

# **BYLAWS OF HALTOM CITY GIRLS' SOFTBALL ASSOCIATION, INC.**

These Bylaws (the "Bylaws") govern the affairs of HALTOM CITY GIRLS' SOFTBALL ASSOCIATION, INC., (the "Corporation"), a nonprofit corporation organized under the Texas Nonprofit Corporations Chapter of the Texas Business Organizations Code (the "Act").

## **ARTICLE ONE OFFICES**

1.1. Principal Office. The Corporation shall maintain a principal office in the State of Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.2. Registered Office and Registered Agent. The name and address of the registered agent of the Corporation is Asiatico & Associates, PLLC, whose location and municipal address is 2201 N. Central Expressway, Suite 225, Richardson, TX 75080, which is also the registered office address. The Corporation shall always comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

## **ARTICLE TWO NONPROFIT PURPOSES**

2.1. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specific Objectives and Purposes. The Corporation is organized and shall be operated exclusively for the charitable and educational purposes noted under and within the meaning of Section 501(c)(3) of the Internal Revenue Code in order to operate an amateur youth sporting organization for the community it serves. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- a. To operate, and maintain a youth sports association exclusively for the recreation of its members in Tarrant County, Texas.
- b. To implant in youth the ideal of good sportsmanship, honesty, loyalty, courage and reverence through the instruction in amateur sports. The objective shall be reached by providing supervised competition, bearing in mind that attainment of exceptional skills and/or winning of the games shall be secondary. The molding of good, clean, healthy future citizens is of prime importance.
- c. To own, operate and maintain any grounds or property and necessary accessories and amenities thereto.
- d. To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.

e. The Corporation shall maintain a minimum amount of \$5,000 and the end of the season to be used for the startup of the following season.

f. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

g. To promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

h. To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

2.2. Dissolution. Dissolution means the complete disbanding of the Corporation so that it no longer functions as a corporate entity. Upon the dissolution of the Corporation, its property shall be applied and distributed as follows:

a. All liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore;

b. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

c. Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and

d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the municipality in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Corporation's stated purposes and tenets of faith and basic form of government.

### **ARTICLE THREE MEMBERS**

3.1. Members. The Corporation shall have two classes of members – voting and nonvoting from the current playing season.

The designations of such classes and the qualifications and right of the members of such classes shall be as follows:

a. The Board of Directors, who shall be made up of those officers identified and enumerated in Article Five hereinbelow. This Board of Directors shall be voting members.

b. Head coaches shall be allowed to vote at any meeting at which any issue regarding their league arises. Head coaches shall always be entitled to vote at any and all coaches meetings. If a head coach is unable

to attend a coaches meeting, they may appoint an assistant coach from the team the head coach represents to represent and vote at a coaches meeting. Head coaches are likewise entitled to vote in the Annual General Elections meeting.

c. Assistant coaches, and parents and guardians of softball team members shall be non-voting members; however, these persons shall be entitled to vote in the Annual General Elections meeting.

3.2. Non-Voting Members. Non-voting membership in this corporation shall be open to all persons who sincerely desire to further its purposes as expressed in the Certificate of Formation and these Bylaws.

3.3. Voting Rights. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members.

3.4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds may suspend or expel a member for cause after an appropriate hearing and may, by majority vote of those present at any regular meeting, terminate the membership of any member who becomes ineligible for membership as outlined by these Bylaws or Code of Conduct.

3.5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of any obligation to pay registration fees, fund-raising money or other debts owed the corporation unless otherwise ruled by the Board of Directors in accordance with these Bylaws.

3.6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board of Directors reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

3.7. Transfer of Membership. Membership in this corporation is not transferrable or assignable.

#### **ARTICLE FOUR MEETINGS OF MEMBERS**

4.1. Annual Meeting of Members. An annual general elections meeting of the members for the purpose of electing Directors/Officers of the corporation for the following year and the transaction of other business as may come before the meeting, shall be held each year on the date, following the conclusion of the league and tournament season and at the time and place selected by the President or Board of Directors of the corporation. If the date fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next business day. If the election of the Board of Directors shall not be held on the day designated herein for any annual meeting, or adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible. The Board of Directors shall present at each annual meeting of members a full and clear statement of business and condition of business of the corporation including reasonable detailed balance sheet and income statement.

