

BYLAWS
OF
THE CORONADO THUNDERBIRD BAND BOOSTER ASSOCIATION

ARTICLE ONE
NAME, LOCATION & OFFICES

1.01. Name. The name of this corporation is THE CORONADO THUNDERBIRD BAND BOOSTER ASSOCIATION.

1.02. Principal Office. The principal office of the corporation is located in El Paso, Texas, with the initial registered office of the corporation being located at 100 Champions Place, El Paso, Texas 79912. For the purpose of these bylaws any reference to the "principal office" of the corporation shall be deemed to refer to such location as may be determined by the board of directors and set forth in a resolution duly adopted. The corporation may have such other offices, either within or without the State of Texas, as the business of the corporation may require and the board of directors may determine.

ARTICLE TWO
SEAL

2.01. Seal. No corporate seal shall be required.

ARTICLE THREE BUSINESS OF
THE CORPORATION

3.01. Purpose. The purpose or purposes for which the corporation is organized are to provide financial and other assistance to the Coronado High School Band, to promote musical education in the community, and to perform any and all other acts necessary or incident to the performance of the foregoing purposes. At all times and within such purposes, to operate exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue code of 1986 ("the Code"), and to transact such other business

as maybe permitted corporations exempt from tax under section 501(c)(3) ofthe Code and incorporated under the Texas Non-Profit Corporations Act, the predecessor to Chapter 22, Texas Business Organizations Code.

3.02. Powers. The corporation shall possess all corporate powers provided by the Texas Non-Profit Corporations Act and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and permitted corporations exempt from tax under Section 501(c)(3) of the Code.

ARTICLE FOUR MEMBERS

4.01. Members. The people eligible to become members of this corporation shall be the parents, guardians or other adult family members of students who belong to the Coronado High School Band. Each family shall be entitled to have two registered members of the corporation. An eligible person becomes a member of this corporation upon the completion of a Coronado Thunderbird Band Booster Association Registration Form and is eligible to vote immediately. The band director, school principal and any assistant band director are Honorary Members of the corporation without the need to complete the registration form. Membership in the corporation shall be for the period from the time the registration form is completed and signed until September 15 of the following year. Members shall be entitled to vote on the election of the directors/officers forming the executive committee, ratification of directors appointed by the executive committee and the removal of the directors, elected or appointed, of the corporation, as well as vote on such other business matters as may be delegated to a vote of the members by the board of directors. Each member shall be entitled to one vote on each matter submitted to the vote of the members.

4.02. Membership Dues. There shall be no dues paid to the corporation, until such time as the board of directors shall pass a resolution assessing dues.

4.03 Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Honorary Members shall not be entitled to vote on any matter. There shall be no voting by proxy.

4.04. Transfer and Assignment. Membership in this corporation is not transferable or assignable.

ARTICLE FIVE MEETINGS OF MEMBERS

5.01. Annual Meetings. An annual meeting of the members shall be held during the month of April in each year beginning with the year 2007 at such time and place as may be specified in the notice of the meeting, for the purpose of electing the Executive Committee and for the transaction of such other business as may come before the meeting.

5.02. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than ten percent (10%) of the members.

5.03. Place of Meeting. All meetings of members shall be held at the registered office of the corporation in the State of Texas or at such other location as may be designated by the president or board of directors. 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 a meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

5.04. Notice of Meeting. In case of the annual or a special meeting, written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than four (4) or no more than fifty (SO)

days before the meeting, either personally, by mail or by e-mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon paid. If e-mailed, such notice shall be deemed to be delivered one (1) hour after said e-mail has been sent.

5.05. No Quorum. Any motion shall pass by the majority vote of members in attendance at the meeting.

ARTICLE SIX BOARD OF DIRECTORS

6.01. General Powers. The business and affairs of the corporation shall be managed by its board of directors. The board of directors may adopt such rules and regulations for the conduct of their meetings and management of the business and affairs of the corporation as they may deem proper, not inconsistent with the laws of the State of Texas, the Articles of Incorporation of this corporation or these bylaws. The board of directors shall cause an examination to be made annually of the books and records of the corporation by an accountant or other qualified person to be selected by the board of directors.

