
BYLAWS OF
NORTH TEXAS FASTPITCH COACHES ASSOCIATION

TABLE OF CONTENTS

1.	NAME	1
2.	PRINCIPAL OFFICES OF THE CORPORATION	1
	A. Principal Office	1
	B. Other Offices	1
3.	PURPOSES AND LIMITATIONS	2
	A. General Purposes.....	2
	B. Specific Purposes	2
	C. Limitations	2
4.	DIRECTORS	3
	A. Powers of Directors	3
	(1) General Corporate Powers	3
	(2) Specific Powers	4
	B. Number of Directors.....	5
	C. Election of Directors	5
	D. Vacancies on Board.....	5
	(1) Events Causing Vacancy	5
	(2) Resignations	5
	(3) Filling Vacancies	6
	(4) No Vacancy on Reduction of Number of Directors	6
	E. Directors' Meetings	6
	(1) Place of Meetings	6
	(2) Meetings by Telephone	7
	(3) Regular Meetings	7
	(4) Special Meetings	7
	F. Action Without a Meeting.....	10
	G. Compensation and Reimbursement.....	10

H.	Committees.....	10
(1)	Committees of the Board	10
(2)	Meetings and Action of Committees	11
5.	OFFICERS	12
A.	Officers of the Corporation	12
B.	Election of Officers	12
C.	Other Officers.....	12
D.	Removal of Officers	13
E.	Resignation of Officers	13
F.	Vacancies in Offices.....	13
G.	Responsibilities of Officers.....	13
(1)	Chairman of the Board	13
(2)	President	14
(3)	Vice Presidents	14
(4)	Secretary	14
(5)	Treasurer (Chief Financial Officer)	15
6.	INDEMNIFICATION	16
A.	Right of Indemnity	16
B.	Approval of Indemnity	17
C.	Advancement of Expenses	17
7.	INSURANCE	17
8.	RECORDS AND REPORTS	18
A.	Maintenance of Corporate Records.....	18
B.	Maintenance and Inspection of Articles and Bylaws	18
C.	Inspection by Directors	19
9.	CONSTRUCTION AND DEFINITIONS	19
10.	AMENDMENTS	19
11.	FISCAL YEAR	19

12. ADDITIONAL PROVISIONS

20

BYLAWS OF

NORTH TEXAS FASTPITCH COACHES ASSOCIATION

1. NAME

The name of this corporation is **NORTH TEXAS FASTPITCH COACHES ASSOCIATION**.

2. PRINCIPAL OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the business, affairs, and activities of the corporation is located at 2005 Westminster Ct., McKinney, TX 75070 6952, in Collin County, Texas. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be by corporate resolution, or noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

3. PURPOSES AND LIMITATIONS

A. General Purposes

This corporation is a nonprofit charitable and educational corporation and is not organized for the private gain of any person. It is organized for charitable and educational purposes.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Specific Purposes

Within the context of the general purposes stated above, the specific purpose of this corporation shall be to promote the game of fast-pitch softball by providing fast-pitch coaches and athletes the support and necessary resources to improve overall skills, training and level of competition.

C. Limitations

- (1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h)

of the Internal Revenue Code, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501(h) of the Internal Revenue Code.

- (2) The property of this corporation is irrevocably dedicated to charitable and educational purposes, as set forth in Subsection 3.A. above. No part of the net earnings of this corporation shall inure to the benefit of its directors, officers, private shareholders or members, or to any individual.
- (3) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable and educational purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

4. DIRECTORS

A. Powers of Directors

(1) General Corporate Powers

Subject to the provisions and limitations of the laws of the State of Texas, and any other applicable laws, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

(2) Specific Powers

Without prejudice to the general powers set forth in Subsection 4.A.(1) of these bylaws, but subject to the same limitations, the board shall have the following powers in addition to other powers enumerated in these bylaws:

- a. To select and remove at the pleasure of the board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws; to fix their compensation; and to require from them security for faithful service;
- b. To change the principal office or the principal business office in the State of Texas from one location to another; to cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of Texas; and to designate any place within or outside the State of Texas for holding any meeting of members;
- c. To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as they may deem best;
- d. To adopt and use a corporate seal and alter the form of the seal;
- e. To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures,

deeds of trust, mortgages, pledges, hypothecations,
and other evidences of debt and securities; and

- f. To exercise all other powers conferred by the laws of the State of Texas, or other applicable laws, consistent with the articles of incorporation.

