

Bylaws of Marcus High School Baseball Booster Club, Inc.

ARTICLE 1

PURPOSE, OBJECTIVES AND PRINCIPLES

1.1 PURPOSE. These bylaws set forth provisions for the regulation and management of the affairs of Marcus High School Baseball Boosters Club, Inc. (hereinafter the "Baseball Boosters Club" or "Corporation.").

1.2 OBJECTIVES. The Baseball Boosters Club has been created and exists for, among other reasons:

A. To support the Edward S. Marcus High School (hereinafter "Marcus High School") baseball program through volunteer work, fund raising and other activities;

B. To create team spirit by demonstrating that the people in the community support the school and its baseball program; and

C. To encourage good sportsmanship toward officials, visitors and the players and coaches of the Marcus High School baseball team and opposing teams; and

1.3 PRINCIPLES. The Baseball Boosters Club shall be guided by the foregoing objectives in carrying out its affairs, and further, shall not interfere with or take any part in the control air direction of the Marcus High School baseball program.

ARTICLE 2

MEMBERSHIP

2.1 Members. Any person, including individuals or families, interested in the general welfare of Marcus High School, its baseball program; or the parents or guardians of students currently participating in the Marcus High School baseball program; or alumni of the program shall be eligible for membership. Payment of annual dues, which shall be determined by the

Board of Directors, shall make an eligible person a member of the Baseball Boosters Club.

2.2 MEMBERSHIP YEAR. The membership year shall be from February 1 through the following January 31.

2.3 LIABILITY OF MEMBERS. Members shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

2.4 VOTING OF MEMBER. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of members. Where a family is a member, each spouse shall be entitled to one vote. All voting members shall be in person, and there shall be no voting by proxy.

2.5 MEETING OF MEMBERS. Regular meetings of membership be held on the first Monday of each month from September to May. Special Meetings of members may be held for any purpose unless otherwise prescribed by law or by the Articles of Incorporation or by these Bylaws and may be called by the President, or upon request of at least three members of the Board of Directors. The meeting to be held on the first Monday of April shall be regarded as an annual meeting, at which time election will be held for officers that shall make up the Executive Committee. Minutes shall be kept of the proceedings of any meeting of members.

ARTICLE 3 DIRECTORS AND EXECUTIVE COMMITTEE

3.1 BOARD OF DIRECTORS. The Board of Directors shall consist of an Executive Committee made up of the following officers of the Baseball Boosters Club; President, First Vice President, Second Vice President, Secretary and Treasurer. In addition to aforementioned Executive Committee members, the Board of Directors shall consist of five (5) additional members. These additional Directors shall be appointed by the President subject to the approval of the Executive Committee. All directors shall be in place by the first meeting held in September (field person, concessions, program, banquet, and membership).

3.2 POWERS OF DIRECTORS. The powers of the Baseball Boosters Club shall be exercised by or under the authority of the Board of Directors acting through its Executive Committee, which may, however, delegate the performance of any duties or the exercise of any powers to individual officers and of the Baseball Boosters Club agents, or committees of the Board that are designated from time to time by the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Baseball Boosters Club between its general membership meetings, shall fix the hour and place of such meetings, shall make recommendations to the general membership, and perform such other duties as are specified in these Bylaws.

3.3 INITIAL BOARD OF DIRECTORS. The initial Board of Directors shall consist of the number of directors and officers named in the Articles of Incorporation. These directors and officers shall make up the initial Executive Committee of the Baseball Boosters Club and shall hold office until elections are held for the Baseball Boosters Club for the 1999-2000 school year.

3.4 ELECTION AND TERM OF OFFICE. Election of the officers that shall make up the Executive Committee of the Board of Directors shall be held during the first general membership meeting in April (which is also the annual meeting) by the membership present at that meeting. Elected Officers shall assume their duties after the last game, either regular season or playoff game, if applicable, of the season or at the last Baseball Boosters Club meeting, whichever comes last, and shall serve for a term of one (1) year. All outgoing officers shall prepare and relinquish all records pertaining to their office at this time.