4.2. Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the voting members of the corporation.

4.3. Place of Meeting. All meetings of the members for the election of Directors and Officers shall be held in Haltom City, Texas. Meeting of members of any other purpose may be held at such time and place as shall be stated in the notice of meeting or in duly executed waiver of notice thereof. However, if all the members shall meet at any time and place, either within or without the City of Haltom City, Tarrant County, Texas and

consents to the holding of the meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

4.4. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting not more than thirty (30) nor less than seven (7) days before the date of such meeting, by or at the direction of the President, Secretary, or other officers or persons calling the meeting. The purpose or purposes for which the annual meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the corporation with postage thereon prepaid. No written notice of special meetings shall be required.

4.5. Informal Action of Members. Any action required by law to be taken at a meeting of the members or action which may be taken at a meeting of the members shall be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereon.

4.6. Voter Roster. At least ten (10) days prior to each annual meeting of members, a list of the members entitled to vote at such meeting shall be prepared by the Secretary of the Corporation. Such list shall be kept on file and shall be subject to inspection by any member at any time during the usual business hours. Such list shall be produced at the time and place of the annual meeting during the entire time thereof and shall be subject to inspection by any member present.

4.7. Quorum. The members holding the majority of the votes which may be cast at any meeting constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **ARTICLE FIVE DIRECTORS**

5.1. Management. The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation and all such lawful acts as directed by the Bylaws.

5.2. Number, Qualifications, and Tenure of Directors. The powers of the Corporation shall be exercised by or under the authority of, and the property, business, and affairs of the Corporation shall be managed under the direction of a Board. The total number of Directors shall not be less than three (3) persons, preferably keeping an odd number, as stated in the Certificate of Formation. The Chairman of the Board shall be a full voting member of the Board of Directors.

The number of Directors may be increased or decreased by the Board of Directors, by amending the Certificate of Formation, or by amending these Bylaws, either of which shall have the same force and effect. Directors shall be natural persons, but need not be residents of Texas. Each Director's term of office shall be for one (1) year.

5.3. The voting members of the Board of Directors shall consist of the following executive officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. General Coordinator

f. Commissioner for each division

g. Parent Liaison-Relations

h. Player Liaison-Relations

i. Equipment Manager

j. Concession Stand Manager

5.4. Election of Directors and Officers. Directors shall serve in those above-noted Offices of the Corporation and shall be elected by the members at each annual meeting of the membership, except as hereinafter provided, and the members shall choose the Directors/Officers from such membership of the corporation. The President shall present names of the candidates; additional nominations may be made from the floor by voting members. All voting shall be by secret ballot. Each Director/Officer of the corporation shall hold office until his successor has been duly elected and qualified, or until his death, resignation or removal from office.

5.5. Vacancies. A vacancy in any office because of death, resignation, retirement, disqualification, removal from office or otherwise, shall be filled as soon as possible by a majority vote of the Board of Directors then in office, though less than a quorum may exist, in a special meeting of the Board of Directors called for that purpose. Each such successor Director shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the voting members or at a special meeting of the voting members called for that purpose.

5.6. Board of Directors Meeting. The first meeting of each newly elected Board of Directors shall be held without further notice immediately after, and at the same place as the annual meeting of members, unless otherwise changed by unanimous consent of the Board of Directors then elected and serving. Regular meetings of the Board of Directors shall be held monthly without notice to members, at such time and place as assigned by the President or the Board of Directors. Regular or special meeting of the Board of Directors shall not be conducted by telephone, nor shall a vote or any question be taken by telephone. All board meetings shall be open except when the President needs to meet with the Board in executive session. All members must be present to vote at a meeting.

5.7. Regular Meeting. The Chairman of the Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than written or actual notice to Board members, or calendar of meeting times transmitted to Board members reasonably in advance of any meeting.