B. Number of Directors

The authorized number of directors shall be four (4).

C. Election of Directors

All directors shall be elected to hold office for one (1) year. Each such director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

D. Vacancies on Board

(1) Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; or (c) the increase of the authorized number of directors.

(2) Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the

president, or to a quorum of the directors of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of Texas, no director may resign if the corporation would then be left without a duly elected director.

(3) Filling Vacancies

Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(4) No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

E. Directors' Meetings

(1) Place of Meetings

Regular or special meetings of the board may be held at any place within or outside the State of Texas that the board may designate by resolution or in the notice of the meeting or, if not so designated, meetings shall be held at the corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the board may be held at any place consented to in writing by all board members, either before or after the meeting. If such

consents are given, they shall be filed with the minutes of the meeting.

(2) Meetings by Telephone

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(3) Regular Meetings

Regular meetings of the board may be held without call or notice at such time and place as the board shall fix from time to time.

(4) Special Meetings

a. Authority to Call

Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, or the secretary or any two directors.

b. Notice

(i) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office

who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements

Notices of special meetings of the board of directors sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents

The notice of a special meeting of the board of directors shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(iv) Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board. A meeting at which a

quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(v) Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(vi) Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(vii) Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment

to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board of directors. All such consents shall be filed with the minutes of the proceedings of the board.

G. Compensation and Reimbursement

Directors shall receive no compensation for their services as directors, but may receive reimbursement for expenses in attending meetings.

H. Committees

(1) Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the authorized number of directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such

committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the board or on any committee that has the authority of the board;
- b. Fix compensation of the directors for serving on the board or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any board resolution that by its express terms is not so amendable or repealable; or
- e. Create any other committees of the board or appoint members of committees of the board.

(2) Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

5. OFFICERS

A. Officers of the Corporation

The officers of the corporation shall be a president, a secretary, and a treasurer (chief financial officer). If required by law, the corporation shall also have a vice president. If not required by law, the corporation may have, at the board's discretion, one or more vice presidents. The corporation may have at the board's discretion, a chairman of the board, one or more assistant secretaries, one or more assistant treasurers (assistant financial officers), and such other officers as may be appointed in accordance with Subsection 5.C. of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer (chief financial officer) may serve concurrently as either the president or the chairman of the board.

B. Election of Officers

All officers shall be elected to hold office for one (1) year. The officers of the corporation, except those appointed under Subsection 5.C. of these bylaws, shall be chosen by the board and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers

The board may appoint and may authorize the chairman of the board, the president, or other officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the board and also, if the officer was not chosen by the board, by an officer on whom the board has conferred that power of removal.

E. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

G. Responsibilities of Officers

(1) Chairman of the Board

If the chairman of the board is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as may be assigned by the

board or prescribed by the bylaws. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties prescribed by these bylaws for the president of the corporation.

(2) President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, the president shall, subject to the control of the board, be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. In the absence of the chairman of the board, or if there is none, the president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

(3) Vice Presidents

In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(4) Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and

of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in the State of Texas, a copy of the articles of incorporation and bylaws, as amended to date.

b. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by the bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(5) Treasurer (Chief Financial Officer)

a. Books of Account

The treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and transactions. The treasurer (chief financial officer) shall send or cause to be sent to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The treasurer (chief financial officer) shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and directors, when requested, an account of all transactions as treasurer (chief financial officer) and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Bond

If required by the board, the treasurer (chief financial officer) shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer (chief financial officer) on his or her death, resignation, retirement, or removal from office.

6. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts

actually and reasonably incurred by them in connection with any legal or administrative proceeding, and including an action by or in the right of the corporation.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification, the board shall promptly determine whether the person should be entitled to indemnification, and, if the person is, the board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Subsection 6.A. and Subsection 6.B. of these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

7. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

8. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

- (1) Adequate and correct books and records of account; and
- (2) Written minutes of the proceedings of its board and committees of the board.

B. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in the State of Texas, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal office of the corporation is outside the State of Texas and the corporation has no principal business office in this State, the secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to date.

C. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind and to inspect the physical properties of the corporation and each of its subsidiaries for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and laws of the State of Texas shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

10. AMENDMENTS

Bylaws may be adopted, amended, or repealed by the approval of the board.

11. FISCAL YEAR

The fiscal year of this corporation shall end on the last day of the month of December.

12. ADDITIONAL PROVISIONS

In these Bylaws, the word 'trustee' may be substituted for the word 'director.'