3.5 REPLACEMENT OF DIRECTORS. Whenever a vacancy exists on the Board of Directors, including a vacancy in the Executive Committee, the vacancy will be filled by the appointment of a new director or officer by the President, subject to the approval of the Board of Directors and subject to the further requirement that the President and Board of Directors shall seek input as it determines is appropriate with respect to the filling of such vacancy from the members of the Baseball Boosters Club. Any person

appointed to fill a vacancy on the Board of Directors will hold office for the unexpired term of his or her predecessor in office.

3.6 MEETINGS OF THE BOARD OF DIRECTORS; QUORUM; MAJORITY VOTE. From time to time, with or without notice, the Board of Directors may at the call of the President hold meetings to carry out the affairs of the Baseball Boosters Club. At any such meeting minutes of the proceedings shall be kept, and reported on to the membership at the next general membership meeting. A majority of the Executive Committee will constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each member of the Executive Committee will maintain one voting right as it pertains to matters considered by the Board of Directors. There shall be no voting by proxy, and a majority vote at any meeting except as otherwise be required by law, the Articles of Incorporation or these Bylaws. If there is no quorum at any meeting of the Board of Directors, the directors present may adjourn the meeting until a quorum shall be present.

3.8 LIABILITY OF DIRECTORS. The directors of Marcus Baseball Booster Club will not be personally liable for its debts, liabilities or other obligations. Further, in the discharge of any duty imposed or power conferred upon a Director of the Corporation, including as a member of a committee, the Director may in good faith and ordinary care rely upon the statements, valuations or information referred to in Articles 139-2.26 and 1396-2.28 of the Texas Non-Profit Corporation Act or upon other information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by (i) one or more officers or employees of the Corporation, (ii) legal counsel, public accountants, or other persons as to matters the Director reasonable believes are within the person's professional or expert competence, or (iii) a committee of the Board of Directors of which the Director is not a member. A Director is not relying in good faith within the meaning of the proceeding sentence if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the above sentence unwarranted.

3.9 TELEPHONIC MEETING. Unless otherwise restricted by the Articles of incorporation, subject to the provisions required or permitted by law or

these Bylaws for notice of meetings, a Director, or a member of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the 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.

3.10 RESIGNATION. Any Director may resign at any time by written notice to the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at such other time as may be specified Thereon, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.11 ACTION BY DIRECTORS WITHOUT MEETING. To the extent permitted by the Articles of Incorporation, any action required to be taken at a regular or special meeting of directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted, and such consent shall have the same force and effect as a unanimous vote of the directors. The consent may be in more than one counterpart so long as each director who is a party to such consent signs one of the counterparts. Every written consent signed by less than all of the directors shall bear the date of signature of each director who signs the consent. Every signed written consent shall be promptly delivered to the Corporation by delivery to its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent of the Corporation having custody of the Corporation's minute book. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation. A telegram, telex, cablegram, or similar transmission by a director, or a photographic, facsimile, or similar reproduction of a writing signed by a director, shall be regarded as signed by a director for purposes of this Section.

If any action by directors is taken by written consent, any article or documents filed with the Secretary of State of Texas as a result of the taking of the action shall state, in lieu of any statement required by the Texas Non-Profit Corporation Act concerning any vote of directors, that written consent has been given in accordance with the provision of the Articles 9.10 of the Texas Non-Profit Corporation Act and that written notice required by such Article has been given.

ARTICLE 4 OFFICERS

4.1 OFFICERS. The officers of the Baseball Boosters Club shall be elected by the members according to the procedures outlined in these Bylaws. The officers shall consists of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer; and may consist of such other officers and agents as the Board of Directors may deem necessary, including an Assistant President, additional Vice Presidents (and, in the case of each additional Vice President, with such descriptive title, if any, as the Board of Directors shall determine), a Controller, and one or more Assistant Secretaries and Assistant Treasurers.