5.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board. The person calling special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. A Director or the Secretary shall notice all Board members, or cause all Board members to be noticed, of the time and place of any and all special meetings, including the subject matter thereof. The person actually giving notice or causing notice to be given, shall be an adult employee or Officer or Director of the Corporation. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Such persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the City of Haltom City, Tarrant County, Texas as the place of holding any special meetings called by them.

5.9. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

5.10. Notice. Written or printed notice of any special meeting of the Board of Directors shall be given at least two (2) days but not more than sixty (60) days before the date of the meeting either personally, by mail, telephone, or by electronic telecommunication. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addresses with postage thereon prepaid. If notice given by telecommunication, such notice shall be deemed to be delivered when the telecommunication is sent electronically. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.11. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

If a meeting cannot be organized for lack of a quorum, those present may, except as otherwise provided in the Act or these Bylaws, adjourn the meeting to the time and place which they determine. Notice of the second meeting shall again be attempted pursuant to this Article.

However, in the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in the Certificate of Formation or these Bylaws, shall nevertheless constitute a quorum for the purpose of electing Directors. In the case of a second such meeting called after the lack of a quorum for a purpose other than or in addition to the election of Directors, including amendment of the Certificate of Formation or Dissolution of the Corporation, any number of members present shall constitute a quorum, notwithstanding any other provision of law to the contrary.

5.12. Conduct of Meetings. The Chairman of the Board shall preside over the meeting. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting. Meetings shall be governed by Roberts Rule of Order Newly Revised Edition, insofar as such rules are not inconsistent with or in conflict with the Certificate of Formation, or the Bylaws. The Chairman may appoint someone else to conduct the meeting. No meeting shall be held without the presence of the Chairman of the Board, save and except in the event of the Chairman's death, or his signed waiver with two witnesses evidenced by their signatures.

5.13. Powers of Board of Directors. The Board of Directors shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Act, subject to any limitations under the Certificate of Formation of the Corporation or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of corporate property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge, or encumber any corporate property and incur related indebtedness. In addition to the powers and authorities expressly conferred by the Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members of the Corporation by statute, the Certificate of Formation, or the Bylaws.

5.14. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under

similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of a trustee of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.15. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of debts of the Corporation, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail immediately after adjournment (i.e., within a reasonable time under the prevailing circumstances and conditions).

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation, legal counsel, public accountants, or other persons, as to matters the Director reasonably believes are within the person's professional or expert competence, or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; and (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

5.16. Delegation of Duties. Directors are entitled to select advisors and delegate investigative and advisory duties and responsibilities to them; however the Directors must be responsible to take action themselves. The Directors have no liability for advice received and acted on by the Directors if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

5.17. Proxies. Voting by proxy is prohibited.

5.18. Compensation. Directors, including the Chairman of the Board, shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Corporation in any other capacity and receive reasonable compensation for those services.

5.19. Removal of Directors. The Chairman of the Board may remove a Director with good cause at any time or without cause if the Chairman of the Board is joined by one-third ( $\frac{1}{3}$ ) of the Directors in office. Any Director who has been duly notified of meetings of the Board of Directors, and is absent from two (2) consecutive meetings of the Board of Directors, without just cause, shall be subject to removal by the Board of Directors.

## **ARTICLE SIX OFFICERS**

6.1. Officer Positions. The officers of the Corporation shall be as listed in Article Five herein, and as more fully described below. The Board of Directors may create additional Officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions until the next annual election by the members. Any two or more offices may be held by the same person, except for the offices of President and Secretary simultaneously.

6.2. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws and/or Certificate of Formation.

6.3. Election and Term of Office. Officers of the Corporation shall be elected by the members at each annual meeting of the membership, except as hereinafter provided, and the members shall choose the officers from such membership of the corporation as noted in Article Five hereinabove.

6.4. Removal. Any Officer elected or appointed by the membership of the Board of Directors may be removed by the Board of Directors with or without good cause whenever in its judgment the best interest of the corporation would be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer.

6.5. Resignation. Any Officer may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation shall take effect at the time of the notice, unless otherwise specified in the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

6.6. Vacancies. Except as otherwise specifically provided, a vacancy in any office may be filled by the Board for the Officer's unexpired term portion.

