

AMENDED AND RESTATED BYLAWS OF THE HIGHLANDER HOME RUN CLUB

ARTICLE I - GENERAL

1. NAME

This organization is incorporated under the laws of the State of Texas and shall be known as The Highlander Home Run Club (the "HHRC").

2. PURPOSE

The HHRC is organized exclusively for charitable purposes, more specifically, to provide the necessary support for the high school baseball team.

- a. Controlling Regulations. To this end, the HHRC shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be solely devoted to said purposes.
- b. Objectives. The objectives of the HHRC are:
 - a. To assist the coaches in establishing an organization to support the baseball program, its coaching staff and players.
 - b. To encourage and maintain continued communication between the coaches and club members.
 - c. To engage in fundraising activities for the benefit of the high school baseball program, its players and for the promotion of its objectives.
 - d. This organization seeks to avoid any action that would tend to interfere or conflict with current school and/or UIL policy.
 - e. To promote enthusiasm in the school and community for high school baseball.

3. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the HHRC shall be as set forth in the HHRC's Articles of Organization. The registered office or the registered agent may be changed by resolution of the Executive Board, upon making the appropriate filing with the Secretary of State.

4. OTHER OFFICES

The HHRC may also have other offices at such places within Montgomery County, Texas as the Executive Board may designate, or as the business of the HHRC may require or as may be desirable.

ARTICLE II - MEMBERS

1. CLASSES OF MEMBERS

Membership in the HHRC is open to any adult who supports the purpose of the HHRC and currently has a student, or has previously had a student, participating on The Woodlands High School baseball team, without regard to race, color, sex, handicap, creed or national origin.

Membership in the HHRC is voluntary and is based upon the payment of annual dues to the HHRC. Yearly dues of this organization shall be established by the incoming Executive Board. Only the HHRC member shall be eligible to serve in any of the HHRC appointive positions or to vote on any issues presented. However, all parents, guardians, friends and supporters of The Woodlands High School baseball team may attend and participate in the discussion at any club meeting.

The HHRC shall conduct an annual voluntary enrollment of members, but persons may be admitted to membership at any time.

2. TERMINATION OF MEMBERSHIP

Any member displaying conduct in total disregard to the purpose of the organization may be suspended or expelled by the Executive Board by an affirmative vote of fifty-one percent (51.00%) of the Executive Board, after an appropriate hearing. Additionally, for any given school year, any member who fails to make timely payment of its annual dues shall automatically be suspended, pending payment of such outstanding dues.

3. RESIGNATION

Any member may resign by filing a written resignation with the Executive Board.

4. REINSTATEMENT

Upon written request signed by a former member and filed with the Executive Board, the Executive Board may, by the affirmative vote of fifty-one percent (51.00%) of the Executive Board, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate. Additionally, upon making payment of any outstanding dues, a former member shall automatically be reinstated to membership.

5. TRANSFER OF MEMBERSHIP

Membership in this HHRC is not transferable or assignable.

6. PLACE OF MEETING

Regular member meetings shall take place no less than two (2) times a year on a date and time pre-established by the Executive Board. Dates and times of the meeting(s) shall be presented by the President at the first general meeting of the year. The agendas and dates shall be determined by the Executive Board and only topics on the agenda will be discussed. The Executive Board may meet prior to the regular general membership meetings. The Executive Board may designate any other place within Montgomery County, Texas as the place of meeting for any regular meeting, annual meeting or for any special meeting called by the Executive Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at any place determined by the Head Coach within the State of Texas, but if all of the members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

7. ANNUAL MEETING

The annual meeting of members shall be held during the month of February of each year. The time, date, place, and purpose of the annual meeting shall be posted on the Highlander Baseball website or Highlander social media account, and the general membership shall be notified of said meeting either by personal contact or by mail, electronic mail, or by web site posting.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the HHRC. In the event the Executive Board fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the HHRC. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Executive Board, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

8. NOTICE OF MEMBERS' MEETING

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, by mail, by electronic mail, or by internet website posting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the HHRC, with postage thereon paid. If transmitted by electronic means, notice is deemed to be given on successful transmission of said notice.

