

Agenda for HSRA board meeting
Sep 29, 2016 – 6.30 pm
Met Club

- Call to Order / Motion to Open
- Review and approve minutes of previous meeting (Sep 15)
- Review and approve correction to minutes of July 28 meeting
- President's Report
- Secretary's Report
- Approval of amended 2015 Financial Report
- Approval of amended HSRA By Laws
- Approval of changes to HSRA Officer Positions and Board Members
- Approval of change to HSRA Registered Address
- Close meeting

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Minutes of HSRA Board Meeting
September 29, 2016
Met Club

Participants

Mustafa Abbas (by phone)
Carlos Beltran
Juan Caro (by phone)
Andy Hubbard
John Leavy

Meeting Discussion

- The meeting opened at 6.30 pm.
- Proposed JFL, Seconded Juan Caro
- Minutes
- Minutes from the last meeting (June 25) were reviewed and approved. It was noted that the minutes of the July 28 contained a mistake and corrected minutes were approved
- President's report
- JFL reported that Jose Betancourt, Carlos Beltran and JC Abadia have resigned from the Board of Directors. A note of thanks was recorded to each of them for their contributions. JFL noted that AJH has agreed to pick up the responsibilities of the Treasurer role.
- Secretary's report
- The written Secretary's report was reviewed and discussed.
- Approval of amended Financial Report
- The amended report was reviewed and unanimously approved by all Directors present
- Approval of amended HSRA By Laws
- The revised By Laws were reviewed and unanimously approved by all Directors present
- Approval of changes to HSRA Officer Positions and Board Members
- Changes were proposed to eliminate Officer Positions of Vice President, Treasurer and League Coordinator. These changes were unanimously approved by all Directors present. Ongoing Officer Positions were confirmed as John Leavy as President and Andy Hubbard as Secretary, who will also carry out Treasurer responsibilities. Following resignations noted in the minutes, current Board of Directors were confirmed as John Leavy, Andy Hubbard, Juan Caro, Mustafa

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Abbas and John DiFillipo

- Approval of change to HSRA Registered Address
 - It was proposed to change the HSRA Registered Address to 702 Bering Drive, #122N, Houston TX 77057. The change was unanimously approved by all Directors present
- League Report
 - Juan Caro reported 10 new players in the league. A function is being considered to mark the closing of the existing league and the start of the new league
- Date of the next meeting to Thursday October 13 at 6.30 at the Met.
- The meeting closed at 7.30 pm.
Proposed JFL
Seconded Juan Caro

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Houston Squash Racquets Association

STATEMENT OF FINANCIAL POSITION

As of December 31, 2015

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
Compass Bank	20,669.09
Total Bank Accounts	\$20,669.09
Accounts Receivable	
Accounts Receivable	0.00
Total Accounts Receivable	\$0.00
Other current assets	
Undeposited Funds	0.00
Total Other current assets	\$0.00
Total Current Assets	\$20,669.09
TOTAL ASSETS	\$20,669.09
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	0.00
Total Accounts Payable	\$0.00
Other Current Liabilities	
Holding Tax from Prizes	2,063.52
Suspense	0.00
Total Other Current Liabilities	\$2,063.52
Total Current Liabilities	\$2,063.52
Total Liabilities	\$2,063.52
Equity	
Opening Bal Equity	9,136.60
Retained Earnings	9,863.48
Net Revenue	-394.51
Total Equity	\$18,605.57
TOTAL LIABILITIES AND EQUITY	\$20,669.09

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Houston Squash Racquets Association

STATEMENT OF ACTIVITY

January - December 2015

	TOTAL
REVENUE	
Membership Dues	1,389.75
Tournament Entry Fees	4,357.18
Tournament Sponsors	17,091.06
Total Revenue	\$22,837.99
GROSS PROFIT	
	\$22,837.99
EXPENDITURES	
Bank Service Charges	9.00
Donations Mission Squash	1,000.00
Ladder Expenses	339.80
Membership Expense	86.56
Postage and Delivery	19.60
Tournament Expense	
Food/Entertainment	1,650.00
Hotel	4,491.06
Printing & Promotional Material	889.36
Prize Money	9,131.91
Pro Expense	1,900.00
T-shirts	1,515.82
US Squash Sanction Fee	475.00
Total Tournament Expense	20,053.15
Tournament Sponsorship	1,725.00
Total Expenditures	\$23,233.11
NET OPERATING REVENUE	\$ -395.12
OTHER REVENUE	
Interest Income	0.61
Total Other Revenue	\$0.61
NET OTHER REVENUE	\$0.61
NET REVENUE	\$ -394.51

HOUSTON SQUASH RACQUETS ASSOCIATION BY-LAWS EFFECTIVE SEPTEMBER 29, 2016

ARTICLE I NAME

Section 1. Name: This Non-Profit corporation, incorporated pursuant to the Texas Non-Profit Corporation Act, shall be known as HOUSTON SQUASH RACQUETS ASSOCIATION (hereafter referred to as "HSRA")

Section 2. Purpose: The purposes of the HSRA are as set forth in its Certificate of Incorporation and in any amendment thereof

ARTICLE II OFFICES

Section 1. Offices: The principal office of the corporation in the State of Texas shall be located in the County of Harris. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time-to-time.

