

**AMENDED BYLAWS  
OF THE  
FRISCO FOOTBALL LEAGUE  
a Texas non-profit corporation**

**ARTICLE I.  
ORGANIZATION AND BOARD OF DIRECTORS**

Section 1. Organization of League and Governance by Board of Directors. The property and affairs of the FRISCO FOOTBALL LEAGUE (the “League”) shall be managed and controlled exclusively by the Board of Directors, and subject to any restrictions imposed by (i) law, (ii) the Articles of Incorporation filed with the Secretary of State of Texas on January 15, 1998 (the “Original Articles of Incorporation”) and any amendments thereto filed with the Secretary of State of Texas (collectively, the “Articles of Incorporation”) or (iii) these Amended Bylaws (the “Bylaws”), the Board shall exercise all of the powers of the League. The League shall be governed by these Bylaws, as well as by the applicable provisions of the Texas Business Organizations Code related to governance of Texas non-profit corporations.

Section 2. Election, Duties and Removal.

The number of Directors will be a number determined by the then current Board that is not less than three (3) and not greater than fifteen (15), unless otherwise determined appropriate by fifty-one percent (51%) of all elected/appointed Board members, whether or not present at a meeting at which a quorum is present. Directors need not be Texas residents. Each Director will serve for a term of twelve (12) months, or until he/she resigns or is otherwise removed or replaced, as provided herein. Notwithstanding the foregoing, if a person is elected/appointed as a member of the Executive Board (as contemplated by Article III, Section 1 herein), then the person’s term on the Board will be for two (2) years (instead of one (1) year) from the point that such person is elected/appointed to the Executive Board.

At any meeting at which the election of a Director is held, a Director may nominate a person with the second of any other Director. A person who meets the qualifications for a Director and who has been duly nominated may be elected as a Director. Directors will be elected by the vote of fifty-one percent (51%) of all of the elected/appointed Directors, whether or not present at a meeting at which a quorum is present. A Director may be elected to succeed himself or herself as Director. The Board will fill any vacancy in the Board by the vote of fifty-one percent (51%) of all of the elected/appointed Directors, whether or not present at a meeting at which a quorum is present.

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Leagues’ best interest. In this context, the term “ordinary care” means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the League or another person that has been prepared or presented by a variety of persons, including officers and employees of the League, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to

have the duties of trustees of a trust with respect to the League or with respect to any property held or administered by the League, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Contracts or transactions between Directors or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by not only the Board, as provided hereinabove regarding Board decisions, but also by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

A Director may not vote by proxy.

Directors may not receive salaries for their services as Directors, but individuals serving as Directors may receive salaries or compensation for services performed or provided in the capacity of an employee or contractor. A Director may serve the League in any other capacity and receive compensation for those services. Any compensation that the League pays to a Director will be reasonable and commensurate with the services performed.

The Board may vote to remove a Director at any time, with or without cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda. At the meeting, the Director may present evidence of why he or she should not be removed and may not have any third party attend the meeting with him or her. At the meeting, the League will consider possible arrangements for resolving the problems that are in the mutual interest of the League and the Director. The Board may remove a Director by the vote of fifty-one percent (51%) of all of the elected/appointed Directors, whether or not present at a meeting at which a quorum is present.

The Board may hold meetings, maintain an office and keep (or cause to be kept) the League's books and records at such place or places within or without the State of Texas as the Board may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the League's registered office in the State of Texas.

Section 3. Annual Meetings. The Annual Meeting of the Board shall be held at 7:30 p.m. on the 2<sup>nd</sup> Wednesday of December of each calendar year, unless another time or place is established by resolution of the Board, for the purpose of (i) electing officers for the ensuing years, and (ii) transacting such other business as may be properly brought before such Annual Meeting. Notice of an Annual Meeting shall be required only if the Annual Meeting is not held on the date and time specified above.

Section 4. Regular Meetings. Regular meetings of the Board ("Regular Meeting") shall be held at such times and places as shall be designated, from time to time, by resolution of the Board. Notice of a Regular Meeting shall be required.

Section 5. Special Meetings. Special meetings of the Board (“Special Meetings”) shall be held whenever called by the (i) the Secretary, upon written request of any two (2) Officers or Directors, or (ii) the President. Notice of a Special Meeting shall be required.