6.02 Executive Committee. The board of directors Executive Committee shall consist of nine members as follows: a president, a vice president of activities - support, a vice president of activities - equipment, a vice president of ways and means – fundraising, a vice president of ways and means – cash management, a vice president of guard, treasurer, a s s i s t a n t treasurer and secretary. Amended 8/6/09. **Amended 6/5/13.**

6.03. Powers of the Executive Committee. The executive committee shall have the same powers as the board of directors during the months of June, July and August until the August meeting of the board of directors, provided that the executive committee cannot approve the budget of the corporation, nor approve any loans, nor amend the bylaws of the corporation.

6.04. Election, Number and Qualification. The number of directors of the corporation shall be no less than three (3) nor more than twenty five (25). The executive committee of the board of directors shall be nominated by the board of directors and elected by the members of the corporation at the annual meeting provided for in these bylaws. The remaining directors shall consist of the chairperson(s) of any committee formed by the board of directors and appointed by a majority vote of the executive committee, subject to the ratification of such appointments at the member's meeting held in September of each year.

6.05. Annual Meeting. The annual meeting of the board of directors shall be held during the first two weeks of August of each year. The purpose of such annual meeting shall be to consider ratifying the actions of the executive committee during the months of June, July and August up until the annual meeting and to discuss and create the budget for the coming year and such other business as may come before the board of directors. The annual meeting of the directors shall be called by the president or any two members of the executive committee of the board of directors. The board of directors may provide, by resolution, the time and place, either within or without the state of Texas, for the holding of additional regular meetings without other notice than such resolution.

6.06. Special Meetings. Special meetings of the board of directors may be called at the request of the president or any director. The president may fix any place, either within or without the state of Texas, as the place for holding any special meeting of the board of directors called by them.

6.07. Notice. Notice of any special meeting shall be given at least four (4) days previously thereto by written notice delivered personally, mailed ore-mailed to each director at his business or home address, at the direction of the president, or the secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered one (1) hour after said e-mail has been 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 transacted at, nor the purpose of, any regular meeting or special meeting of the board of directors need be specified in the notice or waiver notice of such meeting.

6.08. Quorum. One third (1/3) of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided, that if less **than** one third of such number of Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

6.09. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

6.10. Informal Action by Directors. Unless specifically prohibited by the Articles of Incorporation of this corporation or these bylaws, any action required to be taken at a meeting of the board of directors, or any other action which may be taken at such a meeting may be

taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by more than fifty percent (50%) all the directors entitled to vote with respect to the subject matter thereof as the case may be. Any such consent signed by said directors shall have the same effect as a majority vote at a meeting, and may be stated as such in any document filed.

6.11. Vacancies. Any vacancy occurring in the board of directors by reason of the resignation, removal or death of a director shall be filled by the affirmative vote of the executive committee. A director so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

6.12. Compensation. The directors shall serve without compensation for their services to the corporation as directors.

6.13. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.14. Term. Each director shall hold office until the election of the new executive committee at the annual member's meeting in April.

6.15. Removal. Any director, or the entire board of directors, may be removed, with or without cause, at any meeting of the members called expressly for that purpose by the majority of the members present.

ARTICLE SEVEN
OFFICERS

7.01. Number. The officers of the corporation shall be a president, a vice president of activities - support, a vice president of activities - equipment, a vice president of ways and means – fundraising, a vice president of ways and means – cash management, a vice president of guard, treasurer, assistant treasurer and secretary. Any two offices may be held by the same person, except the offices of president and secretary. These officers form the executive committee. **Amended 08/06/09. Amended 6/5/13.**

7.02. Election and Term of Office. The executive committee/officers of the corporation shall be elected annually by the members of the corporation at the annual meeting of the members. Vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner set forth herein for that purpose. Election or appointment of an officer or agent shall not of itself create contract rights.

7.03. Removal. Any officer elected by the members of the corporation may be removed by a vote of a majority of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

7.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the board of directors for the unexpired portion of the term.