6.7. President. The President shall be the Chief Executive Officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall provide leadership to the Corporation. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. If the President is unable to fulfill the duties of his office, then the Vice-President, or another person selected by the Board of Directors, shall act in the place of the President.

A person running for the position of President must have served as a member of a previous Board of Directors for the corporation for one full term in the last five (5) years.

Additional duties of the President include, but are not limited to the following:

- a. To preside over all meetings.



- b. To appoint committees and act as liaison for the Board at all committee meetings.
- c. To break tie votes resulting from ballot or Board decisions.
- d. To call meetings as needed.
- e. To appoint a committee to be responsible for obtaining adequate insurance to cover league and tournament play.
- f. To perform such other duties as the Board of Directors shall prescribe.
- g. To uphold and conform to rulings as stated in these Bylaws.
- h. Be authorized to okay up to \$200.00 petty cash expenditures without Board approval.

6.8. Vice-President. When the President is absent, is unable to act, or refuses to act, a Vice-President shall perform the duties of the President. When a Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice-President, the Vice-Presidents shall act in place of the President in the order of most senior-tenured. A Vice-President shall perform other duties as assigned by the President or Board of Directors, including but not limited to the following:

- a. To preside over meetings in the absence of the President.
- b. To fill a position which is vacant, until filled.
- c. To handle correspondence assigned by the President.
- d. To perform duties assigned by the President.
- e. To perform such duties as the Board of Directors shall prescribe.
- f. To uphold and conform to rulings as stated in these Bylaws.
- g. To assist with player registration for draw or draft and assist with draw or draft.
- h. To follow up on sponsor awards to assure they receive the same.

6.9. Treasurer. The Treasurer's duties may include, but are not limited to the following:

- a. Having charge and custody of and being responsible for all funds and securities of the Corporation;
- b. Receiving and giving receipts for moneys due and payable to the Corporation from any source;
- c. Depositing all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President;
- d. Writing checks and disbursing funds to discharge obligations of the Corporation;
- e. Only one credit or debit card may be issued to Haltom City Girls' Softball Association and must remain in the possession of the Treasurer.
- f. Maintaining the financial books and records of the Corporation;
- g. To present a Treasurer's report at the first and last meeting of the season;
- h. Performing other duties as assigned by the President or by the Board of Directors;
- i. To uphold and conform to rulings as stated by these Bylaws.
- j. Arrange and implement procedure for collection of concession stand proceeds each game night, and to ensure that at least two persons total and record such proceeds prior to removal of funds for the concession stand.
- k. If required by the Board of Directors, giving a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and
- l. Performing all the duties incident to the office of Treasurer.

The Board of Directors may employ one or more persons to actually fulfill the duties of the Treasurer under the Treasurer's direction.

6.10. Secretary. The Secretary's duties may include, but are not limited to the following:

- a. Giving all notices as provided in the Bylaws or as required by law.
- b. Taking minutes of the meetings of the Board of Directors and committees of the Corporation, including recording all votes, and keeping the minutes as part of the records of the Corporation.

- c. To maintain an accurate roster of all teams, players and coaches.
- d. To be responsible for the official bylaws and provide copies as needed.
- e. To manage correspondence assigned to the President
- f. To uphold and conform to rulings as stated in these Bylaws.
- g. To be responsible for maintaining insurance coverage, assist with claims, maintain policies and expiration dates, and make policies and claim forms available to coaches.
- h. To maintain and make available all registration forms to team coaches at draw and during season.
- i. To assist with draw or draft.
- j. Maintaining custody of the corporate records and of the seal of the Corporation.
- k. Affixing the seal of the Corporation to all documents as authorized.
- l. Keeping a register of the mailing address of each Director, Officer, and employee of the Corporation.
- m. Performing duties as assigned by the President or by the Board of Directors; and
- n. Performing all duties incident to the office of Secretary.
- o. Collect coaches applications for criminal background checks.

The Board of Directors may appoint or employ a recording secretary if the Secretary so desires.

