Executive Director, in the event of his or her inability to act, the Executive Vice-President shall perform all the duties of the ED, and when so acting shall have all the powers of, and be subject to all the restrictions on the ED. He or she shall assist the organization and operation of regions, chair the **Standing Committee on Membership and Recruitment**, spearhead Association projects initiated by the Board of Directors, and dutifully report to the Board of Directors and to the ED on all phases of such projects and operations. The Executive Vice-President shall have powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8 - DUTIES OF SECRETARY

The Secretary shall:

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

Keep at the principal office of the corporation or at such other place as the board 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, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

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

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

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit, at all reasonable times, to any director of the corporation or to his or her agent or attorney, on request therefore the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

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.

SECTION 9 - DUTIES OF TREASURER

The Treasurer shall:

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

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

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

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

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

Render to the Executive Director and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

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 of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10 - COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 4 DIRECTORS

SECTION 1 - NUMBER

The corporation shall have six (6) District Directors and collectively they shall be known as the Board of Directors.

SECTION 2 - QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: Board members must be members in good standing of the organization, current TX DPS Certified Concealed Handgun Instructors, and hold a current Texas Concealed Handgun Licence.

SECTION 3 - ELECTION

Directors shall be elected at regularly scheduled meetings of the Membership. Candidates shall be sought by a District wide call to serve, of all members in the District requiring a new Director to be elected. Such a call and subsequent list of candidates shall be placed and formed in a manner prescribed by the Board of Directors, as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws. The Six Directors positions shall represent Six Districts of Texas made up of a number of named counties in the State of Texas bordered by a list of zip codes, as the Board determines; such selection shall be determined once and shall govern this corporation perpetually without amendment, except as 100% of the Directors and confirmation by the Executive Director, shall deem to be necessary for the case of a prior list having been established in error. If such subsequent list need be established, upon confirmation by the ED, it shall then govern this corporation's established borders of Districts perpetually.

SECTION 4 - POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors relative to governance of the Districts and of this corporation. The Executive Director shall be in charge of all meetings of the Board except where the Executive Director may request that the Executive Vice President preside.

SECTION 5 - DUTIES

It shall be the duty of the directors to:

Plan and coordinate an Annual meeting of the membership the second or third quarter of each year;
Consider, initiate, and carry out any ideas benefitting the Instructor membership and the general safety of the public.

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

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 officers, agents and employees of the corporation;

Supervise all agents and employees of the corporation to assure that their duties are performed properly;

Meet at such times and places as required by these Bylaws;

Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 6 - TERM OF OFFICE

Each director shall hold office for a period of three (3) years and until his or her qualified successor is elected. Directors shall serve staggered years of positions as first implemented by the Board.

SECTION 7 - COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties upon prior Board approval.

SECTION 8 - PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place or method, as may be designated from time to time by resolution of the Board of Directors.

SECTION 9 - REGULAR MEETINGS

Regular meetings of Directors shall be held during each quarter of each year, dates to be determined by majority vote of the Board.

An annual meeting of the Membership shall be held the second or third quarter of each year as the Board may choose each year.

SECTION 10 - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Executive Director of the Board, the Executive Vice President of the Corporation, the Secretary, by any three (3) directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11 - 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:

Regular Meetings - No notice need be given of any regular meeting of the board of directors.

Special Meetings - At least two weeks prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of an emailed notification, the director to be contacted shall acknowledge personal receipt of the emailed notice by a return message or telephone call within seventy two hours of receiving the email.

Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation 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.

SECTION 12 - QUORUM FOR MEETINGS

A quorum shall consist of four (4) 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 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.

SECTION 13 - 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.

SECTION 14 - CONDUCT OF MEETINGS

The Executive Director shall preside over the meetings of the Board of Directors or, in his or her absence, by the Executive Vice President of the Board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as 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. All meetings shall be conducted in accordance with Robert's Rules of Order. One Board Member, as elected by the Board, shall bear the duty of holder of Robert's Rules of Order and will see to it that meetings go according to that order.

SECTION 15 - VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the Executive Director, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation 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. Directors may be removed from office, for conviction of an unlawful act or act of moral turpitude, as permitted by and in accordance with the laws of this state, unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled, after approval for such action has been given by the Executive Director, by a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16 - NONLIABILITY OF DIRECTORS

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

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 (including a director, officer, employee or other 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.

ARTICLE 5 COMMITTEES

SECTION 1 - MEMBERSHIP RECRUITMENT

The duties shall be to conduct activities to encourage membership among TX DPS Certified CHL Instructors and organizations and to retain current members.