Section 6. Notice of Meetings. The Secretary shall give notice of each Annual Meeting (if required by Article I, Section 3 of the Bylaws), Regular and Special Meetings to each Director in person, or by mail, telegraph or telephone at least seven (7) days before such meeting. Unless otherwise indicated in such notice or unless the Articles of Incorporation or the Bylaws require otherwise, any and all matters pertaining to the League’s purposes and business may be considered and acted upon at such meeting. At any such meeting at which every Director shall be present even though without written notice, any matter pertaining to the League’s purposes and business may be considered and acted upon unless the Articles of Incorporation or the Bylaws prohibit action upon any such matter.

Section 7. Telephonic Meetings. Subject to the notice provisions of Article I, Section 6 of the Bylaws, the Board may participate in or hold an Annual meeting, a Regular Meeting or a Special meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such telephonic meeting shall constitute presence in person at such meetings except where a person participates in the telephonic meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 8. Quorum. A majority of the Directors shall constitute a quorum for any Board meeting. If at any meeting of the Board there is less than a quorum present, a majority of those Directors present may adjourn the meeting from time to time. The act of at least a majority of all of the elected/appointed Directors, whether or not present at a meeting at which a quorum is present, shall be the act of the Board, unless the act of a greater number is required by (i) law, (ii) the Articles of Incorporation, or (iii) the Bylaws.

Section 9. Conduct of Business. At meetings of the Board, matters pertaining to the League’s purposes and business shall be considered in such order as the Board may determine from time to time, except as otherwise provided herein. At all meetings of the Board, the President shall preside, and in the absence of the President, a chairman shall be chosen by the Board from among the Directors present. The Secretary of the League shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the chairman may appoint any person to act as secretary of the meeting.

Section 10. Committees. The League may designate or establish one or more committees, which shall have and exercise the authority of the Board in the management of the League, including, without limitation, an executive committee. At least a majority of the members of any such committee must be Directors.

Section 11. Executive Committee. The Board may by resolution adopt a majority of the then acting Directors, designate two (2) or more Officers to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board in the direction of the League, except where action of the Board is required by (i) law, (ii) the Articles of Incorporation, or (iii) the Bylaws. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee shall keep regular minutes of the transactions of its meetings and shall cause minutes to be recorded in books kept for that purpose in the League’s office, and shall report the same to the Board from time to time. At any

time, by act of the Board, the Executive Committee may be terminated and/or dissolved, or its authority may be modified.

Section 12. Board of Advisory Directors. The Board may establish a Board of Advisory Directors, the members of which are individuals who, because of their experience and familiarity with the League's activities, are in the Board's judgment qualified to advise with respect to the League's activities. Members of the Board of Advisory Directors shall serve for a term of one (1) year or the Board may fix such longer or shorter term, as needed. The Board shall fix the number of members of the Board of Advisory Directors from time to time. The officers and Directors of the League may consult with the Board of Advisory Directors from time to time with respect to the League's activities, but the existence and activities of the Board of Advisory Directors shall not restrict the powers of the Board nor limit its responsibilities or obligations. A member of the Board of Advisory Directors (an "Advisory Director") shall have no responsibility for the management of the League's affairs. An Advisory Director shall not receive any salary or compensation for his services as an Advisory Director, provided, however, an Advisory Director may receive compensation which is not excessive for personal services (rendered in other than an "Advisory Director" capacity) which are reasonable and necessary in carrying out the League's purposes. At any time, by act of the Board, the Advisory Director(s) may be terminated, or his/her/their authority may be modified.

## ARTICLE II. MEMBERS

Section 1. Authority of Members. The League will have members, but such members shall not have any governing authority or vote with regard to the League and/or the election or removal of members of the Board of Directors (except as otherwise specifically provided and authorized, in writing, by the Board). The members shall have rights only as set forth in policies duly adopted and approved by the Board of Directors, with membership requiring the payment of member fees, if any, only as determined appropriate by the Board of Directors.

Section 2. Appointment of Members. Each Director, coach, and parent of a child enrolled in the League's program shall be a member of the League. Regardless of the date of actual enrollment, the membership shall begin on August 1 of the year of enrollment, and will continue until July 31 of the following year.

Section 3. Annual Meetings of Members. The Annual Meeting (herein so called) of the Members shall be held at 7:30 p.m. on the 2<sup>nd</sup> Wednesday of December of each calendar year, unless another time or place is established by resolution of the Board, for the purpose of transacting such business as may be brought before such Annual Meeting by the Board. Notice of an Annual Meeting shall be required only if the Annual Meeting is not held on the date and at the time specified above.

Section 4. Special Meetings of Members. Special meetings of members ("Special Meetings") may be called by the President or the Board.