6.11. The Commissioners' duties may include, but are not limited to the following:

- a. To coordinate matters with coaches of the League and enforce rulings required by the Bylaws and Rules of the Games.
- b. To act as liaison in matters between coaches and the Board of Directors.
- c. To resolve game rules as set out in "Haltom City Girls' Softball Association: Rules of the Game Manual".
- d. To perform such duties as the Board of Directors shall prescribe.
- e. To uphold and conform to the rules as stated in these Bylaws.
- f. To obtain coaches and assistant coaches for each team.
- g. To handle the draw or draft for that league.
- h. To assist the league's teams with equipment, fund-raising, pictures, etc.
- i. To maintain a roster of each team in that league.
- j. To assist with scheduling games in that league.
- k. To maintain waiting lists of post-draw or post-draft players and to assign such players to teams with the least number of players with the approval of the Board of Directors.
- l. To attend league games.
- m. To collect equipment at the end of the season and deliver to the Equipment Manager.
- n. Coordinate the filling of coaching vacancies in the league by requiring existing league coaches to fill the vacancy or vacancies on a rotating basis for a minimum of two practices a week to ensure that all girls are coached and practiced until a permanent coach is in place.

6.12. Equipment Manager. The Equipment Manager's duties may include, but are not limited to the following:

- a. To order, purchase, maintain and/or disburse equipment of the corporation.
- b. To distribute equipment and keep record of such distribution.
- c. To perform duties assigned by the President.
- d. To inventory all equipment at the close of each season and report such inventory to the Board of Directors at the last season meeting.
- e. To perform such duties as the Board of Directors shall prescribe.
- f. To uphold and conform to rulings as stated by these Bylaws.
- g. To be responsible for preparation of all playing fields.

6.13. General Coordinator. The General Coordinator's duties may include, but are not limited to the following:

- a. To initiate and coordinate all fundraising activities.
- b. To perform all duties as assigned by the President.
- c. To perform such duties as the Board of Directors shall prescribe.

- d. To uphold and conform to rulings as stated in these Bylaws.
- e. To collect funds and unsold items, and to deliver funds to the Treasurer of the Corporation and unsold items to the vendor.
- f. To provide a report of income and expenses of each fundraiser to the Board of Directors.

6.14. Parent Liaison. The Parent Liaison's duties may include, but are not limited to the following:

- a. To act as liaison between the Board of Directors and parents of players registered in the leagues.
- c. To perform such duties as the Board of Directors shall prescribe.
- d. To uphold and conform to rulings as stated in these Bylaws.

6.15. Player Liaison (Adult). The Player Liaison's (Adult) duties include, but are not limited to the following:

- a. To act as mediator between player, coach and the Board of Directors when deemed necessary by a player's coach.
- b. Assist General Coordinator with purchasing and disbursement of uniforms, if needed
- c. To perform such duties as the Board of Directors shall prescribe.
- d. To uphold and conform to rulings as stated in these Bylaws.

6.16. Concession Stand Manager. The Concession Stand Manager's duties include, but are not limited to the following:

- a. To schedule teams to work concession stand.
- b. To purchase and stock inventory for concession stand.
- c. To count money.
- d. To oversee the use of the concession stand cash register and ensure that any individual who opens the register is a current member of the Board of Directors.
- e. To undergo the required training to obtain the appropriate food handler license from the Texas Department of State Health Services.
- f. To set up and prepare the concession stand before the softball season begins.
- g. To organize all remaining merchandise into plastic tubs, clean all equipment, remove all such merchandize and equipment to storage, and leave the concession stand in a tidy and orderly manner within ten (10) days after the end of the softball season.
- h. To perform such duties as the Board of Directors shall prescribe.