7.05. President. The president shall be the principal executive officer of the corporation and shall call and preside over meetings of the board of directors and shall exercise such powers as may be delegated to him by the board of directors and shall in general supervise and control all of the business and affairs of the corporation. He shall countersign all checks

issued by the corporation for which a properly completed check request form has been provided. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

7.06.1 Vice President Activities – Support. In the absence of the president or in the event of his inability or refusal to act, the vice president of Activities - Support, or in the absence of the both the president and vice president of support then the vice president-ways and means - fundraising, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Said vice-presidents may sign any instruments the board of directors has authorized to be executed, with the secretary; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors. The first vice president shall also countersign all checks for which a properly completed check request form has been provided in the absence of the president. The VP ACTIVITIES SUPPORT, in general, oversees activities other than equipment that help to support the band. These activities include: Game/Contest Day Meals, Uniforms, Chaperones, Video and Still Photography, Senior Night (Pictures/Flowers), Band Banquet, Duffel Bags and Band Jackets. **Amended 08/06/09. Amended 6/5/13.**

7.06.2 Vice President Activities – Equipment. The VP EQUIPMENT, in general, oversees the care and transportation of all band equipment, props, sound system, water, and stadium pads for band performances and competitions. **Amended 6/5/13.**

- 7.07. Treasurer.** The treasurer shall:
- A. Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever;
 - B. Countersign all checks for which he has been given a properly completed check request form.
 - C. In general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors; and
 - D. The treasurer shall be bonded in such form and amount as shall be required by the board of directors.

7.08. Assistant Treasurer. The assistant treasurer shall be responsible for maintaining all records pertaining to student accounts and the apportioning of all funds received between student accounts and the general account. The assistant treasurer shall countersign checks when the treasurer is unavailable for any reason.

- 7.09. Secretary.** The secretary shall:
- A. Keep the minutes of the meetings of the board of directors and of the Members of the corporation in one or more books provided for that purpose;
 - B. See that all notices are duly given in accordance with the provisions of these bylaws, or as required by law;

- C. Be custodian of the corporation records;
- D. Be responsible for the corporation's correspondence;
- E. In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

7.10.1 Vice President-Ways and Means - Fundraising. The vice president-ways and means fundraising shall:

- A. Be responsible for organizing and coordinating all fundraising activities of the corporation.

- B. Be responsible for the collection of all funds, including from the band room mailbox depository, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article Eight of these bylaws.

- C. Be responsible for ensuring that the corporation is in compliance with all rules and regulations pertaining to fundraising established by the University Interscholastic League (when applicable), El Paso Independent School District, including but not limited to Section Fifteen of the *, and Coronado High School. This includes the filing of the Booster Club/PTA Fund Raiser Application found in said Section Fifteen through the business office of Coronado High School.

- D. Be responsible for maintaining all fundraising records, including copies of all approved fundraising applications, contact information for said fundraisers and any other records and documents pertaining to fundraising. **Amended 6/5/13**

7.10.2 Vice President – Ways and Means – Cash Management. The vice president of ways and means cash management shall be responsible for regularly checking the band room mailbox, counting all money received, preparing a separate deposit slip for each type of transaction, and depositing all moneys in the booster association’s bank account. **Amended 6/5/13**

7.11 Vice President – Guard. The vice president of guard shall be responsible for coordinating all activities that pertain solely to the guard/flag line of the band, (“Legacy”). This includes coordinating all fundraising activities for the guard, provided that the vice president- guard shall provide all information concerning said fundraising to the vice president – ways and means – fundraising, deliver all funds received to the vice president – ways and means – fundraising for deposit into the corporations account. The vice president – ways and means – fundraising shall also be furnished a copy of all signed and approved fundraising applications to be kept with the records of the vice president – ways and means – fundraising. **Amended 6/5/13**

7.12. **Compensation.** No officer shall be entitled to receive any compensation for services performed for the corporation as a director or officer.

ARTICLE EIGHT CONTRACTS, LOANS. CHECKS & DEPOSITS

8.01. **Contracts.** Contracts entered into in the ordinary course of business may be signed by the president of the corporation; provided further, however, than any contract which is executed on behalf of the corporation which is not in the ordinary course of business shall first be authorized by the board of directors and shall be signed by the president of the corporation.

