

BYLAWS
OF
LAKE TRAVIS SOFTBALL BOOSTER CLUB, INC.

ARTICLE I
NAME, PRINCIPAL OFFICE AND DEFINITIONS

1.1 **Name.** The name of the corporation is Lake Travis Softball Booster Club, Inc. (the "**Corporation**").

1.2 **Principal Office.** The principal office of the Corporation shall be located in Travis County, Texas or in such other county in Texas as the Members determine.

ARTICLE II
PURPOSE; MEMBERSHIP AND MEETINGS

2.1 **Purpose.** The Corporation is organized exclusively for charitable and educational purposes so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code"), and in furtherance of such purposes:

To conduct any and all lawful activities as a non-profit organization whose purpose is to foster national amateur sports competition and provide support and development to amateur athletes in the Lake Travis Independent School District in the Lake Travis, Travis County, Texas area.

The amateur sports teams supported by and through the Corporation shall adhere to the rules and regulations of the University Interscholastic League for the State of Texas for amateur athletes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

2.2 **Membership.** The initial members of the Corporation shall be _____
_____.

2.3 **Place of Meetings.** Meetings of the Corporation shall be held at the principal office of the Corporation or at such other suitable place convenient to the Members as may be designated by the Members.

2.4 **Annual Meetings.** The first meeting of the Corporation, whether regular or special meeting, shall be held within one year from the date of incorporation of the Corporation. Subsequent regular annual meetings shall be at a time set by the Members.

2.5 **Special Meetings.** The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting if so directed by resolution of the Members or upon a petition signed by Members representing at least 40% of the total votes in the Corporation.

2.6 **Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of the Members shall be delivered, either personally or by mail, before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In the case of a special meeting or when otherwise required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

2.7 **Voting.** Each Member shall be entitled to one vote.

2.8 **Proxies.** At all meetings of Members, each Member may vote in person (or if a corporation, partnership or trust, through any officer, director, partner or trustee duly authorized to act on behalf of the Member) or by proxy, subject to the limitations of Texas law. All proxies shall be in writing specifying the Lot(s) for which it is given, signed by the Member or its duly authorized attorney-in-fact, dated and filed with the Secretary of the Corporation prior to any meeting for which it is to be effective. Unless otherwise specifically provided in the proxy, a proxy shall be presumed to cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon conveyance of any Lot for which it is given, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member who is a natural person, or of written revocation, or 11 months from the date of the proxy, unless a shorter or longer period is specified in the proxy.

2.9 **Quorum - Adjournment.** Except as provided in these Bylaws or in the Declaration, the presence, in person or by proxy, of Members representing 60% or greater of the total votes in the Corporation shall constitute a quorum at all meetings of the Corporation. If, however, such quorum shall not be present or represented at any meeting, the Members present at the meeting that are entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as stated above is present or represented.

2.10 **Action Without a Meeting.** Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting, without notice and without a vote, if written consent specifically authorizing the proposed action is signed by Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Members entitled to vote thereon were present. Such consents shall be signed within 90 days of the earliest date that a notice regarding such consent is delivered by the Corporation, which date shall be designated in the notices. Such consents shall be filed with the minutes of the Corporation, and shall have the same force and effect as a vote of the Members at a meeting. For votes taken by written consent as provided above, the date specified in the notice as the ownership date, which date shall not be more than 20 days prior to the date the notices are sent, shall be the date used for determining the ownership of the Lot for the written consent voting purposes. Within 10 days after receiving authorization for any action by written consent, the Secretary shall give written notice to all Members entitled to vote who did not give their written consent, fairly summarizing the material features of the authorized action.

ARTICLE III MANAGEMENT

3.1 **Governing Body.** The affairs of the Corporation shall be governed by the three Members, each of who shall have one equal vote.

3.2 **Compensation.** Members shall not receive any compensation from the Corporation for acting as such.

3.3 **Powers of Members.** The Members shall have all of the powers and duties necessary for the administration of the Corporation's affairs and for performing all responsibilities and exercising all rights of the Corporation as set forth in the Certificate of Formation, these Bylaws, and as provided by law. The Members may do or cause to be done all acts and things as are not directed by the Certificate of Formation, these Bylaws, or Texas law to be done and exercised exclusively by the membership generally.

3.4 **Duties of Members.** The duties of the Members shall include, without limitation:

- a. preparing and adopting an annual budget for the Corporation;
- b. levying and collecting donations for the Corporation to achieve its purposes;
- c. providing for the operation of the Corporation;
- d. depositing all funds received on behalf of the Corporation in appropriate bank accounts or in other accounts approved by the Members, and using such funds to operate the Corporation;
- e. opening the bank accounts on behalf of the Corporation and designating the signatories required;
- f. paying for uniforms, equipment, events, travel expenses, and all other expenses of the Corporation to accomplish its purpose;
- g. enforcing the provisions of the Certificate of Formation, these Bylaws and any rules or standards developed by the Members to accomplish the purpose of the Corporation;
- h. obtaining and carrying insurance for the Corporation and the participants, paying the cost thereof, and filing and adjusting claims, as appropriate;
- i. keeping books with detailed accounts of the receipts and expenditures of the Corporation;
- j. taking such actions as contemplated by the Members in these Bylaws and/or the Certificate of Formation;
- k. indemnifying a Member or Officer of the Corporation or any coach, agent, or contractor of the Corporation to the extent such indemnity is required or permitted under Texas law.

3.5 **Borrowing.** The Corporation shall have no power to borrow money unless otherwise approved by all of the Members.