6.17. Assistant Officers. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

6.18. Disallowed Payments. Any payments made to an Officer of the Corporation such as a salary, commission, bonus, interest, or rent, or expense reimbursement incurred by him, which are disallowed in whole or in part as unacceptable expenses by the Internal Revenue Service (the "IRS"), shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

## **ARTICLE SEVEN COMMITTEES**

7.1. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee, or the delegation of authority to it, shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed bylaw. No committee shall have the authority of the Board of Directors to:

- a. Amend the Certificate of Formation;
- b. Adopt a plan of merger or a plan of consolidation with another corporation;
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- d. Authorize the voluntary dissolution of the Corporation;
- e. Revoke proceedings for the voluntary dissolution of the Corporation;
- f. Adopt a plan for the distribution of the assets of the Corporation;
- g. Amend, alter, or repeal the Bylaws;
- h. Elect, appoint, or remove a member of a committee or a Director or Officer of the Corporation;
- i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as described in Section 6.5 of these Bylaws; nor
- j. Take any action outside the scope of authority delegated to it by the Board of Directors.

7.2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members and until his successor is appointed by the Board of Directors, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

7.3. Chair and Vice-Chair. One member of each committee shall be designated as the Chair of the committee and another member of each committee shall be designated as the Vice-Chair. The Chair and Vice-Chair shall be elected by the members of the committee unless the Chair and Vice-Chair have been appointed by the President of the Corporation. The Chair shall call and preside at all meetings of the committee. When the Chair is absent, is unable to act, or refuses to act, the Vice-Chair shall perform the duties of the Chair. When a Vice-Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair.

7.4. Nominating Committee. Immediately following the close of the final league game, the President shall appoint a nominating committee of parents and coaches, consisting of at least one (1) coach/parent from each league and two (2) officers of the Board of Directors.

7.5. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the corporation shall appoint members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

7.6. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) or more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

7.7. Quorum. One-half (½) of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.

7.8. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.9. Compensation. Committee members shall not receive salaries for their services on committees. The Board of Directors may adopt a resolution providing for payment to committee members for expenses of attendance, if any, at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive reasonable compensation for those services.

7.10. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE EIGHT COACHES**

8.1. Applicants/Election of Coaches. Coach applicants shall be recommended by any member of the Board of Directors and shall be elected by an affirmative vote of two-thirds of the Board of Directors. A list of proposed head coaches shall be submitted to the Board of Directors fourteen (14) days prior to the date set for softball registration. After that date, if a head coach had not indicated a desire to retain his team, the head coach position of that team shall be assumed vacated. Votes for applicants are made in private. The President of the Corporation may be approved as a coach.

8.2. Coaching Staff. The number of assistant coaches assigned to a team prior to the player draw or draft by the Board of Directors shall not exceed three (3). Coaching staff shall consist of one (1) Head Coach, male or female, and three (3) assistant coaches for all leagues, at least one of the four (4) must be female. All coaches must be approved by the Board of Directors and undergo a background check at least once annually. All teams must have a female coach present at all practices and games. A female coach must be present in the dugout during games.

8.3. Unapproved Coaches. No person shall participate on the field as a Head Coach or Assistant Coach during a season unless that coach has been approved by the Board of Directors and successfully completed a background check. Such background checks must be completed at least once annually. Practices can be held with Board approved coaches on the field, and with a female coach present who is over the age of eighteen (18).

8.4. Coaches shall conduct themselves in a manner to set a proper example for players at all times. All head coaches are responsible for ensuring that assistant coaches, players and players' parents conduct themselves in such a way as to attain the objective and purposes of the Corporation. The President, related League

Commissioners, umpires or other Board Members not directly involved in the game can suspend play, regardless of score, if a coach fails to control himself, assistant coaches, players, parents, or fans after due warning by such Commissioner or Board Member. A coach removed from a game shall be suspended for a minimum of one (1) game up to the rest of the season. Further disposition may be made by the Board of Directors.

Any discipline action taken by the Board of Directors may include suspension or dismissal.

8.5. Dismissal. Each head coach who habitually misses or fails to conduct sufficient practice sessions shall be subject to dismissal by the Board of Directors. A head coach absent from two (2) consecutive regular meetings without cause shall be subject to dismissal by the Board of Directors.

8.6. Meetings. All head coaches shall be responsible for ensuring that his/her team is represented at every regular meeting by himself or by an assistant coach.