The board of directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and delivery any instrument which is in the ordinary course of business in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

8.02. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

8.03. Checks and Drafts. All payments from corporate funds shall be made by check and shall be countersigned both by the president (or, when the president is unavailable, the first vice president) and the treasurer (or, when the treasurer is unavailable, the assistant treasurer), two signatures being required.

8.04. Deposits. All funds of the corporation not otherwise employed shall 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.

ARTICLE NINE COMMITTEES

9.01. Membership. The board of directors, by resolution adopted by it at a regularly scheduled meeting, may designate one (1) or more committees, each of which shall have and may exercise all of the authority delegated to it by the board in such resolution. Each committee so designated shall consist of one (1) or more persons, one of which must be a member of the board of directors. The remaining members of the committee need not be directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it by law.

9.02 Creation of Other Committees. The board of directors may also create other committees not having and exercising the authority of the board in the management of the corporation. In this case, membership on such committees may, but need not be, limited to directors.

9.03. Term of Office. Each member of a committee shall continue as such until the election of the new Executive Committee at the annual members meeting of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.04. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

9.05. Vacancies. 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.

9.06. Quorum. Unless otherwise provided in the resolution of the board of directors 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.

9.07. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors.

9.08. Standing Committees. In addition to any other committees which the board of directors may designate, there shall be the following standing committees:

A. Executive Committee. The corporation shall have an executive committee, which shall consist of the a president, a vice president of activities - support, a vice president of activities - equipment, a vice president of ways and means – fundraising, a vice president of ways and means – cash management, a vice president of guard, treasurer, assistant treasurer and secretary, as well as the band director and any assistant band director of the Coronado High School Band. The purpose of such committee shall be the nomination of the Directors and the transaction of such other business as may be delegated to the executive committee by these bylaws and by resolution of the board of directors. Amended 08/06/10. **Amended 6/5/13.**

B. Ways and Means. The ways and means committee shall consist of a chairperson, vice chairperson, and a sub-chairperson for each fundraising project. The committee shall be responsible for implementing, coordinating and overseeing all fundraising activities of the corporation, as may be approved by the board of directors. The committee shall also be responsible for making recommendations to the board of directors concerning implementing new fundraising projects and discontinuing fundraising projects approved by the board.

B. Chaperones. The chaperone committee shall be responsible for providing chaperones for all band activities, including chaperones for all bus rides and stadium chaperones during the band's performance at any football game and any other activity as may be requested by the band director or assistant director.

C. Equipment. The equipment committee shall be responsible for the care and transportation of all band equipment for any performance.

D. Guard. The guard committee shall be responsible for all coordinating and overseeing all activities of the guard/flag line, including the planning and implementation of all fundraising activities conducted solely by the guard.

E. Hospitality. The hospitality committee shall be responsible for coordinating and overseeing all hospitality events of the corporation and the band, including the hospitality requirements of the luminarias committee and assisting in the hospitality requirements of the recruitment committee.

F. Luminarias. The luminarias committee shall be responsible for the coordinating and overseeing the construction, delivery and pick up of luminarias.

G. Luminaria Sales. The luminarias sales committee shall be responsible for coordinating and overseeing the sales of luminarias, including the holding of a clinic on sales for all students and all activities as may be necessary to increase the sales of luminarias.

H. Membership. The membership committee shall be responsible for maintaining all the membership records of the corporation, including contact information such as addresses, telephone numbers and e-mail information.

I. Nominating. The nominating committee shall be responsible for making recommendations to the members concerning the nomination of all officers of the corporation as set out above.

J. Pads. The pads committee shall be responsible for providing sitting pads for the band at all football games.

K. Percussion. The percussion committee shall be responsible for all coordinating and overseeing all activities of the percussion section/drum line, including the planning and implementation of all fundraising activities conducted solely by the percussion, and the coordinating of placement of all percussion instruments for all band performances.

L. Publicity. The publicity committee shall be responsible for all publicity for the corporation and band, including the placement of newspaper, radio and television announcements, and obtaining appearances on local television programs when possible.