Section 2. Registered Office: The Corporation shall have and continue to maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. It shall be the duty of the then current President to maintain a registered agent for service of process and other purposes.

ARTICLE III HSRA MEMBERS

Section 1. Any player or supporter of the game of squash racquets may become a member (hereafter referred to as "HSRA MEMBER") by payment of the dues, assessments or initiation fees set by the Board of Directors. A Member remains in good standing thereafter by timely paying annual dues and other assessments or fees set by the Board of Directors. The amounts of and times for payment shall be as determined from time to time by the Board of Directors. The Secretary shall keep a roll of all Members in good standing. A Member in good standing may vote at the Annual Meeting and any special meetings.

Section 2. Annual Meeting: The Annual Meeting of the Members shall be held during the month of December each year at a place designated by the Board of Directors. If the Annual Meeting is not held during this period, a special meeting in lieu of the Annual Meeting may be held.

Section 3. Special Meetings: Special meetings of the Members may be called by the President or the Board of Directors, and shall be called by the Secretary or, in the case of the death, absence, incapacity, or refusal of the Secretary, by any other member of the Board of Directors upon written application of three or more Members.

Section 4. Meeting Administration: All meetings of the Members shall be called by giving at least seven days' written notice to each Member in good standing stating the place, day and hour for the meeting. Notices shall be mailed to or delivered at the addresses of the Members as they appear on the roll of

Members in good standing maintained by the Secretary, or emailed to the Member's last known email address. Whenever notice of a meeting is required to be given a Member under applicable law, the articles of organization, or these By - Laws, a written waiver executed before or after the meeting by the Member or his/her attorney and filed with the records of the meeting shall be deemed equivalent to such notice.

Ten Members, either present in person or by proxy shall constitute a quorum, but a smaller number may adjourn, from time to time, without further notice until a quorum is present.

At all meetings of the Members, every Member in good standing shall be entitled to one vote. When the Annual Meeting is held after the end of the Fiscal Year, all Members in good standing on the last day of the Fiscal Year shall be entitled to vote at the Annual Meeting. When a quorum is present at any meeting, the vote of a majority of the Members represented shall, except where a larger vote may be required by law, the articles of organization, or these By - Laws, decide any question brought before the meeting. Members may vote by proxy in writing dated not more than six months before the meeting named therein, which shall be filed with the Secretary before being voted.

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all the Members consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Definition of "Board of Directors": The Board of Directors of the corporation (hereafter referred to as "Directors") shall consist of at least 3 HSRA Members, or any larger number as agreed by the Board of Directors.

Section 2. Except as reserved to the vote of the members, the affairs of the Corporation shall be governed by its Board of Directors.

Section 3. Nomination and Election of new Directors: Each new Director, and the HSRA President, shall be elected by a vote at an Annual or Special meeting of HSRA Members, and will serve for a period of 2 years. Nominations for new Directors, and the HSRA President, shall be made either by the existing Board of Directors or by any HSRA Member and communicated to the HSRA Secretary at least 10 days prior, and the HSRA Secretary shall inform all HSRA Members of the nominations at least 5 days prior, to the Annual or Special meeting where the election shall take place.

Section 4. Voting Rights: Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

Section 5. Resignation: Any Director may resign by filing a written resignation with the secretary.

Section 5. Removal of Directors: Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal by this process must first be notified about the consideration at least five days prior the meeting at which the vote takes place.

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Section 6. Compensation of Directors: Directors shall not receive any stated salary for their services as such, but this section shall not be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. ARTICLE V BOARD OF DIRECTOR MEETINGS

Section 1. Annual Meeting: An annual meeting of the Board of Directors shall be held at such place as designated by the HSRA during the month of December in each year for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Directors as soon thereafter as conveniently may be.

Section 2. Regular Meetings: A regular meeting of the Directors shall be held without other notice than this by-law immediately after, and at the same place, as the annual meeting of the Directors. The Officers may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Directors without other notice than such resolution.

Section 3. Special Meetings: Special meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place, within the state, as the place for holding any special meeting called by them.

Section 4. Committee Meetings: Committee meetings may be called by or at the request of the Chairman of the Committee or any two members of the Committee. The person or persons authorized to call meetings of the Committee may fix any place, within the state, as the place for holding any Committee meeting called by them.