8.7. Maintaining Roster. No coach may remove a girl from the roster without the consent of the majority of the Board of Directors.

8.8. Functions. Head coaches shall ensure that their team participates in all functions hosted by Haltom City Girls' Softball Association. Functions may include Awards, Ceremonies, Pictures, etc. Any team not participating shall be suspended for a minimum of two (2) games up to the rest of the season by a two-thirds (2/3) majority vote of a quorum of the Board of Directors.

8.9. Parents, Siblings, and Fans Code of Conduct. All parents, siblings, and fans are subject to the same code of conduct as coaches. Anytime a player or team from Haltom City Girls' Softball Association is participating in any function or game, no matter where it is, regular or tournament, they are expected to conduct themselves in a respectable and disciplined manner. Failure to do so will result in actions from the Board of Directors, to include but not limited to warnings, suspensions, or expelling from any and all Haltom City Girls' Softball Association functions for the remaining of the fiscal year.

a. All parents will be required to sign the same Code of Conduct as the coaches.

b. The Board of Directors will conduct an investigation of all allegations and will meet in executive session to discuss and vote on appropriate action to be taken.

c. All decisions for disciplinary actions will be made by the Board of Directors and is final.

## **ARTICLE NINE TRANSACTIONS OF THE CORPORATION**

9.1. Contracts. The Board of Directors may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

9.2. Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in the name of the corporation shall be signed by such Officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects. Deposits are to be made within seven (7) days of receipt of the Treasurer.

9.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

9.5. Loans and Related Parties. The Corporation shall not make any loan to a Director or Officer of the Corporation.

9.6. Affiliated Transactions. Any contract or transaction between the Corporation and an affiliated party shall be void as provided by law, or voidable at the discretion of the Board of Directors, if there is a conflict of interest between the Corporation and such Affiliated Party. For the purposes of this Section, an Affiliated Party shall be any Director, Officer, committee member, or employee of the Corporation; or any other corporation, partnership, association, or other organization in which one or more of the Directors, Officers, employees, members, or agents, or have a financial interest in (an "Affiliated Party"). However, no contract or transaction between the Corporation and an Affiliated Party shall be void or voidable solely for the reason that the Affiliated Party is an Affiliated Party, if:

- a. The material facts concerning the relationship of the Affiliated Party and the financial interests in the contract or transaction are disclosed or known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the non-Affiliated Party Directors or committee members;
- b. The material facts as to the Affiliated Party's interest and in the contract or transaction were disclosed or known to the members entitled to vote thereon, and the contract or transaction was approved in good faith by vote of the members; or
- c. The contract or transaction is fair to the Corporation at the time of the authorization, approval, or ratification by the Board of Directors or committee; however, nothing herein shall prevent retroactive approval of a contract or transaction; and
- d. The Affiliated Party Director or committee member is prohibited from voting on the contract or transaction; however, the Affiliated Party Director or committee member, if present, may be counted towards a quorum for purposes of voting on the contract or transaction, and the Affiliated Party Director or committee member may participate in the discussion of the matter.

9.7. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, Officer, or committee member of the Corporation shall:

- a. Do any act in violation of the Bylaws or a binding obligation of the Corporation;
- b. Do any act with the intention of harming the Corporation or any of its operations;
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- d. Receive an improper personal benefit from the operation of the Corporation;
- e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- f. Wrongfully transfer or dispose of property of the Corporation, including intangible property such as good will;
- g. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; or
- h. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE TEN BOOKS AND RECORDS**

10.1. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State, including, but not limited to, the Certificate of Formation, and any Certificate of Amendment, Restated Certificate, Certificate of Merger, Certificate of Consolidation, and Statement of Change of Registered Office or Registered Agent;
- b. A copy of the Bylaws, and any amended versions of or amendments to the Bylaws;
- c. Minutes of the proceedings of the Board of Directors, and of any committees having the authority of the Board of Directors;
- d. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation;
- e. A list of names and addresses of the members entitled to vote;
- f. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three (3) most recent fiscal years;
- g. A financial statement showing the income and expenses of the Corporation for the three (3) most recent fiscal years;
- h. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- i. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three (3) most recent tax years.