4.2 NOMINATION OF OFFICERS. At the last membership meeting held in March, a Nomination Committee of four (4) members shall be appointed by the Executive Board and chaired by the First Vice President. It shall be the duty of this committee to nominate at least one candidate for each of the offices to be filled at the first meeting in April. Additional nominations from the floor at the April meeting shall be permitted before the election of new officers shall commence.

4.3 ELECTION OF OFFICERS. Officers shall be elected during the first general membership meeting in April by secret ballot by the majority of the members present at the meeting.

4.4 TERM OF OFFICE; RESIGNATIONS. The elected officers shall serve for one (1) year or until their successors are elected. Their term of office shall begin at the close of the main meeting at which they are elected . Their term of office shall begin at the close of the main meeting at which

they are elected. No member shall hold more than one office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office unless this requirement is waived by a majority of the membership during the first general membership meeting in May when officers are to be elected.

4.5 PRESIDENT. The President shall preside at all membership meetings of the Baseball Booster Club and meetings of the Executive Committee and Board of Directors. He or she shall appoint all committees, subject to the approval of the Board of Directors. He or she shall also have such other authority and perform such other duties as may be prescribed from time to time by the Board of Directors and shall endeavor to exercise general leadership over the Baseball Boosters Club.

4.6 FIRST VICE PRESIDENT. The First Vice President shall act in absence of the President. He or she shall also perform those duties as designated by the President. The First Vice President shall have such authority and perform such duties as may be delegated, permitted or assigned from time to time by the Board of Directors, and in the event of the absence, unavailability or disability of the President, shall perform the duties and have the authority and exercise the powers of the President.

4.7 SECOND VICE PRESIDENT. The Second Vice President shall act in the absence of the President and First Vice President. In the absence or disability of the three (3) preceding officers, a member of the Executive Board shall be chosen to act temporarily. The Second Vice President shall have such authority and perform such duties as may be delegated, permitted, or assigned from time to time by the Board of Directors, and in the event of an absence, unavailability or disability of the President and First Vice President, shall perform the duties and have the authority and exercise the powers of President.

4.8 SECRETARY. The Secretary shall have the duty of recording the proceedings of the meetings of the Executive Committee, the Board of Directors and the general membership meetings in a minute book to be kept for that purpose. In the absence of the Secretary, the minutes of all the meetings of the Executive Committee or of general membership meetings shall be recorded by such person as shall be designated by the President.

The Secretary shall review the minutes of the previous meetings at meetings of the members of the Baseball Booster Club, the Executive Committee, and the Board of Directors.

4.9 TREASURER. The Treasurer shall have custody of the corporate funds and shall keep or cause to be kept full and accurate accounts and records of receipts and disbursements and other transactions and books belonging to the Corporation and shall deposit all monies and other valuable effects of the Corporation in the name of the Corporation. The Treasurer shall also disburse funds of the Baseball Booster Club subject to the requirement that all checks will require two signatures of the members of the Executive Committee. Further, at each general membership meeting, Executive Committee meeting and Board of Directors meeting the Treasurer shall report regarding the Baseball Booster Club's financial condition. The Treasurer, in addition, shall perform such other duties as may be permitted by law or as the Board of Directors or the President may from time to time prescribe, authorize or delegate. The Board of Directors may by resolution delegate, with or without power to re-delegate, any or all of the foregoing duties of the Treasurer to other officers of the Board of Directors of the Baseball Boosters Club. In addition, if required by the Board of Directors, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

ARTICLE 5 INDEMNIFICATION AND INSURANCE

5.1 EXTENT OF INDEMNIFICATION. The Corporation shall indemnify and advance expenses to any person who (i) is or was a Director, officer, employee, or agent of the Corporation or (ii) serves or has served 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 fullest extent that a corporation may or is required to grant indemnification to a director under the Texas Non-Profit Corporation Act; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee or agent, or any person who is identified in (ii) of the first clause of the Article and who is not a Director to such

further extent, consistent with the law, as may be provided by the Corporation's Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or by contract, or as otherwise permitted or required by common law.

