

BYLAWS  
OF  
CLEAR LAKE SAILING CLUB

a Texas Non-Profit Corporation  
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ARTICLE ONE - OFFICES

Section 1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - PURPOSES

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable, literary and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation will include providing education of and promoting public awareness and interest in sailing. The corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting sailing, with emphasis on low-cost preliminary and ongoing education, to provide opportunities for the members of the community to participate in sailing classes and competition, and to serve as a resource for sailing. The Corporation may engage in any activities which further its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue 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(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### ARTICLE THREE - MEMBERS

Section 3.01. The corporations shall have such classes of members as may be determined by the Board.

### ARTICLE FOUR - MEETING OF MEMBERS

Section 4.01. Annual Meeting. An annual meeting of the members shall be held in March of each year, beginning with the year 2000, for the purpose of soliciting nominations for the Board of Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

Section 4.02. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 4.03. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporate action may be taken.

Section 4.04. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purpose for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4.05. Record Dates. The record date for determining which members are entitled to notice of any meeting of members shall be the day before notice is given or, if notice is waived, the day before such waiver of notice. The record date for determining which members are entitled to vote at any meeting of members shall be the day before such meeting. Within two days after notice of any meeting is given as provided under Section 4.04 of these Bylaws, the Corporation shall have prepared a list of all members entitled to notice of such meeting and a list of all members entitled to vote at such meeting but not entitled to notice of such meeting. These lists shall be available for inspection and copying by any voting member, at a reasonable time and at the expense of such member, prior to the meeting; and the lists shall also be available during the meeting.

Section 4.06. Voting. Each member shall be entitled to one (1) vote on any matter to be determined by the members of the Corporation.

Section 4.07. Quorum. One-tenth (10%) of the members entitled to vote at any meeting shall constitute a quorum at such meeting.

Section 4.08. Informal Action by Directors or Members. Any action required by law to be taken at a meeting of the Board of Directors or Members, or any action which may be taken at such of meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors or Members as would be necessary to take that action at a meeting at which all of the Directors or Members were present and voted. Each written consent shall be delivered, by hand or certified mail, return receipt requested, to the Secretary or other officer or agent of the Corporation having custody of the Corporation's minute book(s). A written consent signed by less than all of the Directors or Members is not effective to take the action unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Article, a consent or consents signed by the required number of Board members or Members is delivered to the Corporation as provided in this Article. For purposes of this Article, a telegram, telex, cablegram, or similar transmission by a Board member or Member or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Board member or Member shall be regarded as signed by the Board member.

## ARTICLE FIVE - BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

Section 5.02. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than fifteen (15). Each Director shall serve for one year. The initial terms of additional Directors should be fixed to ensure that a disproportionate number of Directors (not more than one-half) will not be up for election in any given year.

Section 5.03. Regular Meetings. The Board of Directors shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there

shall never be less than one annual meeting of the Board of Directors.

Section 5.04. Annual Meetings. Beginning in 2000, an annual meeting of the Board of Directors shall be held at the date, time and place determined by the Board of Directors.

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 5.06. Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created

Section 5.07. Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. 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 when 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 or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.08. Quorum. A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.10. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 5.11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

Section 5.13. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

Section 5.14. Removal. Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors.

Section 5.15. Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

## ARTICLE SIX - OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary

Section 6.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 6.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation 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 or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the corporation.

Section 6.06. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors. Additionally, the Vice President shall maintain the Corporation's membership roster, produce and distribute the newsletter, and take care of the publicity of any public event held by the corporation with the assistance of other Board members as deemed necessary.

Section 6.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall 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, 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 these Bylaws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; he or she shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and 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 or her by the President or by the Board of Directors.

Section 6.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, and, 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 or her by the President or Board of Directors. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE SEVEN - COMMITTEES

Section 7.01. Appointment. The President shall appoint members of committees established by the Board of Directors. The Board of Directors shall appoint the chairperson of each committee. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Both Directors and members of the Advisory Board may serve on all committees except the Executive Committee.

Section 7.02. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of who are Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

Section 7.03. Executive Committee. The Board of Directors may from among its members appoint an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Committee. The Committee shall meet at the call of the President or the Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority but never less than three of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting shall be by a majority of those present all acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive committee shall be filled by appointment by the Board of Directors. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all

action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

Section 7.04. Nominating Committee. The President shall, with thirty (30) days advance notice to the Board of Directors, appoint the members of the Nominating Committee created by the Board of Directors. The members shall be members of the Board of Directors and Advisory Board appointed to nominate candidates for officers and directors. Additional nominations may be made by Directors at the annual meeting.

Section 7.05. Advisory Committee. The Board of Directors may appoint an Advisory Committee at such times as it deems necessary. The function and purpose of the Advisory Committee shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the Corporation may undertake.

Section 7.06. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 7.07. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his or her 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.

Section 7.08. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 7.09. 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.

Section 7.10. 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.

Section 7.11. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7.12. Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved



by approval of sixty-six percent (66%) or more of all members of the Board of Directors.

#### ARTICLE EIGHT - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 8.03. Deposits. All funds of the Corporation 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.

Section 8.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

#### ARTICLE NINE - BOOKS AND RECORDS

Section 9.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including, a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information return (Form 990), and a copy of the Articles of Incorporation, By-Laws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990.

#### ARTICLE TEN - FISCAL YEAR

Section 10.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

## ARTICLE ELEVEN - SEAL

Section 11.01. Seal. The Board of Directors may authorize a corporate seal

## ARTICLE TWELVE - WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE THIRTEEN - AMENDMENTS TO BYLAWS

Section 13.01 Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

## ARTICLE FOURTEEN - AMENDMENTS TO ARTICLES

Section 14.01. Amendments to Articles. The Directors shall adopt a resolution setting forth any proposed amendment to the Articles of Incorporation and direct that it be submitted to vote at a meeting of the Members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be delivered, either personally, by mail or by facsimile transmission, to each member having voting rights not less than ten (10) nor more than sixty (60) days prior to the meeting. The amendments may then be adopted by a two-thirds majority of Members present and entitled to vote at the meeting.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By-Laws of **Clear Lake Sailing Club**, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of the Corporation, this 19<sup>th</sup> day of May, 2000.

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Attorney-in-Fact