

SECOND AMENDED AND RESTATED BYLAWS
OF
ALAMO HEIGHTS - FORT SAM HOUSTON YOUTH SOCCER

(adopted as of _____, 2025; the “Effective Date”)

ARTICLE I.
NAME AND PURPOSES

Section 1.01 Name: The name of the corporation is **Alamo Heights - Fort Sam Houston Youth Soccer** (the “**Organization**”).

Section 1.02 Purpose: The Organization is organized for the following purpose(s):

- (a) The Organization is organized pursuant to the Texas Business Organizations Code (the “**TBOC**”) and does not contemplate pecuniary gain or profit and, in fact, is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”).
- (b) The primary purpose of the Organization is to ensure the organization educates youth participants and adult sponsors on the fundamentals of soccer and good sportsmanship through regularly scheduled youth soccer competitions.
- (c) The Organization may carry on any other activity consistent with the above purposes and which is not inconsistent with Section 501(c)(3) of the Code and any regulations thereunder regulating the activities of this Corporation. In furthering its purposes, the Organization shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent and buy or sell personal or real property; provided, however, that the Organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Organization.
- (d) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its directors, officers, or any other private person, except that the Organization 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 in this Section 1.02.
- (e) Notwithstanding any provision of these Bylaws of the Organization (the “**Bylaws**”), the Organization shall not carry on any activities not permitted to be

carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code.

ARTICLE II. OFFICES AND REGISTERED AGENT

Section 2.01 Principal Place of Business: The principal place of business of the Organization is located in Texas. The Organization may have such other offices, either within or without the State of Texas, as the Board of Directors of the Organization (the “**Board**”) may determine or as the affairs of the Organization may require from time to time.

Section 2.02 Registered Office and Registered Agent: The Organization shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Organization’s registered office, as required by the TBOC. The registered office may, but need not, be identical to the principal office of the Organization in the State of Texas. The registered office and the registered agent may be changed from time to time in accordance with applicable law.

ARTICLE III. AUTHORITY; SEASONAL AND FISCAL YEAR

Section 3.01 Authority: The Organization shall have authority over all of its teams, administrators, coaches, players and supporters.

Section 3.02 Seasonal Year: The seasonal year of the Organization (the “**Seasonal Year**”) shall be as determined by the Board.

Section 3.03 Fiscal Year. The fiscal year of the Organization shall begin on July 1 and end on June 30 of the following year.

ARTICLE IV. MEMBERS; GENERAL TEAM MEMBERSHIP

Section 4.01 General Team Membership. The Organization will have members “**Members**”). Membership in the Organization is granted exclusively to teams. Each team registered with the Organization during the Seasonal Year is a Member of the Organization and may participate in any vote of the Members held in the season (fall or spring) in which the team is registered as set forth below.

Section 4.02 Member Voting. Each year the Member’s shall have an annual meeting (the “**Annual Meeting**”) Each Member shall have one vote, which shall be cast by the designated representative of the team, in the election of the members of the Board. The representative shall be a parent, trainer or coach. The default representative shall be the coach/trainer. Team Membership shall be determined on a seasonal basis. For purposes of such determination, the fall season shall include the months of August, September, October, November, December and January; the spring season shall include the months of February, March, April, May, June and July.

**ARTICLE V.
AUTHORITY AND DUTIES OF DIRECTORS**

Section 5.01 Authority of Directors: The Board will manage the Organization's corporate affairs.

Section 5.02 Number of Directors: The Board shall consist of no more than nine (9) and no fewer than three (3) directors. The number of directors can be increased or decreased from time to time, within the specified limits, by resolution of the Board. No decrease in the number of directors shall shorten the term of any director then in office. The directors need not be Texas residents.

Section 5.03 Election and Term of Directors: The current directors shall be the persons serving as directors as of the date of the adoption of these Bylaws. Thereafter, to become a director, a person shall be elected by the Members as provided in Article VII. Directors shall hold office for a term of two (2) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. The Directors shall generally serve staggered terms to the extent reasonably practicable.

