

TGHSLL By-Laws

AMENDED BYLAWS OF TGHSLL, Inc. A TEXAS NON-PROFIT CORPORATION

ARTICLE I

NAME

The name of the corporation ("Corporation") is TGHSLL, Inc.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of benefiting and aiding girls in learning, developing and competing in the sport of lacrosse, in order to promote fitness, health and good moral values and all purposes incidental thereto. The Corporation will achieve its purpose by, among other things:

- Establishing a league (the "League") known as the Texas Girls High School Lacrosse League for promoting and conducting lacrosse competition for high school age girls;
- Directing and controlling competition by arranging regular season schedules for contests, prescribing eligibility rules for contestants and penalties for the violation of such rules, conducting preseason and/or postseason district and state tournaments, providing game officials, honoring students for exemplary play and good sportsmanship, and making other suitable awards at the district or state level;
- Promoting and protecting the health of participating student athletes by establishing uniform rules of play and cultivating the ideals of good sportsmanship and fair play;
- Holding meetings open to the public and/or providing pertinent information with which to teach students, coaches, other League member program representatives, and other interested parties the rules of the game of lacrosse, how the League operates, and the rewards of playing lacrosse.

The purpose of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Toward this end, the Corporation shall have the following powers in furtherance of its purposes:

- (i) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;
- (ii) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;
- (iii) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;
- (iv) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage,

pledge, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;

(v) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm association, corporation, municipality, country or any other entity;

(vi) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(vii) The Corporation may be an incorporator of other corporations of any type or kind;

(viii) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;

(ix) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any Director, officer or member of this Corporation individually, or any individual having any interest in any concern in which any such Directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniary or otherwise interested in, any contract, transaction or other act of this Corporation, and

(1) no contract, transaction, or act shall not in any way be invalidated or otherwise affected by that fact;

(2) no such Director, officer, member or individual shall be liable to account to this Corporation for any profit realized through any such contract, transaction, or act; and

(3) any such Director of this Corporation may be counted in determining the existence of a quorum at a meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same.

The term "interest" as used herein shall include personal interest and interest as a Director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" as used herein shall include any corporation, association, trust, partnership, firm, person, or other entity other than this Corporation; and

(x) The Corporation may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with any other laws of the State of Texas or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Number of Directors. The Board of Directors ("Board") shall consist of not less than three nor more than seven persons, with the number of Directors to serve for the ensuing year to be established by the Directors at their annual meeting each year.

Section 3.2. General Powers. The government of the Corporation, the direction and management of its affairs, and the control of its property, shall be vested in the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as provided by statute or by the Certificate of Formation or by these Bylaws, including, without

limitation, the promulgation of League rules, the appointment of committees or task forces, and the delegation of such management authority to the League Districts or League member programs or otherwise.

Notwithstanding any powers granted to this Corporation by these by-laws or by the laws of the State of Texas, the following limitations upon said powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall involve the dissemination of propaganda, or otherwise attempting to influence legislation;

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

(iv) Notwithstanding any other provision of these bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code.

Section 3.3. Term of Office. A Director shall hold office for the term of one year and until his or her successor shall have been elected and qualified. Directors may serve consecutive terms without limit.

Section 3.4. Vacancies. Any vacancy occurring on the Board resulting from the death, resignation, retirement, disqualification, or removal from office of any Director, or as a result of an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the remaining Directors, though not less than a quorum of the Board, at any annual or special meeting, or by any other procedure established by the Board.

Section 3.5. Compensation. No compensation shall be paid to any Director in his or her capacity as Director, except that Directors may be paid their actual and necessary expenses incurred in attending Directors' meetings. In addition, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

ARTICLE IV

OFFICERS

Section 4.1. Roster of Officers. The Corporation shall have a President, Secretary, and Treasurer, and other such officers as the Board of Directors may from time to time elect or appoint.

Section 4.2. Election and Term of Office. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed from office in the manner provided in these By-Laws. One person may hold more than one office. In its discretion, the Directors may leave unfilled any office except those of President and Secretary.

Section 4.3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Election of an officer or agent shall not of itself create contract rights.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5. Compensation. No compensation shall be paid to any officer in his or her capacity as officer, except as specifically authorized by the Board of Directors, and except that officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 4.6. President. The President shall be the chief executive officer of the Corporation and, subject to the Board of Directors, he or she shall be in general charge of the properties and affairs of the Corporation in the ordinary course of its business. The President shall preside at all meetings of the Board of Directors, appoint all regular and special committees and task forces, and serve as an ex-officio member of all such committees and task forces.

Section 4.7. Treasurer. The Treasurer shall have the charge and custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, all checks, notes and other obligations and deposit the same to the credit of the Corporation in such bank or other depository as shall be designated by the Board of Directors; he or she may sign all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as is designated by the Board of Directors; whenever required by the Board of Directors, he or she shall render a statement of his or her cash account; he or she shall enter or cause to be entered regularly in the books of the Corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out on behalf of the Corporation; he or she shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and he or she shall, if required by the Board of Directors, give bond for the faithful discharge of his or her duties in such form as the Board of Directors may require.

Section 4.8. Secretary. The Secretary shall keep the minutes of the Board of Directors meetings, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; keep a register of the postal mailing address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE V

BOARD MEETINGS

Section 5.1. Annual Board Meeting. An annual meeting of the Board shall be held once a year for the purpose of transacting business, planning future meetings, and to attend to the concerns of the Corporation. The annual meeting shall be held in conjunction with the annual meeting of the League, or will be held at such time and place as set by the Board of Directors.