Section 5. Notice of Member's Meetings. No notice of Annual Meetings or Special Meetings of members shall be required.

Section 6. Quorum of Members and Voting. The members present at any meeting shall constitute a quorum at such meeting. If a vote of the members is authorized by the Board, then

the vote of the majority of the votes entitled to be cast by the members present shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws.

Section 7. Termination of Membership. The Board may suspend or expel a member either with or without cause, either with or without a hearing or opportunity for the member to be heard or express his/her concerns/complaints. Membership of a parent will automatically terminate if, for any reason, that parent's child ceases to complete the regular playing season.

### ARTICLE III. OFFICERS

Section 1. Number, Titles and Term of Office. The League's Officers shall be elected by the Board and shall be Board members. The Officers shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer which will constitute the Executive Board and also such other officers and assistant officers as the Executive Board may from time to time elect or appoint, and such other officers and assistant officers shall have such authority and responsibility as are assigned to them by the Executive Board. The same person, with the exception that no person can hold the offices of President and Secretary jointly, may hold any two or more offices. The term of office for the Executive Board shall be two (2) years from the date of election for each office, until resignation and/or removal, as provided herein.

- (1) President - To be elected President of the League, a person must have served on the Board for a minimum of two (2) consecutive years and must be a resident of the State of Texas.
- (2) Vice President, Secretary and Treasurer - To be elected Vice President, Secretary or Treasurer of the League, a person must have served on the Board for a minimum of two (2) consecutive years and must be a resident of the State of Texas.
- (3) All others - To be elected to any other office a person must be a resident of the State of Texas.

Election procedure:

- 1) Nominations may be taken from any Board member.
- 2) All nominees must complete a Board application.
- 3) Nominees will be questioned by the Board as to his/her ideas for and knowledge of the desired position.
- 4) The Board will have the authority to vote on the nominees and elect Officers, as provided herein.

New offices may be created and filled at any meeting of the Board. In any event, a duly elected Officer shall serve in the office to which he is elected until his successor has been duly elected and qualified.

Section 2. Removal of Officers or Agents. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgments the League's best interest would be served thereby, but such removal shall be without prejudice to the contract rights, if

any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the League shall be filled by the affirmative majority vote of the Board or appointed by the President.

Section 4. Powers and Duties of the President. The President shall be the League's chief executive officer. Subject to the control of the Board, the President shall:

- (i) Have general executive charge; management and control of the League's properties, business and operations with all such powers as may be reasonably incident to such responsibilities.
- (ii) Have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the League.
- (iii) Preside at all meetings of the Board, unless the Board otherwise determines; and have sole authority to submit any matter(s) to the vote of the members.
- (iv) Have such other powers and duties as may be designated in the Bylaws and as may be assigned to him from time to time by the Board.

Section 5. Powers and Duties of the Vice President. A Vice President shall have the powers and duties as may be assigned to him by the Board including the power and duty to perform the President's duties upon the President's death, absence or resignation or upon the President's inability to perform the duties of his office. Any action taken by a Vice President in the performance of the President's duties shall be conclusive evidence of the President's absence or inability to act at the time such action was taken.

Section 6. Power and Duties of the Treasurer. The Treasurer;

- (i) Shall have (or shall cause to have) custody of all of the League's funds and securities which come into his hands;
- (ii) May endorse (or cause to be endorsed) in the name and on behalf of the League, checks, notes and other obligation for collection and shall deposit (or cause to be deposited) the same to the League's credit in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board;
- (iii) May sign (or cause to be signed) all receipts and vouchers for payments made to the League either alone or jointly with such other officer or officers as may be designated by the Board;
- (iv) Shall render (or cause to be rendered) a statement of the cash account whenever required by the Board;
- (v) Shall enter (or cause to be entered) regularly in the League's books to be kept by him (or others selected by him or the Board) for that purpose full and accurate accounts of all moneys received and paid out on account of the League;

- (vi) Shall select a third party CPA to maintain the books, sign checks, files taxes, conduct transactions with the bank, and other such duties necessary to maintain the financial business of the League;
- (vi) Shall perform all acts incident to the office of Treasurer subject to the control of the Board; and
- (vii) Shall keep a log of all checks that are written on behalf of the League and have a witness (being an officer of the League) sign said log attesting faithful discharge of the League's moneys.