Section 5.04 Resignation; Removal: Any director may resign from the Board at any time by giving written notice to the Board, President, or Secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or officer, as applicable. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director. A director may be removed by the affirmative vote of all other directors; provided that there shall at all times be at least three (3) directors.

Section 5.05 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by a majority of the remaining directors on the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and serve until his or her successor is nominated and elected.

Section 5.06 Meetings: The Board shall hold at least one (1) regular meeting annually, which shall occur immediately following the Annual Meeting, on a date and at a location designated by the Board. Other Board meetings may be held as designated by the President in a notice to the Board.

Section 5.07 Notice: Written notice of each meeting of the Board shall be given to each director at least two (2) days prior to the date of the meeting. The notice of any meeting shall state the date, time, and place of such meeting and the purpose or purposes for which it is called. Notice may be provided in writing, by electronic mail, or by telephone facsimile.

Section 5.08 Quorum and Voting: Unless a greater proportion is required by law, a quorum is a majority of the total number of Board members in office. The Board of Directors shall try to take action by consensus. However, if a consensus is not available, except as otherwise provided herein or by applicable law, a majority vote of the Board members present

and voting at a meeting at which a quorum is present is sufficient to constitute an act of the Board of Directors. Notwithstanding the preceding sentence, (i) the approval of a majority of the total voting power of the Board of Directors is required to approve any Major Decision; and (ii) the approval of at least two-thirds of the total voting power of the Board of Directors is required to approve any Fundamental Action.

- (a) For all purposes herein, “*voting power*” means the votes of all voting members of the Board of Directors that are then in office and in good standing.
- (b) For all purposes herein, “*Major Decision*” means an action relating to the Organization involving any of the following: (i) any major expenditure in excess of \$35,000; (ii) any decision involving the termination or compensation reduction of any personnel; (iii) the incurrence of any indebtedness in excess of \$35,000; (iv) the acquisition of real property; and (v) the entering into of any real property lease or other contract involving annual obligations in excess of \$35,000.
- (c) For all purposes herein, “*Fundamental Action*” means an action relating to the Organization involving any of the following: (i) the dissolution or termination of the Organization; (ii) the sale or transfer of substantially all of the assets of the Organization; (iii) the merger of the Organization; and (iv) an amendment to these Bylaws or the Certificate of Formation of the Organization.”

Section 5.09 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Organization may reimburse directors for documented reasonable expenses incurred in the performance of their duties to the Organization.

Section 5.10 Proxies: A director may vote by proxy. All proxies (as held by any designee) must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid more than three (3) months after the date of its execution.

Section 5.11 Action Without a Meeting: Any action required or permitted to be taken at the meeting of the Board (including amendment of these Bylaws or the Certificate of Formation) or of any committee may be taken without a meeting if the members of the Board or committee with a sufficient number of votes consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a vote of the Board or of the committee as the case may be. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a member of the Board or of such committee may be substituted or used for any purpose for which the original could be used for purposes of this Section 5.11. An electronic transmission of a consent by a member of the Board or of any committee to the taking of such action shall be regarded as a signed writing if the transmission contains or is accompanied by information from which it can be determined that such transmission was transmitted by such member and the date on which such member transmitted such transmission.

Section 5.12 Participation in Meeting by Conference Telephone or Video Conference Technology: Any or all members of the Board may participate in a meeting, including any meeting of a committee of such Board, by telephone conference, video conference or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE VI. OFFICERS; DIRECTOR AND OFFICER ELECTIONS

Section 6.01 Officers: The officers of the Organization shall consist at least of a President, President Elect, Secretary and may include such other offices as determined by the Board. The officers do not need to be individual Board members. The officers will be elected in accordance with Article VII.

Section 6.02 Vacancies: Vacancies in any office may be filled at any meeting of the Board. All officers shall be subject to the supervision and direction of the Board.