5.2 INSURANCE. The Corporation may purchase or maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, officer, employee, agent or person as specified in Section 1 of this Article, against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify him against such expense, liability, or loss under the Texas Non-Profit Corporation Act.

5.3 PRIVATE FOUNDATION EXCEPTION. Notwithstanding anything to the contrary contained in these Bylaws, if the Corporation is ever determined to be a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), any indemnification provided for by this Article V, and any insurance premiums paid on account of such indemnification provisions, shall be limited to the payment or reimbursement of expenses (other than taxes, penalties, or expenses of correction) including attorney's fees, incurred with respect to the defense of a judicial or administrative proceeding involving Chapter 42 of the Code or state laws relating to the mismanagement of funds of charitable organizations., if:

- (i) Such expenses are reasonable incurred in connection with such proceeding;
- (ii) The defense is successful, or such proceeding is terminated by settlement, and the act or failure which led to the liability for tax under Chapter 42 was neither willful nor without reasonable cause; and
- (iii) The expenses are incurred by or on behalf of an officer or Director of the Corporation, or any person having powers or responsibilities similar to those of officers or directors, and with respect to any act or failure to act, the employees of the Corporation having authority or responsibility with respect to such act or failure to act.

ARTICLE 6 GENERAL PROVISIONS

6.1 GENERAL MEETINGS. The first general meeting of the Baseball Booster Club shall be in September and the last meeting shall be in May of the ensuing year. Interim meetings shall be scheduled by the Board of Directors.

6.2 REGULAR BUSINESS. During general meetings of the Baseball Boosters Club any member may make a motion, second a motion made, and vote oral motions that may affect the business or activities of the Baseball Boosters Club. A simple majority of the membership present shall be required to enact or undertake action.

6.3 PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Baseball Boosters Club in all cases to which they are applicable and which are not consistent with these Bylaws and any special rules of order the baseball Boosters Club may adopt.

6.4 AMENDMENT OF BYLAWS. These Bylaws may be amended at any meeting of the Baseball Boosters Club by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting.

6.5 CONTRACTS. The Board of Directors may, by duly adopted resolution, authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances.

6.6 GIFTS AND CONTRIBUTIONS. The Board of Directors or the Executive Committee may:

Accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (“donations”) for the general and special charitable purposes of the Corporation on such terms as the Board or Committee will approve;

Hold such funds or property in the name of eh Corporation or of such nominee or nominees as the Board or Committee may appoint;

Collect and receive the income from such funds or property;

Devote the principal or income from such donations to such benevolent and charitable purposes as the Board or Committee may determine; and

Enter into agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as eh done may designate and after approval of such agreement by the Board or Committee devote the principal or income from that donation according to the agreement.

6.7 METHOD OF NOTICE. Whenever by law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any committee member or Director, it shall not be construed to mean personal notice, but any such notice may be given in writing: (i) in person; (ii) by mail, postage prepaid, addressed to such committee member or Director at his address as it appears on the records of eh Corporation, or (iii) by facsimile transmission; provided that notice to Directors or committee members may be by telephone. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail as aforesaid. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon successful transmission of the facsimile.

6.8 WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of law, of the articles of incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawful called or convened.

6.9 BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of the Board of Directors and each committee of its Board of

Directors having any authority of the Board of Directors. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.10 FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

6.11 CONSTRUCTION. Whenever context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable an possible:

and or inoperative. (a)

(b) the remainder of these Bylaws shall be considered valid and operative, Effect shall be given to the intent manifested by the portion held invalid

6.12 TABLE OF CONTENTS; HEADINGS. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, the table of contents and headings shall be subordinated in importance to the other written material.

6.13 DEPOSITS. All funds of the corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.14 CHECKS, DRAFTS, AND ORDERS FOR PAYMENT. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors will from time to time by resolution determine. In the absence of such determination, such instruments will be signed by the Treasurer or an assistant treasurer, and countersigned by the President or a vice president of the Corporation.