O. Recruitment. The recruitment committee shall be responsible for coordinating and overseeing all recruitment activities of the corporation and the band, especially the recruitment of eighth grade band members to the Coronado High School Thunderbird Band.

P. Refreshments. The refreshment committee shall be responsible for providing all refreshments-water, snack and other drinks-during all football games, and other performances as may be requested by the band director or assistant band director.

Q. Uniforms. The uniform committee shall be responsible for the storage, cleaning, fitting and alterations of all band uniforms.

ARTICLE TEN
INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS

10.01. Right to Indemnification. The corporation may indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that that person is or was a director, officer, employee, member or agent of the corporation. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification, if approved, shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the corporation.

10.02. Limitations on Indemnification.

A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the corporation.

B. Indemnification under this bylaw shall be available only after a determination has been made that the person acted in good faith and;

(1) In the case of conduct in an official capacity, reasonably believed his or conduct to be in the best interests of the corporation, or

(2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the corporation.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by paragraph (b) above must be made:

(1) By majority vote of a quorum of board of directors not named as defendants or respondents in the proceeding; or

(2) If such a quorum cannot be obtained by a majority vote of a committee of the board of directors designated by majority vote of all directors, consisting of two or more directors not named defendants or respondents in the proceeding; or

(3) By special legal counsel selected by the board of directors or by a committee of the board by vote as set forth in subparagraphs (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (3) above, for the selection of special legal counsel.

10.03. Indemnity for Successful Defense. In spite of any limitations set forth in paragraphs 10.01 and 10.02 above to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person may be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

10.04. Advancement of Expenses. Reasonable expenses incurred by a director, officer, employee, or agent of the corporation who was, is or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the corporation in advance of the final disposition as authorized by the board of directors. Before authorizing the advance, the board of directors must determine that under the facts then known indemnification would not be precluded under these bylaws. In addition, the board must receive:

A. A written affirmation by the director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these bylaws for indemnification; and

B. A written undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it ultimately determined that he or she had not met the standard of conduct necessary under these bylaws for indemnification.

10.05. Indemnification Not Exclusive. The indemnification provided by this article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, and vote of the disinterested directors or otherwise. The indemnification provided by this article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the corporation or any person referred to in this article may have or acquire under the laws of the State of Texas. Indemnification shall

continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this article.

10.06. Insurance. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or designated agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the corporation would have the power to indemnify him or her under the provisions of this article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the directors. Without limiting the corporation's power to procure or maintain any kind of insurance or other arrangement, the corporation, for the benefit of persons it has indemnified, may (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 corporation's assets or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the corporation or with any insurer or other person deemed appropriate by the board of directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the corporation. In the absence of fraud, the judgment of the board of directors as to the terms and conditions of the insurance or other arrangements and the identity

of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangements 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 ELEVEN FISCAL YEAR

11.01. Fiscal Year. The fiscal year of the corporation shall end on the last day of the month of July each year.

ARTICLE TWELVE AMENDMENTS

12.01. These bylaws may be altered, amended or repealed and new bylaws adopted at any meeting of the board of directors of the corporation by a vote of two-thirds (2/3) of the directors then in office. Notwithstanding paragraph 6.05 of these bylaws, in the case of a regular or special meeting at which these bylaws may be altered, amended or repealed and new bylaws adopted, notice of the proposed changes must be given in the notice of such meeting.

ARTICLE THIRTEEN FINANCES

13.01. The board of directors shall formulate a budget of the estimated income and expenditures of the corporation for the year and announce such budget to the membership at the first meeting held after the commencement of the school year. Approval by a two-thirds (2/3rds) vote of the regular members in attendance at such meeting shall be necessary for the adoption of the budget.

ARTICLE FOURTEEN
CONSTRUCTION OF
BYLAWS

14.01. Whenever the 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, the, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative;
- and,
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

DATED this 5th day of June, 2013.

President, Barbara Mesa

Vice President of Activities, Leon Ekery

Treasurer, Melanie Mullings

I, Jennifer Petty, secretary of the said corporation, do hereby certify that the foregoing is a true and correct copy of the bylaws of the corporation duly adopted by the board of directors as of the date so stated.

Jennifer Petty, Secretary