SECTION 2 - GUN SAFETY TRAINING STANDARDS AND PRACTICES

The duties shall include formulation and maintenance of a perpetual "free to the public" gun safety program to educate and train individuals in how to handle guns safely in the home and while traveling. In addition, this committee will develop and disseminate information to the Board regarding instructional techniques and related matters which shall then also be distributed to all member Instructors.

SECTION 3 - GOVERNMENTAL RELATIONS

Duties shall include establishing an on going relationship with agencies, government officials and legislators which affect the Association. The committee will forward relevant information to the Board and assist the Executive Director in promoting the Association's position on issues of concern.

SECTION 4 - OTHER COMMITTEES

The corporation shall have such other 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 also members of the board and shall act in an advisory capacity to the board.

SECTION 5 - MEETINGS AND ACTION OF COMMITTEES

The ED and Exec. Vice-President, shall be ex-officio (non-voting) members of all committees. Meetings and action 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 the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors, or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 - EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 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 corporation shall be signed by the Treasurer and countersigned by the Executive Director of the corporation.

SECTION 3 - DEPOSITS

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

SECTION 4 - GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1 - MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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;

A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2 - CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3 - DIRECTORS' INSPECTION RIGHTS

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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4 - MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

SECTION 5 - RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6 - PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501(c)(6) TAX EXEMPTION PROVISIONS

SECTION 1 - LIMITATIONS ON ACTIVITIES

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation that may be exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a corporation.

SECTION 2 - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3 - DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4 - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1 - AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members of this corporation. Notice of proposed changes shall be sent to the membership no less than 30 days prior to an annual meeting, which shall then vote upon the proposed changes at a regularly scheduled meeting. No provision shall ever be enacted that will circumvent the voting rights of the membership under any circumstances, perpetually.

ARTICLE 10 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.

ARTICLE 11 MEMBERS

SECTION 1 - DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have one class of members. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2 - QUALIFICATIONS OF MEMBERS

Any person, qualified to purchase a firearm, who is a current TX DPS Certified CHL Instructor, that is holding a current CHL, may apply for membership to this association.

SECTION 3 - ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making an application in writing and upon payment of the first annual dues, as specified in the following sections of this bylaw.

SECTION 4 - FEES AND DUES

The following fee shall be charged for making application for membership in the corporation: none. The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. The member's annual dues to the Association shall be due and payable not later than the expiration date noted in the membership book and on the member's membership card. No member in arrears shall be eligible to vote or enjoy any other of the privileges or benefits of membership. Annual membership dues are for a twelve month period.

SECTION 5 - NUMBER OF MEMBERS

There is no limit to the number of members the corporation may admit.

SECTION 6 - MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Such book shall be kept at the corporation's principal office.

SECTION 7 - NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8 - NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon failure to renew membership by paying the annual dues then due or upon the member's death.

SECTION 9 - TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events: Upon his or her notice of such termination delivered to the Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail, upon revocation of a Concealed Handgun License or Instructor Certificate by the Texas Department of Public Safety.

If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, unlawful acts or acts of moral turpitude. Any person expelled from the corporation shall give up his or her rights to a refund of dues already paid for the current dues period and hereby acknowledges that by becoming a member. All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 12 MEETINGS OF MEMBERS

SECTION 1 - PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2 - REGULAR MEETINGS

A regular meeting of members shall be held during the first quarter of each year; date, time and location to be announced in the Association newsletter, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote with votes cast by ballot to be counted first, then mailed in votes shall be added to the count and the candidate receiving the highest count of votes shall be deemed to have been elected to that position by the membership. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

SECTION 3 - SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors as provided in the calling of special meetings of the Board, the Executive Director of the corporation, or upon written demand of the Association membership to any member of the Board stating the reason for proposed meeting and signed by not less than five percent (5%) of the members entitled to vote or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4 - NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by regular mail, or by email, by or at the direction of the ED or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by email, provided however, in the case of email, the member to be contacted shall acknowledge personal receipt of the emailed notice by a return message or telephone call within seventy two hours of the emailed transmission. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5 - QUORUM FOR MEETINGS

A quorum shall consist of 10 percent (10%) of the voting members of the corporation present in body. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members 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.

SECTION 6 - MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person, by email, or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7 - VOTING RIGHTS

Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Members may send in a proxy, in writing or in person, in their stead, to cast vote according to the member's wishes, but no proxy vote may be exercised by any Board member. Election of Directors, however, shall be by written ballot and shall include any emailed or write in votes.