Section 6.03 Powers and Duties of Officers:

- (a) President: The President shall perform all duties customary to that office and shall supervise and control all of the affairs of the Organization in accordance with the policies and directives approved by the Board. The President may designate another person to perform the duties of the President during the absence or disability of the President. The President is the chief executive officer of the Organization and the presiding officer of the Board of Directors.
- (b) President-Elect: The President-Elect shall act as the chief executive officer of the league in the absence of the President and shall perform such other duties as assigned by the President. The President-Elect will succeed the President once that person leaves the position unless otherwise determined by the Members.
- (c) Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, perform such other duties as the President may designate, and in general shall perform all duties customary to the office of Secretary.
- (d) Treasurer: The Treasurer, if one is elected, shall perform such duties as the President may direct. The Treasurer, if one is elected, shall render to the Board at the regular meetings of the Board, or whenever the Board may require, an account of all transactions and of the financial condition of the Organization.

Section 6.04 Terms of Office: Each officer shall serve a two-year term, which shall coincide with adjournment of the Annual Meeting.

- (a) The President will have a one-term limit and shall not serve for consecutive terms, provided that after not serving in the role of President for one (1) term, a person will be eligible to be re-elected as President.
- (b) A prerequisite for candidacy to the office of President shall be service on the Board as President-Elect for at least one year.
- (c) A prerequisite for candidacy to the office of President-Elect shall be service on the Board in any position for at least one year.

Section 6.05 Resignation and Removal: Resignations are effective upon receipt by the Board of written notification or at a later date if provided in the written notification. The Board may remove an officer at any time with or without cause.

Section 6.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal may be filled by the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and serve until his or her successor is nominated and elected.

Section 6.07 Compensation: Any officer, employee, or agent of the Organization is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Organization when authorized by the Board.

ARTICLE VII. ELECTION OF DIRECTORS AND OFFICERS

Section 7.01 Election of Directors and Officers: The members of the Board of Directors and officers shall be elected by the Members of the Organization at the Annual Meeting. Nominations for Board positions shall be made in writing to the Secretary not later than forty-five (45) days before the Annual Meeting or by the Board of Directors not less than thirty (30) days before the Annual Meeting. The Secretary shall submit the names of each qualified nominee for office to be filled. This report shall be included in the Official Call to the Annual Meeting not less than 30 days before the Annual Meeting. If multiple nominees are submitted for any particular office other than President, a plurality vote shall elect. The results of the election shall be ranked from the candidate receiving the most votes to those receiving the least.

ARTICLE VIII. COMMITTEES

Section 8.01 Creation of Standing Committees: The Board and/or the President may create standing committees based on the needs of the Organization. Each committee will consist of three (3) or more directors and will have such authority as determined by the Board or President, as applicable. Each committee will appoint an individual to be the committee's chair (the "*Committee Chair*").

Section 8.02 Non-delegation of Fiduciary Duty: The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him or her by these Bylaws or applicable law.

Section 8.03 Notice: Written notice of each meeting of the committee shall be given by the Committee Chair to each committee member at least two (2) days prior to the date of the meeting. The notice of any meeting shall state the date, time, and place of such meeting and the purpose or purposes for which it is called. Notice may be provided in writing, by electronic mail, or by telephone facsimile.

Section 8.04 Quorum and Voting: A quorum is a majority of the total number of committee members in office. Committees shall try to take action by consensus. However, if a consensus is not available, a majority vote of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee.

ARTICLE IX. TRANSACTIONS OF THE ORGANIZATION

Section 9.01 Contracts: The Board may authorize any officer or agent of the Organization to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Organization. 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.

Section 9.02 Deposits: All the Organization's funds will be deposited to the credit of the Organization in banks, trust companies, or other depositories that the Board selects.

Section 9.03 Gifts: The Board may accept, on the Organization's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Organization's federal and state tax status.