Section 5. Place of Meetings: The HSRA Officers may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Texas; but if all of the Directors shall meet any time and place, either within or without the State of Texas, and consent to holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken

Section 6. Notice of Special Meetings: Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by telephone communication, computer aided electronic communication or written notice delivered personally or sent by mail, facsimile or telegram to each Officer and Director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by facsimile, such notice shall be deemed to be delivered if evidenced by a confirmation that the notice was transmitted. Any Officer or Director at any meeting shall constitute a waiver of notice of such meeting, except where an Officer or 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless

specifically required by law.

Section 7. Quorum: A quorum for the Annual Meetings is defined as a simple majority of the then current Directors and in the case of any other meeting a quorum shall be defined as two (2) of the Directors.

Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Actions Requiring Board of Directors approval: The following actions require prior approval of the Board of Directors. It is anticipated that the Officers will take prior action to approve recommendations on these items prior to presenting them to the Directors.

- (a) Annual budget and variance allowance per line item and in total for fiscal year;
- (b) All capital expenditures or any action that obligates the corporation for expenditures not approved in the annual budget;
- (c) Any changes to the by-laws of the HSRA;
- (d) The addition or deletion of any Officer or Office position of the organization;
- (e) The formation of committees;
- (f) The adoption of operating policies; and
- (g) Authorizing indemnification.

Section 8. Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. In the event of a tie, the vote cast by the President shall be deciding. "Roberts' Rule of Order" shall compose the parliamentary authority for procedures not specifically covered by these by-laws.

Section 9. Proxies: At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing. No proxy shall be valid after 15 days from the date of its execution, unless otherwise provided in the proxy.

Section 10. Cumulative Voting: Cumulative voting is expressly prohibited.

ARTICLE VI OFFICERS

Section 1. General Powers: The day-to-day affairs of the corporation shall be managed by its Officers.

Section 2. Number, Tenure and Qualifications: The Officers shall be comprised of the President and Secretary and other Officers as elected by the Board or Directors.

Section 3. Election of Officers: With the exception of the Office of President, Officers of the corporation shall be elected by the Board of Directors at the annual meeting or at a special meeting of the Board of Directors. An affirmative majority vote of the Directors constituting a quorum at the annual meeting shall be required for election.. Each officer shall hold office until his successor shall have been duly

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elected and shall be qualified, unless he/she sooner resigns. The Office of President shall be elected by a vote of HSRA Members at the Annual or Special Meeting

Section 4. Removal of Officers: Any officer elected may be removed by a majority vote of the Board of Directors at a meeting duly called whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed.

Section 5. Vacancies: Any vacancy occurring in the Officers shall be filled by the affirmative vote of a majority of the Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Nominations shall be taken from the floor at a regularly scheduled meeting. Any position to be filled by reason of an increase in the number of Officers shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

Section 6. Compensation: Officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any Officer may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him/her in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such Officer, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 7. Duties of the Officers: The Officers shall be responsible for the day-to-day operations of the corporation including, but not limited to:

- (a) Accounting for all monies received by the corporation and the preparation of financial statements including balance sheets and income statements;
- (b) Making all operating expenditures provided they have prior approval from the Directors in the annual budget or are within the variance approved by the Board of Directors;
- (c) Approval of vendors for services provided the expenditure is within the budget or variance approved by the Directors;
- (d) Preparation of all federal and state income, franchise and sales tax returns and other governmental reporting requirements;
- (e) Insuring that the meetings of the Board of Directors are held in an orderly and democratic fashion with due care to the goals of the corporation and the welfare of the children;
- (f) Insuring compliance with all laws giving the HSRA a non-profit status for state or federal tax purposes;
- (g) Developing a schedule of competition, consistent with the current rules in place for approval by the Directors;
- (h) Developing rules and regulations for football play and drill team competition consistent with the objectives of the corporation for approval by the Directors;
- (i) Enforcing such rules and regulations as approved by the Directors from time to time; and
- (j) Submit all prior actions taken under authority granted by the Board of Directors for ratification at the next regularly scheduled meeting.

Section 8. Roles of Officers:

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- (a) President: The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the Board of Directors and of the Officers. He/She may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Directors have authorized. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time-to-time.
- (b) Treasurer (if appointed): He/She shall perform all the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Directors. The Treasurer will:
- a. Have charge and custody of and be responsible for all the corporation's funds and securities;
 - b. Receive and give receipts for moneys due and payable to the corporation from any source;
 - c. Deposit all moneys in the corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Directors or President directs;
 - d. Write checks and disburse funds to discharge the corporation's obligations;
 - e. Maintain the corporation's financial books and records;
 - f. Prepare financial reports at least annually;
 - g. Perform other duties as assigned by the president or the Directors;
 - h. Give a bond for faithfully discharging his or her duties in a sum and with a surety as required by the Board of Directors; and
 - i. Perform all duties incident to the office of Treasurer.
 - j. The duties of the Treasurer may also be carried out by the Secretary if no Treasurer is appointed by the Board of Directors
- (c) Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Officers; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized with the provisions of these by-laws; keep a register of the post-office address of each Director; and in general perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him/her by the President or by the Directors including those of Treasurer in the event that no Treasurer is appointed by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees: By resolution adopted by a majority of the Directors in office, one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 2. 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

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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 the members thereof. Any Member thereof may be removed by the persons authorized to appoint such Member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, 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.