SECTION 8 - ACTION BY WRITTEN BALLOT

Except as otherwise provided under the articles of incorporation these bylaws or any provisions of law, any action which may be taken, at any regular or special meeting of members, may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall: set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be delivered in the manner required for giving notice of membership meetings as specified in these bylaws. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9 - CONDUCT OF MEETINGS

The ED shall preside at meetings of members , or in his or her absence, the ExecutiveVice President of the corporation, or in his or her absence, the Chairman of the Board of Directors.The Secretary of the corporation shall act as Secretary of all meetings provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. All meetings shall be conducted in accordance with Robert's Rules of Order. 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 this corporation filed with an office of this state and used to establish the legal existence of this corporation. 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.

SECTION 10 - AMENDMENT OF BYLAWS

Bylaws altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors (as per Art. 9, Sec. 1 of these Bylaws) may be altered, amended or repealed by a two-thirds (2/3) majority vote of the total voting membership of the Association. This action must take place at a meeting of the Association called for the express purpose of altering, amending or repealing a portion of the bylaws or in their entirety, or by a **Section 8** of this Article (12). Bylaws adopted by the membership can not be altered, amended or repealed by the Board of Directors except as may be specified under provisions of law or the provisions of the Articles of Incorporation.

ADOPTION OF BYLAWS

As the Secretary for Texas Association of Concealed Carry Instructors, I hereby certify the foregoing Bylaws, consisting of thirteen pages, as the Bylaws of this corporation.

Dated: 12/07/2011

Mrs. Erlinda A. Orozco
Secretary -Texas Association of Concealed Carry Instructors

Sig

SEAL

Texas Association of Concealed Carry Instructors Association Bylaws

Adopted _____/_____/20____

Charter Members:

Antonio Orozco III, Frank Niemiec, Ron Wong, Raymond Riley, E. David Albert, Curtis Anderson, William Atwood, Dayo Ayeri, Alex Azar, Terry Barber, Howard R. Barbisch, Paul N. Benson, Lester Beverly, Walter H. Boty, Steve Brenner, Ben Brown, Kyle H. Brown, Edward E. Brant III., Larry Butcher, Felicia Davis, Stanley Christopher, Alvin Claiborne Jr., Everrette Coffey, Bryon Copeland, Tommy G. Cruse, Tracy L. Doyal, Dick Ellis, Jimmy R. Finley, Matt Fleming, Clyde M. Ford, Andrew Freeman, Floyd Garrett, Max Gilfillan, Charles Glynn, Curtis W. Graham, Robin S. Graham, Douglas Grantham III., James L. Greffinius, Jack W. Griffith, Gregory Grout, John D. Havard, H. Ed Hearne, Carroll W. Henry, Michael Hodges, Lloyd Hoffman, Robert Hogan, John Ideus, Michael E. Iwanicki, Malcom Jackson, William A. James, Larry G. Joslin, Scott Kimble, Howard M. King, Michael Kuplicki, Laura Limbody-Reed, Ronald D. Lindsay, Jose A. Martinez, Gerald McAdams, Lawrence R. McCandless, Johnny McCasland, Anthony McGaugh, Bruce B. McMahan, Robert McMillan, Parnell McNamara, Alan W. Middleton, Robert L. Moffet, Pat Morris, Tommy P. Morris, Gary L. Nycum, Robert Owens, Ronny Phillips, Robert J. Polk, Larry Price, Karen Rabe, Jerry Raburn, Robert Reyes, Kenrick C. Russell, Murray Saul, John T. Sawyer, Will Sears, Judy Seim, Herman Seminano, John Shankers, Charles G. Sparks, Don Speed, Charles Spilman, Marc Staff, Donald Summers, Anthony Tate, William Tate, Jay Temple, Milton Tharp, Tommie P. Tipton, Connie Vaughn, Dennis Walker, Marvin L. Walls, Scott Williams, Guy Womack, Clyde D. Yarbrough Jr., Charles Young, David R. Barnwell, Larry W. Bell, Allen Bowling, Thomas E. Dendy, Clarence R. Earley, Charles C. Harris, Victor Hart, Seymour Hill, Robert Hudson, Kevin Krodle, Bernard Lawson, Charles E. Maricle, Mike Peacock, Lemuel B. Powell, Thomas L. Swearingen, Alex Wakal, Edward Ware, Ronny Phillips, Bobby G. Williams

Board of Directors:

_____ Executive Director (President)
_____ Executive Vice President
_____ Region 1 Director
_____ Region 2 Director
_____ Region 3 Director
_____ Region 4 Director
_____ Region 5 Director
_____ Region 6 Director
_____ Treasurer