**Bylaws**

**Of**

**Archery Academy of Texas Corporation**

**Preamble**

These bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of the Archery Academy of Texas Corporation. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of the Archery Academy of Texas Corporation, these bylaws will be controlling.

**ARTICLE I**

These bylaws constitute the code of rules adopted by the Archery Academy of Texas (the Corporation) for the regulation and management of its affairs.

**ARTICLE II**

**Purpose**

The Corporation is a non-profit, education and development organization with the purpose of providing, promoting, establishing, and funding youth and adult archery programs, education and training in the State of Texas. This will be accomplished by providing our communities well-structured, comprehensive archery programs focused on development and achievement in the sport of archery, and their lifelong engagement in health and wellness programs.

**ARTICLE III**

**Board of Directors**

**Section 1: Powers**. The Corporation is a Texas Non-Profit Corporation without members. The Board of Directors (Directors) is vested with the management of the business and affairs of this Corporation, subject to the Texas Non-Profit Corporation Act, the Business Organizations Code, the Articles of Incorporation, and these bylaws.

**Section 2: Qualifications.** Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. The three initial Directors of the Corporation as set forth in the Articles of Incorporation by virtue of their office shall be the initial Officers of the Corporation (The President, Vice President and Secretary/Treasurer).

**Section 3: Number of Directors.** The Board of Directors will consist of not less than three Directors and not more than five Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Articles of Incorporation or Articles of Incorporation as constituting the initial Board of Directors.

**Section 4: Term of Directors.** Directors shall serve terms of two years. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

**Section 5: Election of Directors.** Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or re­placement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election­). Board members whose terms have expired may continue serving until they are either re-appointed or until their succes­sors are chosen.

**Section 7: Resignation.** Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

**Section 8: Removal.** Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

**Section 9: Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

**Section 10: Compensation.** The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. The Board of Directors shall receive $250.00 each per year as compensation and reasonable expenses for activities related to their roles on the board.

**Section 11: Conflict of Interest.** Any Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. In particular, the Corporation, its Directors, officers and employees shall follow the Conflict of Interest Policy and Procedures set forth in the attached Appendix A.

**ARTICLE IV**

**Committees**

**Section 1: Executive Committee.** The President, Vice President, Secretary/Treasurer of the Corporation shall constitute the executive committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

**Section 2: Standing Committees**. The Corporation may have standing committees to assist the Board of Directors in carrying out the management of the Corporation, including but not limited to: a Finance and Resource Management Committee, a Development Committee, and a Program Committee. The Board of Directors shall appoint the members of each committee. Directors, employees of the Corporation and members of the community may be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Treasurer of the Corporation shall serve as the Chair of the Finance and Resource Management Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

(a) The Finance and Resource Management Committee shall assist the President and Board in preparing and presenting the annual budget, make necessary investment choices, and generally protect the soundness of the corporation's finances and fiscal operations.

(b) The Development Committee shall be responsible for fundraising and capital campaigns, public relations, maintaining the visibility of the corporation, and governmental relations.

(c) The Program Committee shall be responsible for planning, developing, and evaluating the Corporation's programs.

**Section 3: Additional Committees.** The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation and these bylaws.

**ARTICLE V**

**Board Meetings**

**Section 1: Place of Board Meetings.** Regular and Special Meetings of the Board of Directors will be held at a place agreed upon by the Board, or if no agreement can be reached, then at a place designated by the President.

**Section 2: Regular and Special Meetings.** Regular meetings of the Board of Directors shall be held four times a year or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or one third of the Directors.

**Section 3: Notice of Board Meetings.** Notice of the date, time, and place of Regular and Special Board Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than two weeks prior to the meeting.

**Section 4: Waiver of Notice.** Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**Section 5: Quorum.** A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

**Section 6: Actions without a Meeting.** Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

**Section 7: Voting and Proxy Voting.** Each Director shall have one vote, and may vote by proxy. A Director who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

**ARTICLE VI**

**Officers**

**Section 1: Initial and Additional Officers.** The Corporation shall have initial officers including a President, a Vice President, and a Secretary/Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other offices and officers as may be appointed, divided or established by the Directors. One person may hold two or more offices, except those persons serving as President and Secretary may not be the same person.

**Section 2: Election and Removal of Officers.** All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' meeting for the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

**Section 3: Vacancies.** If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

**Section 4: President.**

\* The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given delegated by the Board of Directors.

\* The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.