10.2. Inspection and Copying. Any Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members.

10.3. Public Information. The Corporation shall maintain a file at all offices containing all documents required by the IRS to be made available to the public. All legitimate and statutorily recognized requests for copies of the Corporation's Form 1023 and Form 990 shall be honored and provided as required by the IRS.

## **ARTICLE ELEVEN FISCAL YEAR**

11.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

## **ARTICLE TWELVE INDEMNIFICATION**

12.1. When Indemnification is Required, Permitted, and Prohibited.

- a. The Corporation shall indemnify a Director, Officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this Article, an agent includes one who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she has acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of



improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

b. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation.

c. The Corporation shall pay or reimburse expenses incurred by a Director, Officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

d. In addition to the situations otherwise described in this Section, the Corporation may indemnify a Director, Officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 12.1(a).

e. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in any proceeding brought by the Corporation, or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

f. If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

## 12.2. Procedures Relating to Indemnification Payments.

a. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 12.2(c). The Corporation may make these determinations and decisions by any one of the following procedures:

i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;

ii. If a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; or

iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in Sections 12.2(a)(i) or 12.2(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

b. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 12.2(a)(iii), governing the selection of special legal counsel. A section contained in the Certificate of Formation, the Bylaws, or a resolution of members of the Board of Directors that requires the indemnification permitted by Section 12.1, constitutes sufficient authorization of indemnification even though the section may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

c. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude

indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 12.2(a).

d. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

### **ARTICLE THIRTEEN NOTICES**

13.1. Notices. Any notice required or permitted by the Bylaws to be given to a Director, Officer, or committee member of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid, and in a sealed wrapper. If notice is served by facsimile or electronic mail, email), the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number of electronic mail address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail.

13.2. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the Sections of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

13.3. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE FOURTEEN DUES**

There shall be no membership dues for this corporation, other than the softball registration fees set out in the Haltom City Girls' Softball Association: Rules of the Game Manual.

### **ARTICLE FIFTEEN AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of a quorum of the Board of Directors if at least two (2) days notice is given of any intention to alter, amend or repeal these Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall allow for the perusal either by copy or by posting of the proposed altered, amended, or repealed Bylaws.

### **ARTICLE SIXTEEN MISCELLANEOUS**

16.1. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

16.2. Legal Construction. If any section of the Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section had not been included in the Bylaws.

16.3. Dispute Resolution. Any controversy, claim, or dispute arising from or related to these Bylaws shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for the American Arbitration Association (the "Rules"). The complete text of the Rules may currently be obtained by [www.adr.org](http://www.adr.org). Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of these Bylaws and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims, or disputes, except to enforce an arbitration decision.

16.4. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

16.5. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all words in the female gender shall be deemed to include the male or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

16.6. Seal. The Board of Directors shall provide a corporate seal, which shall be in a form approved and adopted by the Board of Directors.

16.7. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

16.8. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

16.9. Interpretation of Bylaws. In furthering the purposes of this corporation, under no circumstances shall any coach or commissioner misinterpret, take out of context, or deviate from the original intended purposes of these Bylaws. Final interpretation of these Bylaws will be implemented and enforced by the Board of Directors if and when a question arises in matters not specifically covered by these Bylaws. Any and all decisions of the Board of Directors shall be final.

## **ARTICLE SEVENTEEN EMERGENCY POWERS AND BYLAWS**

17.1. Emergency Powers and Bylaws. An "emergency" exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors whom it is practicable in any manner, including by publication or radio. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to

achieve a quorum. Corporate action taken in good faith during an emergency binds a corporation and may not be the basis for imposing liability on any Director, Officer, employee or agent of the Corporation on the ground that the action was not authorized.

The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of HALTOM CITY GIRLS' SOFTBALL ASSOCIATION, INC., and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the appropriate consent requirement at a meeting duly called at which a quorum of voting members were present, held on August 17, 2019.

Signed this 17<sup>th</sup> day of August, 2019.

By: *Dana Coffman*

Dana Coffman, Corporate Secretary