

## **BYLAWS**

## **OF**

## **BELLAIRE WOMEN'S LACROSSE CLUB**

These Bylaws (referred to as the "Bylaws") govern the affairs of the BELLAIRE WOMEN'S LACROSSE CLUB, a nonprofit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act") exclusively for the tax exempt purposes set forth in Article IV of the Articles of Incorporation.

### **ARTICLE I.**

## **OFFICES**

### **Principal Office**

1.01 The principal office of the Corporation in the State of Texas shall be located at 4421 Effie St., Bellaire, TX 77401. 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.

### **Registered Office and Registered Agent**

1.02 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

### **ARTICLE II.**

## **BOARD OF DIRECTORS**

### **Management of the Corporation**

2.01 The affairs of the Corporation shall be managed by the Board of Directors.

### **Number, Qualifications, Tenure and Vacancies**

2.02 The number of Directors shall be a number determined by the Board of Directors that is not less than three (3) and not greater than nine (9). Directors shall be appointed by a majority of the remaining Directors and need not be residents of the State of Texas. A Director may be removed by the affirmative vote of two-thirds of the Directors then in office. Each Director shall serve until his or her death, resignation, removal (with or without cause), or disability. Vacancies in existing Director positions shall be filled within three (3) months of the death, resignation, removal or disability of the previous Director.

### **Annual Meeting**

2.03 The annual meeting of the Board of Directors may be held without notice other than these Bylaws.

### **Regular Meetings**

2.04 The Board of Directors shall provide for regular quarterly 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 place of business 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 a resolution of the Board of Directors stating the time and place of the meetings.

### **Special Meetings**

2.05 Special meetings of the Board of Directors may be called by or at the request of the President or any one (1) Director. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the Bylaws.

### **Notice**

2.06 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than three nor more than ten days before the date of the meeting. 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.

### **Quorum**

2.07 The majority 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 approved 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.

### **Duties of Directors**

2.08 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

### **Actions of Board of Directors**

2.09 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered not to be present and voting for the purpose of determining the decision of the Board of Directors.

### **Proxies**

2.10 A Director may not vote by proxy.

### **Compensation**

2.11 Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount. Directors may receive reimbursement for costs incurred for the corporation and such reimbursement shall not be considered compensation.

## **ARTICLE III.**

### **OFFICERS**

#### **Officer Positions**

3.01 The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. 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. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Election and Term of Office**

3.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

### **Removal**

3.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

### **Vacancies**

3.04 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

### **President**

3.05 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 shall preside at all meetings of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have 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 perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

### **Vice President**

3.06 When the President is absent, is unable to act, or refuses to act, the Vice President shall perform the duties of the President. When the 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 the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors.

**Treasurer**

3.07 The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit 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) Write checks and disburse funds to discharge obligations of the Corporation, provided that all checks and disbursement of funds drawn from the Corporation or its accounts shall require the signature of the President or the President-Elect or the Vice President or the Assistant Treasurer, if any, in addition to the signature of the Treasurer.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the President or by the Board of Directors.
- (h) If required by the Board of Directors, give 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.
- (i) Perform all of the duties incident to the office of Treasurer.

**Secretary**

3.08 The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the President or by the Board of Directors.

- (g) Perform all duties incident to the office of Secretary.

## **ARTICLE IV.**

### **COMMITTEES**

#### **Establishment of Committees**

4.01 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 shall include two or more Directors and may include persons who are not directors. The Board of Directors may establish qualifications for membership on a committee. 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 by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation.
- (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 defined in paragraph 5.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

## ARTICLE V.

### TRANSACTIONS OF THE CORPORATION

#### Contracts

5.01 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.

#### Deposits

5.02 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.

#### Gifts

5.03 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and tax status.

#### Prohibited Acts

5.04 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 Corporation property, 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.

(h) Disclose any of the Corporation business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE VI.**

### **BOOKS AND RECORDS**

#### **Required Books And Records**

6.01 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 relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of the Bylaws, and any amended versions of amendments to the Bylaws.

(c) Minutes of the proceedings of the Board of Directors, and committees having any of 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 financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the five most recent fiscal years.

(f) A financial statement showing the income and expenses of the Corporation for the five most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's five most recent tax years.



## **Inspection and Copying**

6.02 Any director, officer, or committee member 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. A person entitled to inspect the Corporation's books and records may do so at a reasonable time, no later than 20 working days after the Corporation's receipt of a proper written request. The Corporation shall provide requested copies of books or records no later than 20 working days after the Corporation's receipt of a proper written request.

## **ARTICLE VII.**

### **FISCAL YEAR**

7.01 The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June in each year.

## **ARTICLE VIII.**

### **INDEMNIFICATION**

8.01 Subject to the restrictions and limitations of sections 501(c)(3), the Corporation shall indemnify Indemnities (as defined in the Articles of Incorporation) as set forth in Article XI. of the Articles of Incorporation.

## **ARTICLE IX.**

### **NOTICES**

#### **Notices**

9.01 Any notice required or permitted by the Bylaws to be given to director, officer, or member of a committee of the Corporation may be given by mail, facsimile or by personal delivery. 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. If notice is transmitted by facsimile, notice is deemed

delivered on successful transmission of the facsimile. A person may change his or her address by giving written notice to the Secretary of the Corporation.

### **Signed Waiver of Notice**

9.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation 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.

### **Waiver of Notice by Attendance**

9.03 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 X.**

### **SPECIAL PROCEDURES CONCERNING MEETINGS**

#### **Meeting by Telephone**

10.01 The Board of Directors may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

#### **Decision without Meeting**

10.02 Any decision required or permitted to be made at a meeting of the Board of Directors or any committee of the Corporation may be made without a meeting. If a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted. Each written consent shall bear the date of signature of each director or committee member who signs the consent. A written consent signed by less than all of the directors or committee members is not effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in the manner required herein, a consent or consents signed by the required number of directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent,

registrar, exchange agent, or an officer or agent of the corporation having custody of the books in which proceedings of meetings of directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the president of the Corporation. Prompt notice of the taking of any action by directors or a committee without a meeting by less than unanimous written consent shall be given to all directors or committee members who did not consent in writing to the action. A photographic photostatic, facsimile, or similar reproduction of a writing signed by a director, or member of a committee shall be regarded as signed by the director, or member of a committee for purposes hereof. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

## **ARTICLE XI.**

### **AMENDMENTS TO BYLAWS**

11.01 The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors at any meeting of the Board by the affirmative vote of a majority of the Directors of the Corporation, provided, however, that notice of the proposed amendment shall have been given to each Director in writing at least three (3) days prior to such meeting.

## **ARTICLE XII.**

### **MISCELLANEOUS PROVISIONS**

#### **Legal Authorities Governing Construction of Bylaws**

12.01 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.

#### **Legal Construction**

12.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

#### **Headings**

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

**Gender**

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

**Seal**

12.05 The Board of Directors may provide for a corporate seal.

**Parties Bound**

12.06 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.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the BELLAIRE WOMEN'S LACROSSE CLUB and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on December 14, 2005.

DATED: \_\_\_\_\_, 2005.

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Victoria M. W. Ramos  
Secretary of the Corporation