\* The President shall convene and preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order. If the President cannot preside at such meetings, he shall arrange for other members of the executive committee to preside at such meetings in the following order: Vice-Chair, Secretary/Treasurer.

\* The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

\* The President shall be one of the officers who may sign the checks or drafts of the organization.

**Section 5: Vice President.**

\* The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

\* The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

**Section 6: Secretary.**

\* The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

\* The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.

\* The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.

\* The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.

\* The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.

\* The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.

\* The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.

\* The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

\* The Secretary may be, but is not required to be, one of the officers required to sign the checks and drafts of the organization.

\* The Secretary shall present to the Board at any meetings any communication addressed to him as Secretary of the organization.

\* In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

**Section 7; Treasurer**.

\* The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

\* The Treasurer will render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

\* The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.

\* The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.

\* The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.

\* The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director.

**ARTICLE VII**

**Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

**ARTICLE VIII**

**Operations**

**Section 1: Execution of Documents.** Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

**Section 2: Disbursement of Funds.** Financial Transactions which have a value of $3,000.00 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Treasurer may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. Notwithstanding the above, all checks of more than $3,000.00 disbursing funds from any of the Corporation’s accounts shall require the signatures of at least two of the following: the President, Vice President, Secretary/Treasurer.

**Section 3: Records.** The Corporation will keep correct and complete records of account and

will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

**Section 4: Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

**Section 5: Loans to Management.** The Corporation will make no loans to any of its Directors or Officers.

**Section 6: Fiscal Year.** The fiscal year for the Corporation will be January 1 to December 31.

**Section 7: Annual Budget**. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount exceeding $2,500.00.

**Section 8: Contracts and Grants**. The Board may authorize any officer(s) or agent(s) to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

**Section 9: Checks, Drafts, or Orders for Payment**. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

**Section 10: Deposits:** All funds of the Corporation shall be deposited from time to time in such banks, trust companies, or other depositories as the Board shall select.

**Section 11: Acceptance of Donations or Gifts.** The Board and Officers may accept on behalf of Corporation any cash donation, contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of a significant non-cash donation, contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash donation, contribution, gift, bequest, or devise by the Corporation would be consistent with and further the purposes of the Corporation.

**Section 12: Contracts Involving Board Members and/or Officers.** Upon full disclosure of a potential direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and after compliance with the Conflict of Interest Policy attached as Appendix A, members of the Board and officers of the Corporation may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of the Corporation involving a matter in which a Director or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these bylaws which prohibit the Corporation’s use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the Corporation’s exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of the Corporation be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

**Section 13: Investments.** The Corporation shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

**Section 14: Exempt Activities.** Notwithstanding any other provision of these bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE IX**

**Indemnification**

**Section 1: Right to Indemnification**. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director, officer, or committee member of the Corporation or (ii) while a director, officer, or committee member of the Corporation, is or was serving at the request of the Corporation as a director, officer, committee member, partner, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code (“TBOC”) as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN-APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. Such right shall be a contract right and shall include the right to be paid by ORGANIZATION expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC as the same exists or may hereafter be amended. As used herein, the term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

**Section 2: Reimbursement for Out-of-Pocket Expenses**: If a claim for indemnification or advancement of reasonable expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the TBOC, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

**Section 3: Survivorship of Right to Indemnity**. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives.

**Section 4: Insurance**. The Corporation shall purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under these bylaws or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise.

**ARTICLE X**

**Dissolution & Winding Up**

**Section 1: Winding Up.** Upon the necessity for the dissolution and/or winding up the Corporation, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

**Section 2: No Rights of Board Member to Assets**. Upon Dissolution of the Corporation, no Board member shall have any rights nor shall receive any assets of the organization. The assets of the Corporation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these bylaws. In the event of dissolution the Corporation, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI**

**Miscellaneous**

**Section 1: Captions**. Captions (i.e., article and section headings) are inserted in these bylaws for convenience only and in no way define, limit, or describe the scope or intent of these bylaws, or any provision hereof, nor in any way affect the interpretation of these bylaws.

**Section 2: Severability of Clauses**. If any provision of these bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these bylaws shall remain operative and binding.

**Section 3: Amendments.** The Board of Directors may adopt amendments to the Articles of Incorporation by a vote of the majority of Directors present at a meeting where a quorum is present. These bylaws may also be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

**CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of the Archery Academy of Texas on \_\_\_\_\_\_\_\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President or Secretary