9. SPECIAL MEMBERS' MEETINGS

Special meetings of the members may be called by the President, three (3) directors of the Board, or by twenty percent (20%) of the general membership.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Executive Board may be held.

10. VOTING OF MEMBERS

Each member, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Articles of Organization or these Bylaws.

Unless otherwise provided by the Articles of Organization or these Bylaws, a member may vote in person, by absentee ballot, or by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact, including by email. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by email, by facsimile transmission, or by any combination thereof.

At each election for directors, every member entitled to vote at such election shall have the right to vote, in person, by proxy or by absentee ballot, for as many persons as there are directors to be elected and for whose election the member has a right to vote.

The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Organization, or these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used. At the election of the Executive Board, online voting procedures may be established as an alternative means for voting.

11. QUORUM OF MEMBERS

Unless otherwise provided in the Articles of Organization or in these Bylaws, members holding five percent (5.00%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Articles of Organization or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Organization or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

12. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, such date in any case not be earlier than the sixtieth (60th) day before the date the action requiring the determination of members is originally to be taken.

A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Executive Board fix a new date for determining the right to notice or the right to vote. The Executive Board must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

13. VOTING LISTS

The HHRC shall maintain a list of the names of all the voting members who are entitled to vote at the meetings of the HHRC. Not later than ten (10) business days after receipt of a prior written request, the list of voting members will be made available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.

14. ACTION BY MEMBERS WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

2. NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be five (5), plus the head baseball coach, provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Executive Board, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

At the regular annual meeting of members, and at each annual meeting thereafter, the members shall elect directors. At the first regular annual meeting of members following the adoption and effective date of these Amended and Restated Bylaws, five (5) directors shall be elected by the vote of the members, with two (2) of the first directors so elected serving for an initial term of one (1) year, two (2) of the first directors so elected service for an initial term of two (2) years, and the remaining director first elected serving for an initial term of three (3) years. Directors receiving the highest number of votes will serve the longest term as director. Thereafter, the directors' terms shall be two (2) year terms (beginning July 1st and ending June 30th two years later). Those candidates for election as director receiving the greatest percentage of the votes either in person, by proxy or by absentee ballot shall be elected to serve until their term expires.

The Executive Board of the HHRC shall consist of the President, the First Vice-President (Sponsorship/Fundraising), the Second Vice-President (Committees/Events), the Secretary, and the Treasurer.

3. ATTENDANCE

Directors shall seek to attend the Executive Board meetings and general member meetings. If any director misses three (3) consecutive meetings in a row, including regular meetings, special meetings, and exclusive board meetings, the director will be considered removed from his/her position for failure to fulfill the duties of director.

4. REMOVAL

All directors shall act in the best interest of the HHRC. If any director is found to be derelict of his/her duties, is corrupt, or participates in any act/behavior that brings dishonor or negates the purpose and/or goals of this organizations he/she shall be immediately reported for removal.

A director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. Additionally, a director may be removed from office if absent from three consecutive meetings, or by a majority vote of the membership for failure to fulfill the duties of their office.

5. RESIGNATION

A director may resign by providing written notice of such resignation to the HHRC at any point in the year. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective. The Executive Board will determine if it is practical and reasonable to hold a special election to fill the slot or reassign duties until the next election.

6. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any vacancy occurring in the Executive Board shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Executive Board. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

7. ANNUAL MEETING OF DIRECTORS

Prior to each annual meeting of members, the Executive Board elected at such meeting shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Executive Board may be changed by resolution of the Executive Board.

8. REGULAR MEETING OF DIRECTORS

Regular meetings of the Executive Board shall be held prior to the regular meetings of the members of the HHRC, or as otherwise designated by the Board. Regular meetings of the Executive Board may be held with or without notice at such time and place as may be from time to time determined by the Executive Board.

9. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Executive Board whenever requested to do so by the President or by three (3) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

10. PLACE OF DIRECTORS' MEETINGS

All meetings of the Executive Board shall be held either at the location described in Article I, Section 3 of these By-Laws or at such other place within Montgomery County, Texas, as shall be specified in the notice of meeting or executed waiver of notice.

11. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Executive Board shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or email to each director at that director's address as shown by the records of the HHRC. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

12. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Executive Board shall be a majority of the number of directors at any given time, but in no case less than three (3) directors of the Board. Directors present by proxy may be counted toward a quorum, including proxy by email. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or the Articles of Organization.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

13. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Executive Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. A director shall not be precluded from serving the HHRC in any other capacity and receiving compensation for such services. Member of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.

14. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Executive Board entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the HHRC's Articles of Organization so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Executive Board or any action that may be taken at a meeting of the Executive Board of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Executive Board or committee members as would be necessary to take that action at a meeting at which all of the Executive Board or members of the committee were present and voted.

Each written consent shall bear the date of signature of each director or committee member who signs the consent. A written consent signed by less than all of the Executive Board or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the HHRC in the manner required by this section, a consent or consents signed by the required number of Executive Board or committee members is delivered to the HHRC at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the HHRC having custody of the books in which proceedings of meetings of Executive Board or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the HHRC's principal place of business shall be addressed to the President or principal executive officer of the HHRC.

Prompt notice of the taking of any action by Executive Board or a committee without a meeting by less than unanimous written consent shall be given to all Executive Board or committee members who did not consent in writing to the action.

If any action by Executive Board or a committee is taken by written consent signed by less than all of the Executive Board or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Executive Board or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a director or member of a committee or a photographic, photostatic, facsimile, email or similar reproduction of a writing signed by a director or member of a committee shall be regarded as signed by the director or member of a committee for purposes of this section.

15. COMMITTEES OF THE EXECUTIVE BOARD

The Executive Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Board in the management of the HHRC, except that no such committee shall have the authority of the Executive Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the HHRC; amending or restating the Articles of Organization; adopting a plan of merger or adopting a plan of consolidation with another HHRC; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the HHRC; authorizing the

voluntary dissolution of the HHRC or revoking proceedings therefore; adopting a plan for the distribution of the assets of the HHRC; or amending, altering or repealing any resolution of the Executive Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Executive Board, or any individual director, of any responsibility imposed by law upon the Executive Board or upon any individual director.

Other committees not having and exercising the authority of the Executive Board in the management of the HHRC may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the HHRC, and the President of the HHRC shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the HHRC shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the HHRC and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. No chairperson shall serve in the same office for more than two consecutive years without approval from the Executive Board.

Upon the expiration of the term of office or in the case of resignation, each committee chairperson shall deliver to their successors, without delay, all records, books and other materials pertaining to the office, no later than July 1.

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

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

ARTICLE IV - OFFICERS

1. NUMBER OF OFFICERS

The officers of the HHRC shall consist of the President, First Vice-President (Sponsorship/Fundraising), Second Vice-President (Committees/Events), Treasurer, Secretary, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Executive Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be

performed by a single committee, including the functions of both President and Secretary. All officers of the HHRC must be members of the HHRC.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

Nominations for officers will be taken at the April meeting. Election will be held by ballot or as provided by by-laws. A candidate for office shall have been a member of the HHRC for at least one year. All positions with expired terms will be open to the general members.

An officer may not serve more than two (2) consecutive terms in the same office.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Executive Board whenever in their judgment the best interests of the HHRC will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term. An unexpired term of less than nine (9) months shall not be deemed a full term for that member's service in the position.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Executive Board shall from time to time designate, notwithstanding those duties expressly provided herein. All officers shall perform their duties subject to the directions and under the supervision of the Executive Board. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the HHRC, as between themselves and the HHRC, shall have such authority and perform such duties in the management of the HHRC as may be provided in these Bylaws, or as may be determined by resolution of the Executive Board not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of the HHRC, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the HHRC or another person, that were prepared or presented by: (1) one or more other officers or employees of the HHRC, including members of the Executive Board; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

- a. Shall be the principal executive officer, in general, supervise and control all of the business affairs of the HHRC.
- b. Shall preside at all meetings, set meeting agendas, and schedule all meeting times and locations.
- c. Shall give the authorized signature, along with any other Executive Board Member, as deemed by the Executive Board, on any authorized contracts and banking accounts after being prepared by the Treasurer with proper documentation.
- d. Shall appoint committee chairman as deemed necessary, and actively participate in fundraising.
- e. Shall assist other Executive Board Members as needed.