Section 4. Chairman: One member of each committee shall be appointed chairman by the persons authorized to appoint the members thereof.

Section 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in-the same manner as provided in the case of the original appointments.

Section 6. Rules: Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII APPELLATE RIGHTS

Section 1. Right of Appeal: Every HSRA Member shall have the right to appeal any adverse decision rendered against him/her by any Officer or Board of Directors in only the following method. Any effort by any individual to circumvent, avoid or otherwise increase or diminish the rights granted herein shall be subject to a Director vote to suspend or expel such individual or organization. No individual or team shall ever have the right to sue or to file any suit in any court in the State of Texas. Each HSRA Member and every Director acknowledges and agrees that any action taken or not taken under these By-laws does not cause immediate or irreparable injury or damage and that injunctive relief is not appropriate for any act or omission of the HSRA its Officers, Directors or any HSRA Member. All appeals will be subject to a process agreed to by vote of the Board of Directors.

Section 2. Mediation: In any dispute between HSRA Members, , its Officers, Directors or participant relating to the corporation's activities or decisions, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves through the process set forth in this Article, the parties must cooperate to select one or more mediators to help resolve it. The mediation will be conducted in accordance with the process agreed to by vote of the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 1. Who is Indemnified: The corporation will indemnify a Director, Officer, officer of a Member, 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 corporation's request as a Director or Officer or agent of the corporation.

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The corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the corporation's best interests. In 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 will 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 from the corporation. 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. 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.

In addition to the situations otherwise described in this paragraph, the corporation may indemnify a Director, Officer, officer of a Member, committee member, employee, or agent of the corporation to the extent permitted by law. However, the corporation will not indemnify any person in any situation in which indemnification is prohibited in the paragraph above.

The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in subsection 3(c), below, have been satisfied. Furthermore, the corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent and Nature of Indemnity: The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. 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.

Section 3. Procedures Relating to Indemnification Payments:

- (a) Before the corporation may pay any indemnification expenses (including attorney's fees), the corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subsection (c), below. The corporation may make these determinations and decisions by any one of the following procedures:
 - a. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - b. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, 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.
 - c. Determination by special legal counsel selected by the Directors by the same vote as provided in subparagraphs (i) or (ii), above, 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 will authorize indemnification and determine that expenses to be reimbursed are

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reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a) (iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of Directors that requires the indemnification permitted by section 1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

- (c) The corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, the corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.
- (d) Any indemnification or advance of expenses will be reported in writing to the corporation's Directors. The report will be made with or before the notice or waiver of notice of the next Directors meeting, or with or before the next submission to Directors of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE X DUES AND ASSESSMENTS

Section 1. Annual Dues or Assessments: The Board of Directors may determine from time-to-time the amount of initiation fee, if any, and annual dues payable to the corporation, if any, by Members of each class, or at their option shall assess from each Member such amount to be set by the Board of Directors that may be needed for the expenses of this corporation.

ARTICLE XI OPERATIONS

Section 1. Contracts: The Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Disbursement of Funds: The Officers may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued 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 Directors. In the absence of such determination by

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the Directors, such instruments shall be signed by the Treasurer and, if required by the policies of the corporation, countersigned by the President or Vice President of the corporation.

Section 3. Deposits: All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purposes of the corporation so long as such acceptance does not diminish or affect the corporation's non-profit status under federal tax laws.

Section 5. Policies: The Corporation and its Board of Directors shall abide by its policies, approved by a majority of Board of Directors.

Section 6. Books and Records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered of principal office a record giving names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time. The corporation will keep correct and complete books and records of account. The books and records 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 all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Members, Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the Members, Directors, Officers, and any committee members of the corporation.
- (e) A financial statement showing the corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the corporation's income and expenses for the three 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 tax information or income-tax returns for each of the corporation's three most recent tax years.

Section 7. Fiscal Year: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 8. Waiver of Notice: Whenever any notice is required to be given under the provision of the Texas Non-Profit corporation Act or under the provisions of the articles of incorporation or by the by-

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laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9. Amendments: These By-laws may be amended by a majority vote of the Board of Directors.

Executed and approved this 29th day of September, 2016.

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