ARTICLE IV OFFICERS

4.1 **Officers.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Officers shall be elected by the Members. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

4.2 **Election of Officers.** The election of officers shall take place at the first meeting of the Members and at each annual meeting thereafter.

4.3 **Term.** The officers of the Corporation shall be elected annually by the Members and each shall hold office for 1 year, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

4.4 **Special Appointments.** The Members may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Members may, from time to time, determine.

4.5 **Resignation and Removal.** Any officer may be removed from office, with or without cause, by the Members. Any officer may resign at any time by giving written notice to the Members, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 **Vacancies.** A vacancy in any office may be filled by appointment by the Members. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

4.7 **Powers and Duties.** The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Members, including, without limitation, the following:

a. **President.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members and the Members and shall see that orders and resolutions of the Members are carried out.

b. **Vice President.** The Vice President shall act in place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Members.

c. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Members; serve notice of meetings of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses; and shall perform such other duties as required by the Members.

d. **Treasurer.** The Treasurer shall receive and deposit, in appropriate bank accounts or in other accounts approved by the Members, all monies of the Corporation and shall disburse such funds as directed by resolution of the Members; sign all checks of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members.

4.8 **Authorized Agents.** Except when these Bylaws or the Certificate of Formation require execution of certain instruments by certain individuals, the Members may authorize any person to execute instruments on behalf of the Corporation. In the absence of such Members' resolution, the President and the Secretary are the only persons authorized to execute instruments on behalf of the Corporation.

ARTICLE V CORPORATION MATTERS

5.1 **Committees.** The Members may appoint such committees as it deems appropriate to perform such tasks and to serve for such periods as the Members may designate by resolution. Each committee shall operate in accordance with the terms of such resolution.

5.2 **Right to Contract.** The Corporation shall have the right to contract with any person or entity for the performance of various duties and functions. This right shall include, without limitation, the right to enter into management, operational, or other agreements with other persons or entities; provided, any such agreement shall require approval of the Members.

ARTICLE VI AMENDMENTS

6.1 **Amendment by Members.** The Members by a majority vote may amend these Bylaws if such amendment (i) is necessary to bring any provision into compliance with any applicable governmental statutes, rule, regulation, or judicial determination; (ii) is necessary to clarify or to correct technical, typographical or scrivener's errors; or (iii) or any other purpose; provided, however, any such amendment must not result in a change in the purpose for which the Corporation was formed.

6.2 **Validity and Effective Date of Amendments.** Amendments to these Bylaws shall become effective upon the date of the amendment, unless a different date is specified in the amendment.

ARTICLE VII MISCELLANEOUS

7.1 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Members. If the Members fails to adopt a certain fiscal year, then until the Members adopts a specific fiscal year the fiscal year shall be _____ to _____ of every year, except that the first fiscal year shall begin on the date of incorporation.

7.2 **Conflicts.** In the event of any conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation shall control.

7.3 Books and Records.

a. **Inspection by Members.** The Members shall make the books and records of the Corporation available for inspection and copying by any Member, or the duly appointed representative of any Member. The files and records of an attorney or accountant who performs services for the Corporation are not records of the Corporation and are not subject to inspection by Members. The Members may deny the request to review particular records to the extent the Members determines that the Member is not entitled to such documents as a matter of law.

b. **Rules of Inspection.** The Members may establish reasonable rules with respect to: (i) notice to be given to the custodian of the records; (ii) hours and days of the week when such an inspection may be made; and (iii) payment of the cost of reproducing copies of documents requested.

7.4 **Notices.** Except as otherwise provided in these Bylaws, all notices, demands, bills, statements and other communications under these Bylaws shall be in writing and shall be given personally or by mail. Notices that are mailed shall be deemed to have been duly given 3 days after deposit, unless such mail service can prove receipt at an earlier date. Attendance by a Member at any meeting shall constitute waiver of notice by the Member of the time, place and purpose of the meeting. Written waiver of notice of a meeting, either before or after a meeting, of the Members shall be deemed the equivalent of proper notice.

**ARTICLE VIII
INDEMNIFICATION OF MEMBERS AND OFFICERS**

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Member or officer of the Corporation and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as a Member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Members may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article VIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

**ARTICLE IX
CONFLICTS OF INTEREST POLICY**

9.1. **Purpose.** The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Member of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

9.2. **Definitions.**

a. **Interested Person.** Any Member, principal officer, or member of a committee with Member-delegated powers that has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family—

1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Member or committee decides that a conflict of interest exists.

9.3. **Procedures.**

a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Members and members of committees with Member-delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Members or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Members or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the Members or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
2. The Members or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Members or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict or interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

d. Violations of the Conflicts of Interest Policy.

1. If the Members or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4. **Records of Proceedings**. The minutes of the Members and all committees with Member-delegated powers shall contain--

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Members' or committee's decision as to whether a conflict of interest in fact existed.

- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

9.5. Compensation Committees.

- a. A voting Member who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.6. Annual Statements. Each Member, principal officer and member of a committee with Member-delegated powers shall annually sign a statement that affirms that such person-

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

9.7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

9.8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE X
DISSOLUTION**

10.1. Application and Distribution of Property Upon Winding Up. After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied, and discharged in accordance with Section 11.053 of the Texas Non-Profit Corporation Act (the "Act"), the property of the Corporation shall be applied and distributed as follows:

- (1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and

(2) the remaining property of the Corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or as described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted by the Members under the Act, or such remaining property shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I being the President of the Corporation have executed these Bylaws on the date set forth below.

Date: _____

, President