6. FIRST VICE-PRESIDENT (SPONSORSHIP/FUNDRAISING)

- a. Shall act as aid to the President and shall perform the duties of the President in the absence, inability, or refusal of that officer.
- b. Shall be in charge of all fundraising and sponsorships approved by the Executive Board and Head Coach.

7. SECOND VICE-PRESIDENT (COMMITTEES/EVENTS)

- a. Shall be in charge of committees and events approved by the Head Coach and Executive Board.
- b. Shall be in charge of coordinating all hospitality and gifts for the HHRC.
- c. Shall actively participate with fundraising activities.

8. SECRETARY

- a. Shall keep the minutes of the meetings; retain copies of all officer and committee reports.
- b. Shall conduct such correspondence as may be delegated by the coaches, officers and committees, this includes but is not limited to email and social media.
- c. Shall maintain the HHRC roster.
- d. Shall actively participate with fundraising activities.

9. TREASURER

- a. Shall receive all money of the organization and keep accurate records of receipts and expenditures.
- b. Shall disburse monies authorized by the organization.
- c. Shall present a statement of accounts at each meeting and an annual report shall be presented at the February Booster Club meeting.
- d. Shall prepare and provide a year-end financial report.
- e. Shall ensure that a year-end financial audit be conducted by a review committee or accountant and submitted, along with year end financial report to the Executive Board, Coaches, HHRC Members, the Principal of TWHS and the CISD Internal Auditor.

- f. Shall prepare and submit financial reports and information to an outside tax prepare for annual tax return preparation and filing.
- g. In order to maintain the highest level of internal control, the treasurer shall not be an authorized signer on checks or other financial documents.
- h. The treasurer shall actively participate in all fundraising activities.

10. THE WOODLANDS HIGH SCHOOL BASEBALL'S HEAD COACH

- a. Retains final approval or veto power of any function, if said function will interfere with the procedures, policy and/or the best interest of HHRC, in accordance with CISD policy.
- b. Shall vote as a tie-breaker if a tie occurs during voting.

ARTICLE V - CERTIFICATES OF MEMBERSHIP

1. CERTIFICATES OF MEMBERSHIP

The Executive Board may, in its sole discretion, provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. If issued, such certificates shall be signed by the President or First Vice-President and by the Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the HHRC. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Executive Board determine.

2. ISSUANCE OF CERTIFICATES

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate may be issued in that member's name and delivered to the member by the Secretary, if the Executive Board shall have provided for the issuance of certificates of membership under the provisions of this Article V.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The HHRC shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The HHRC may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the HHRC or who is or was serving at the request of the HHRC as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic HHRC, employee benefit plan, other enterprise, or other entity, 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 HHRC would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the HHRC would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the HHRC. Without limiting the power of the HHRC to procure or maintain any kind of insurance or other arrangement, the HHRC may, for the benefit of persons indemnified by the HHRC, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the HHRC; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the HHRC or with any insurer or other person deemed appropriate by the Executive Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the HHRC. In the absence of fraud, the judgment of the Executive Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VII – FINANCIAL POLICY

1. All monies received by the organization shall be held in a checking account, money market account or certificate of deposit in a local bank. All checks shall require two (2) signatures. The President, the First Vice-President, the Second-Vice President and the Treasurer shall be the signatures authorized.
2. The Executive Board may vote to expend such funds as are necessary for baseball expenditures incurred prior to adoption of the approved budget for the fiscal year.
3. The Executive Board may, on request from the Head Coach, hire consultants to assist with baseball activities. Each consultant must execute a contract with HHRC prior to initiating any services for the varsity baseball team. Each contract shall describe the consultant's responsibilities, terms of service and terms of compensation. Contact information shall also be provided including address, phone number, and email address. Each contract must be signed by the consultant, the President, the Treasurer and the Head Coach. A current W-9 must be signed by each consultant and filed along with the records of the HHRC.