Section 9.04 Prohibited Acts: As long as the Organization exists, no director, officer, or committee member of the Organization may:

- (a) do any act in violation of these Bylaws or a binding obligation of the Organization;
- (b) do any act with the intention of harming the Organization or any of its operations;
- (c) do any act that would make it impossible or unnecessarily difficult to carry on the Organization's intended or ordinary business;
- (d) receive an improper personal benefit from the operation of the Organization;

- (e) use the Organization's assets, directly or indirectly, for any purpose other than carrying on the Organization's business;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g) use the Organization's name (or any substantially similar name) or any trademark or trade name adopted by the Organization, except on behalf of the Organization in the ordinary course of its business; or
- (h) disclose any of the Organization'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 X. RULES AND PROCEDURES; DISCIPLINARY ACTION

Section 10.01 Rules and Procedures. From time to time, the Board may approve Rules and Procedures for the orderly functioning of the league and to effectuate the purposes of the Organization. Any proposals or motions to amend these Rules and Procedures must be made in writing to the Secretary. Proposed amendments to the Rules and Procedures of the Organization may be offered at any Board meeting by a majority vote of the eligible Board members in good standing.

Section 10.02 Disciplinary Action. A request for disciplinary action shall be submitted in writing to the President. When disciplinary action is requested, the President shall appoint a Disciplinary Committee, composed of at least three of the Organization's Board members. The President shall serve as chairman of the Disciplinary Committee.

Section 10.03 Disciplinary Committee. The Disciplinary Committee shall have the right to interview the persons involved. The Disciplinary Committee's decision shall be reduced to writing; a copy shall be presented to the individual against whom disciplinary action is sought. The decision of the Disciplinary Committee shall be final. The Disciplinary Committee has authority to suspend a coach, player, parent or spectator by majority vote.

ARTICLE XI. AMENDMENTS

Section 11.01 Amendments. Any proposals to amend the Bylaws must be made in writing to the Secretary and must be signed by one-fifth (1/5) of the voting power of the Members or one-third (1/3) of the voting power of the Board. The Bylaws may be amended any Annual Meeting by a majority of the Members present at the meeting. The Bylaws may also be amended at any duly constituted meeting of the Board of Directors by two-thirds (2/3) of the total voting power of the Board of Directors. Any amendment of the Bylaws, and the purpose(s) therefore, must be provided to the Secretary not less than forty-five (45) days prior to the Annual Meeting or Board meeting at which such amendment shall be presented for a vote and may be

voted upon only after being posted on the Organization's website for at least thirty (30) days. Amendments to the Bylaws shall include an effective date.

ARTICLE XII. INDEMNIFICATION

Section 12.01 When Indemnification Is Required, Permitted, and Prohibited:

- (a) The Organization will indemnify a director, officer, committee member, employee, or agent of the Organization who was, is, or may be named a 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 Organization. For the purposes of this Article, an agent includes one who is or was serving at the Organization's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, or other enterprise.
- (b) The Organization will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Organization'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 Organization will not indemnify a person who is found liable to the Organization or is found liable to another on the basis of improperly receiving a personal benefit from the Organization. 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 Organization.
- (c) The Organization will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Organization in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Organization when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Organization may indemnify a director, officer, committee member, employee, or agent of the Organization to the extent permitted by law. However, the Organization will not indemnify any person in any situation in which indemnification is prohibited by Section 12.01(b), above.
- (e) The Organization may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might 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 Section 12.03(c), below, have been satisfied. Furthermore, the Organization 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 Organization or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 12.02 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 Organization, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 12.03 Procedures Relating to Indemnification Payments:

- (a) Before the Organization may pay any indemnification expenses (including attorney's fees), the Organization must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Organization 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 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; or
 - (iii) determination by special legal counsel selected by the Board 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 Organization will authorize indemnification and determine that expenses to be reimbursed are 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 Certificate of Formation, or a resolution of members or the Board that requires the indemnification permitted by Section 12.01, 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 Organization 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 12.03(a), above. In addition to this determination, the Organization 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 Organization 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.

Section 12.04 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any director, officer, committee member, employee, or agent of the Organization against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law.

Section 12.05 Report to Board: Any indemnification of or advance of expenses to a director or officer in accordance with this Article XII shall be reported in writing to the Board with or before the notice or waiver of notice of the next Board meeting or with or before the next submission to the directors of a consent to action without a meeting and, in any case, within the twelve month period immediately following the date of the indemnification or advance.