Section 5.2. Regular Board Meetings. The Board shall meet regularly at such times and places as shall be designated from time to time by the resolution of the Board of Directors. Notice of such regular meeting shall not be required.

Section 5.3. Special Board Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the members of the Board.

Section 5.4. Quorum, Vote. No record of any regular or special meeting of the Board of Directors shall be official unless a majority of the voting members of the Board of Directors are present. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5.5. Place of Meetings. The Directors may hold their meetings and may have an office and keep the books of the Corporation, unless otherwise provided by statute, in such place or places as the Board of Directors may determine.

Section 5.6. Notice of Meetings. No notice of meetings of the Board shall be required to be given of regular meetings held in accordance with the Board's schedule for regular meetings, or for the annual meeting. Special meetings of the Board shall be preceded by three (3) days notice, which notice may be by telephone, by postal mail, electronic mail or any other appropriate means and shall be deemed given when such message (whether by voice-mail, electronic mail or otherwise) is sent.

Section 5.7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members of the Board present at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Section 5.8. Waiver of Notice and Consent to Action. Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, or are present at the meeting and do not object to the notice given. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 5.9. Telephone Meetings. Subject to the requirements of Article 9.11 of the Texas NonProfit Corporation Act, as amended, members of the Board of Directors, or members of any committee designated by the Board of Directors may participate in and hold a meeting of the Board or committee thereof by means of conference telephone, video conference or similar communications equipment by means of which all person participating in the meeting can hear each other, and participation in such a meeting or meetings shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1. General. The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or the Corporation only if it is determined in accordance with Section 6.5 of this Article VI that the person:

- (a) conducted himself or herself in good faith;
- (b) reasonably believed:

(i) in the case of conduct in his official capacity as a director of the Corporation, that his or her conduct was in the Corporation's best interest; and

(ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interest; and

(c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 6.2. Limitations on Indemnification. A director may not be indemnified under Section 6.1 of this Article VI for obligations resulting from a proceeding:

(a) in which the person is found liable on the basis that personal benefit was improperly received by him or her, or

(b) in which the person is found liable to the Corporation.

Section 6.3. Effect of Judgment. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 6.1 of this Article VI.

Section 6.4. Amount. A person may be indemnified under Section 6.1 of this Article VI against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the proceeding was brought in by or in behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 6.5. Determination Required. A determination of indemnification under Section 6.1 of this Article VI must be made:

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

(c) by special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in subparagraph (a) or (b) of this Section 6.5, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Section 6.6. Authorization. Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subparagraph (c) of

Section 6.5 of this Article VI for the selection of special legal counsel. Section 6.7. Indemnification if Successful Defense. The Corporation shall indemnify a Director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she is a party because he or she is a Director if he or she has been wholly successful, on

the merits or otherwise, in the defense of the proceeding. Section 6.8. Advance Indemnification. Reasonable expenses incurred by a Director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding after:

- (a) the Corporation receives a written affirmation by the Director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VI and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements; and
- (b) a determination that the facts then known to those making the determination would not preclude indemnification under this Article VI.
- (c) The written undertaking required by subparagraph (a) of this Section 6.8 must be an unlimited general obligation of the Director but need not be secured. It may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section 6.8 must be made in the manner specified by paragraph 6.5 of this Article VI for determining that indemnification is permissible.

Section 6.9. Witness Expense. Notwithstanding any other provision of this Article VI, the Corporation may pay or reimburse expenses incurred by a Director in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named Defendant or respondent in the proceeding.

Section 6.10. Indemnification of Officers. An officer of the Corporation shall be indemnified as, and to the same extent, provided in this Article VI for a Director and is entitled to seek indemnification under that paragraph to the same extent as a Director. The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it may indemnify and advance expenses to Directors under this Article VI.

Section 6.11. Indemnification of Other Parties. The Corporation may indemnify and advance expenses to a person who is not or was not an officer, employee or agent of the corporation but who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it may indemnify and advance expenses to Directors under this Article VI.

Section 6.12. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under this Article VI.

ARTICLE VII

DEPOSITS, GIFTS, DISBURSEMENTS

Section 7.1. 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 Treasurer or Board of Directors may select.

Section 7.2. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Section 7.3. Disbursements. All disbursements shall be by check; however, the Board of Directors may establish a "petty cash" fund for incidental expenses and disbursements. Authorized signatories for bank accounts of the Corporation shall be the Treasurer and President and any other person designated by the Board.

Section 7.4. Distribution of Net Earnings Prohibited. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any of its officers, Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose.

Section 7.5 Compliance with Internal Revenue Code.

(i) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its meetings, and shall keep at its registered or principal office a record giving the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any voting member of the Board for any proper purpose at any reasonable time, and subject to audits by independent auditors, if required.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last of day of December of the same year, except that the initial fiscal year shall begin on the date that the Certificate of Formation has been filed with the State of Texas.

ARTICLE X

DISSOLUTION

Upon dissolution of the Corporation, no Director, officer or other private person shall be entitled to any distribution or division of the Corporation's remaining money and property, or the proceeds thereof, and the Board shall distribute all remaining money and property, after paying or making provisions for payment of all debts and obligations of the Corporation, in furtherance of the charitable purposes set forth in Article II, to such organization or organizations which are at the time of dissolution qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court for such charitable purposes exclusively and to such organizations exclusively.

ARTICLE XI

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority vote of the Board of Directors at any annual meeting, regular meeting or at any special meeting if the notice of the proposed action is contained in the notice of such special meeting

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