Section 7. Powers and Duties of the Secretary. The Secretary,

- (i) Shall keep (or cause to be kept) the minutes of all meetings of the Board in books provided for that purpose;
- (ii) Shall give and serve (or cause to be given and served) all notices;
- (iii) May sign with the President in the name and on behalf of the League and/or attest the signature thereto all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the League in furtherance of the League's purposes and subject to any limitation contained in the Articles of Incorporation or the Bylaws;
- (iv) Shall maintain and store (or make provision for the maintenance and storage of) the League's books, records, documents and instruments (with the exception of the books of account and financial records and securities of which the Treasurer shall have custody and charge), and such other books and papers as the Board may direct, all of which shall
- (v) be open at reasonable times to the inspection of any member of the Board upon application at the League's office during business hours; and
- (vi) Shall in general perform all duties incident to the office of Secretary subject to the control of the Board.

Section 8. Authority to Act. Directors and Officers shall, as designated by the Board, have the authority to act upon behalf of the League in signing documents, agreements and checks of account, and such authority may be terminated upon notice from the Board.

ARTICLE IV.  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Rights to Indemnification. Subject to any limitations and conditions in these Bylaws, including without limitation, this Article IV, each person who was or is made a party or is threatened to made a party to or is involved in any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, arbitative or investigative (a "Proceeding"), or any appeal of a Proceeding or any inquiry or investigation that could lead to a Proceeding by reason of the fact that he or a person of whom he is the legal representative, is or was a Director, Advisory Director or Officer of the League, or while a Director, Advisory

Director or Officer of the League is or was serving at the request of the League as a director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified by the League to the fullest extent authorized by the Texas Business Organizations Code, as the same exists or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the League to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including without limitation, attorney fees) actually incurred by the such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of the League, the indemnification is limited to reasonable expenses actually incurred by such person in connection therewith. Indemnification under the Bylaws shall continue as to a person who has ceased to serve in the capacity, which initially entitled such *person* to indemnity hereunder. In no case, however, shall the League indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such entitled persons official capacity, or in which such person is found liable to the League. Any person entitled to indemnification pursuant to this Article IV is sometimes referred to herein as an “Indemnified Person”.

Section 2. Advanced Payment. An Indemnified Person’s right to indemnification conferred in this Article IV shall include the right to be paid or reimbursed by the League for the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding, provided, however, that the payment of such expenses incurred by an indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the League of a written affirmation by such Indemnified Person of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article IV and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article IV or otherwise.

Section 3. Appearance as a Witness. Notwithstanding any other provision of this Article IV, the League may pay or reimburse expenses incurred by an Indemnified Person in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not named a defendant or respondent in the Proceeding.

Section 4. Nonexclusively of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article IV shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, the Bylaws, agreement, vote of disinterested Directors or otherwise.

Section 5. Insurance. The League may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the League would have the power to indemnify such person against such expense, liability or loss under this Article IV.

Section 6. Savings Clause. If this Article IV or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the League shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorney’s fees), judgments, fines, and amounts paid in settlements with respect to any



action, suit or proceeding whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article IV that shall not have been invalidated and to the fullest extent permitted by applicable law.

## ARTICLE V. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The League's fiscal year shall be the year beginning January 1 and ending December 31.

Section 2. Seal. The Board of Officers, if any, shall be such as may approve the League's seal.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of the Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as such appears in the League's records, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, should be deemed equivalent to notice.

Section 4. Resignations. A Director, an Advisory Director or an Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by the Board of Officers/Directors. With respect to any action (i) which is required by the Texas Business Organizations Code to be taken at a meeting of the Board or (ii) which may be taken at a meeting of the Board or any committee established by the Board (the "Committee"), such action may be taken without any such meeting if a written consent, setting forth the action to be taken, is signed by a sufficient number (as required herein) of Directors or members of the Committee were present and voted.

Section 6. Gender. References herein to the masculine gender shall also refer to the feminine in all appropriate cases.


Section 7. Books and Records. Any Director, Officer, or committee member of the League may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the League. The inspection may take place at a reasonable time, no later than five (5) working days after the League receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The League will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.


## ARTICLE VI. AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the then serving Board members (i.e. Directors) at any Annual or Regular Meeting, or at any Special Meeting if notice of the proposed amendment is contained in the notice of such Special Meeting.

These Amended Bylaws replace, in their entirety, those certain Bylaws previously adopted and binding dated on or about January 15, 2001, and are hereby adopted by Board of Directors - Frisco Football League as of the date below.

Date: DEC 10<sup>th</sup>, 2014.

  
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KELLY CARNEY, President

  
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MATTHEW V. WARGEL, Vice President