4. The Executive Board shall prepare and present a report on the financial status of the organization at the Annual Meeting each year.
5. At the discretion of the membership, through a majority vote of those present at any scheduled meeting of the organization, an outside auditor shall be retained to perform a limited review, review, or audit of the books and records of the HHRC, as determined by the membership.

ARTICLE VIII – MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the HHRC under the provisions of the Texas Business Organizations Code, the Articles of Organization, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the HHRC, members of the Executive Board, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section 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.

3. SEAL

The HHRC may adopt a corporate seal in such form as the Executive Board may determine. The HHRC shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the HHRC.

4. CONTRACTS

The Executive Board may authorize any officer or officers, agent or agents of the HHRC, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HHRC, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the HHRC shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Executive Board.

6. DEPOSITS

All funds of the HHRC shall be deposited from time to time to the credit of the HHRC in such banks, trust companies, or other depositories as the Executive Board may select.

7. GIFTS

The Executive Board may accept on behalf of the HHRC any contribution, gift, bequest or devise for the general purposes or for any special purpose of the HHRC.

8. BOOKS AND RECORDS

The HHRC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Executive Board, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the HHRC, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the HHRC relevant to that purpose, at the expense of the member. It will be the responsibility of the Executive Board to pass these records in coherent order to incoming board members of the respective position by July 1. HHCR will supply the means of this record keeping that will be consistent throughout the HHRC.

9. FINANCIAL RECORDS AND ANNUAL REPORTS

The HHRC shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the HHRC, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the HHRC shall be kept at the registered office or principal office of the HHRC in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The HHRC may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year of the HHRC shall begin on the first (1st) day of July and shall end on the thirtieth (30th) day of June, or as otherwise determined by the Executive Board.

11. LIMITATION ON ACTIVITIES

The organization shall be non-partisan, non-commercial and non-sectarian. The organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

12. USE OF NAMES

The name of the organization or the names of any member in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest for any purpose not appropriately related to the promotion of the organization.

13. USE OF FUNDS

No part of the net earnings of the organization shall be distributed to its members, directors, trustees, officers or other private persons 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 objectives set forth herein.

ARTICLE IX - CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X - AMENDMENT OF BYLAWS

The Executive Board may amend or repeal these Bylaws, or adopt new Bylaws, by a majority vote of the Executive Board unless the Articles of Organization or the Texas Business Organizations Code limits such powers.


Alternatively, these Bylaws may be amended by at least five (5) HHRC general members by submitting the revision request to the Secretary. Then, the revision must be presented to a quorum of general members at a meeting and the revision request must be approved by a majority vote of those present.

All approved amendments shall become effective immediately and recorded by the Secretary.

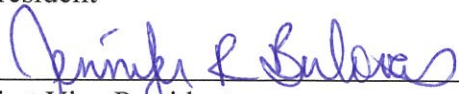
ARTICLE XI – DISPOSITION OF ASSETS UPON DISSOLUTION

As per Section 22.304 of the Texas BOC, in the event of a dissolution or termination of the HHRC, after all liabilities and obligations of the HHRC in the process of winding up are paid, satisfied, and discharged in accordance with Chapter 11 of the BOC, the property of the HHRC shall be applied and distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of the Internal Revenue Code as provided in a plan of distribution adopted by the HHRC under the BOC unless the Articles of Organization provides otherwise.

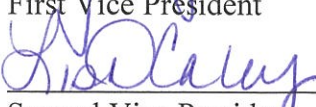
Adopted by the Executive Board effective on April 25th, 2019.



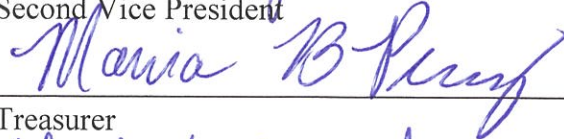
President



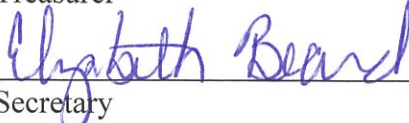
First Vice President



Second Vice President



Treasurer



Secretary