ARTICLE XIII. CONFLICT OF INTEREST POLICY

Section 13.01 Purpose: It is the policy of the Organization that its directors, officers, committee members and other employees avoid any situation that may constitute a conflict of interest, that is, any situation in which an individual uses or could use his or her position with the Organization for personal gain to the individual, members of the individual's family, or other organizations with whom the individual is affiliated, to the actual or potential detriment of the Organization. The purpose of the conflict of interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member or employee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 13.02 Definitions:

“Interested Person”: Any director, principal officer, or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.

“Financial Interest”: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- (c) is considering an ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

“Compensation”: Direct and indirect remuneration, including gifts or favors that are not insubstantial.

“Conflict of Interest”: A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust. A “Conflict of interest” includes situations in which the employee, family member, board member or committee member has a financial interest in the business or individual selected for the contract. A financial interest is not necessarily a conflict of interest. Under Section 17.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 13.03 Procedures:

- (a) *Duty to Disclose*: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.
- (b) *Determining Whether a Conflict of Interest Exists*: After disclosure of the financial interest, whether direct or indirect, disclosure of all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists by a majority vote of a quorum consisting of the directors or committee members who, at the time of the vote, are not interested persons.

- (c) *Procedures for Addressing the Conflict of Interest:*
- (i) An interested person may make a presentation at the Board or committee meeting, but after the presentation he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
 - (ii) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) *Violations of the Conflicts of Interest Policy:*
- (i) If the Board or committee has reasonable cause to believe a member of the Board or any other individual with a fiduciary duty to the Organization has failed to disclose actual or possible conflicts of interest, it shall inform the President or a member of the Board of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing such individual's response and after making further investigation as warranted by the circumstances, the Board or committee determines such individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 13.04 Records of Proceedings: The minutes of the Board and all committees 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 Board's or committee's decision as to whether a conflict of interest in fact existed; and

- (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 with the proceedings.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 14.01 Audit: The Board may authorize an audit of the Organization.

ARTICLE XV. BOOKS AND RECORDS

Section 15.01 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. The Secretary or his or her designee also shall keep or cause to be kept the following corporate records: incorporation documents, including certificate of formation, bylaws, and related documents, and tax-exemption documents, including application for tax exemption (IRS Form 1023) and IRS determination letter(s).

Section 15.02 Inspection of Books and Records: All books and records of this Corporation that are required to be kept under the Bylaws may be inspected by any director for any purpose at any reasonable time on written demand.

ARTICLE XVI. MISCELLANEOUS PROVISIONS

Section 16.01 Legal Authorities Governing Construction of Bylaws: These Bylaws shall be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 16.02 Legal Construction: To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any provision in these Bylaws is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and these Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 16.03 Headings: The headings used in these Bylaws are for convenience and may not be considered in construing the bylaws.

Section 16.04 Number: All singular words include the plural, and all plural words include the singular.

Section 16.05 Seal: The Board may provide for a corporate seal.

Section 16.06 Parties Bound: The Bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Organization and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

ARTICLE XVII. TERMINATION

Section 17.01 Termination. Upon termination of the Organization, the Board shall, after paying or making provision for the payment of all the liabilities of the Organization, distribute all of the assets of the Organization exclusively for the purpose of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any of such assets not disposed of shall be disposed of by a state district court of the county in which the principal office of the Organization 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.

ARTICLE XVIII. EFFECT

Section 18.01 Effectiveness. These Bylaws supersede in their entirety all other bylaws heretofore adopted by the Organization. The Bylaws supersede in its entirety the Constitution of the Organization and the Constitution of the Organization is revoked and terminated.

CERTIFICATION

I hereby certify that I am the duly elected, qualified and acting Secretary of Alamo Heights - Fort Sam Houston Youth Soccer and that the above and foregoing Bylaws were adopted as the bylaws of the Organization by the Board of Directors pursuant to a resolution duly adopted on the []th day of _____, 2025.

Jerrie Jackson, Secretary