

AMENDED AND RESTATED BYLAWS
OF
LUBBOCK HOMESCHOOL CHRISTIAN ATHLETIC ASSOCIATION

TABLE OF CONTENTS

ARTICLE 1 – NAME AND OFFICES	4
1.01 NAME.....	4
1.02 PRINCIPAL OFFICE.....	4
1.03 REGISTERED OFFICE AND REGISTERED AGENT.....	4
ARTICLE 2 – MEMBERS	4
2.01 CLASS OF MEMBERS	4
2.02 ADMITTING MEMBERS AND RENEWING MEMBERSHIP	4
2.03 MEMBERSHIP FEES AND DUES	5
2.04 ANNUAL FEE WAIVER	5
2.05 FEE ASSESSMENT	5
2.06 RESOLVING DISPUTES.....	5
2.07 SANCTIONING, SUSPENDING OR TERMINATING MEMBERS.....	5
2.08 RESIGNATION.....	5
2.09 REINSTATEMENT.....	5
2.10 TRANSFERRING MEMBERSHIP.....	5
2.11 WAIVING INTEREST IN CORPORATE PROPERTY	5
ARTICLE 3 - MEETING OF MEMBERS.....	5
3.01 ANNUAL MEETING	5
3.02 SPECIAL MEETINGS	5
3.03 PLACE OF MEETING	6
3.04 NOTICE OF MEETINGS	6
3.05 ELIGIBILITY TO VOTE AT MEMBERS’ MEETINGS	6
3.06 QUORUM	6
3.07 ACTIONS OF MEMBERSHIP	6
3.08 PROXIES	6
ARTICLE 4 - BOARD MEMBERS.....	6
4.01 MANAGEMENT OF LHCAA	6
4.02 NUMBER, QUALIFICATIONS AND TENURE OF BOARD MEMBERS.....	6
4.03 NOMINATING BOARD MEMBERS	6
4.04 ELECTING BOARD MEMBERS.....	7
4.05 VACANCIES.....	7
4.06 ANNUAL MEETING	7
4.07 REGULAR MEETINGS.....	7
4.08 SPECIAL MEETINGS	7
4.09 NOTICE.....	7
4.10 QUORUM	7
4.11 DUTIES OF BOARD MEMBERS.....	7
4.12 DUTY TO AVOID IMPROPER DISTRIBUTIONS.....	7
4.13 DELEGATING DUTIES.....	8
4.14 INTERESTED BOARD MEMBERS.....	8
4.15 ACTIONS OF BOARD MEMBERS.....	8
4.16 PROXIES	8

4.17 COMPENSATION	8
4.18 REMOVING BOARD MEMBERS	9
ARTICLE 5 – OFFICERS	9
5.01 OFFICER POSITIONS	9
5.02 ELECTION AND TERM OF OFFICE	9
5.03 REMOVAL.....	9
5.04 VACANCIES.....	9
5.05 PRESIDENT	9
5.06 VICE PRESIDENT	9
5.07 TREASURER	9
5.08 SECRETARY.....	10
ARTICLE 6 – COMMITTEES	10
6.01 ESTABLISHING COMMITTEES.....	10
6.02 TERM OF OFFICE	10
6.03 CHAIR AND VICE CHAIR	10
6.04 NOTICE OF MEETINGS	11
6.05 QUORUM	11
6.06 ACTIONS OF COMMITTEES	11
6.07 PROXIES	11
6.08 COMPENSATION	11
6.09 RULES.....	11
ARTICLE 7 – TRANSACTIONS OF LHCAA	11
7.01 CONTRACTS	11
7.02 DEPOSITS	11
7.03 GIFTS.....	11
7.04 POTENTIAL CONFLICTS OF INTEREST	11
7.05 PROHIBITED ACTS	12
ARTICLE 8 – BOOKS AND RECORDS	12
8.01 REQUIRED BOOKS AND RECORDS	12
8.02 INSPECTION AND COPYING	12
8.03 AUDITS.....	12
ARTICLE 9 – FISCAL YEAR.....	12
ARTICLE 10 – INDEMNIFICATION	13
10.01 WHEN INDEMNIFICATION IS REQUIRED, PERMITTED AND PROHIBITED	13
10.02 EXTENT AND NATURE OF INDEMNITY	13
10.03 PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS	13
ARTICLE 11 – NOTICES.....	14
11.01 NOTICE BY MAIL OR EMAIL.....	14
11.02 SIGNED WAIVER OF NOTICE	14
11.03 WAIVING NOTICE BY ATTENDANCE.....	14

ARTICLE 12 - SPECIAL PROCEDURES CONCERNING MEETINGS.....	15
ARTICLE 13 - AMENDING BYLAWS	15
ARTICLE 14 - MISCELLANEOUS PROVISIONS	15
14.01 LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS	15
14.02 LEGAL CONSTRUCTION	15
14.03 HEADINGS.....	15
14.04 NUMBER	15
14.05 SEAL	15
14.06 POWER OF ATTORNEY	15
14.07 PARTIES BOUND	15
14.08 FIREARM POSSESSION AT LHCAA EVENTS.....	16

ARTICLE 1 NAME AND OFFICES

1.01 NAME - The name of the Corporation shall be Lubbock Homeschool Christian Athletic Association (LHCAA).

1.02 PRINCIPAL OFFICE - LHCAA's principal office in Texas will be located at P.O. Box 65507, Lubbock, TX 79464. LHCAA may have such other offices, in Texas or elsewhere, as the Board Members may determine. The Board may change the location of any office of LHCAA.

1.03 REGISTERED OFFICE AND REGISTERED AGENT - LHCAA will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the LHCAA'S principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE 2 MEMBERS

2.01 CLASS OF MEMBERS - LHCAA will have two classes of members:

- (a) Regular Members: The parents or guardians of a home schooled child or home schooled children who
 - 1. Enroll in a LHCAA sanctioned sport at any time during the calendar year
 - 2. Pay the annual fee, are considered regular members.
- (b) Regular members have one vote per family in all matters brought before the members at an annual or special meeting.
- (c) Sustaining Members: Any person having no home schooled children participating in an LHCAA sanctioned sport who pays the annual fee is considered a sustaining member.
- (d) Sustaining members have one vote per family in all matters brought before the members at an annual or special meeting.

2.02 ADMITTING MEMBERS AND RENEWING MEMBERSHIP - Natural persons may be admitted to membership in LHCAA by the Board. The Board may adopt and amend application procedures and qualifications for membership in LHCAA. An affirmative vote of the majority of the Board Members present and voting is required for admitting any applicant who meets the membership qualifications then in effect. A member may renew membership by paying all required fees and dues. The Board, with a majority vote, may decline a membership application or renewal for any reason deemed sufficient by the Board.

2.03 MEMBERSHIP FEES AND DUES - The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to LHCAA by members of each class. Dues are payable upon enrollment or the 1st of August of each year.

2.04 ANNUAL FEE WAIVER - The annual membership fee for a family may be waived by a majority vote of the Board at its discretion.

2.05 FEE ASSESSMENT- The membership fee is set by the Board on a per family basis and does not include the cost of participation in various sports. The fee is assessed once per school year (August 1 – July 31), and is not dependent upon the number of children in a family or the number of sports a particular child participates in. Failure to pay annual membership fees will result in ineligibility to participate in any sanctioned sporting activities.

2.06 RESOLVING DISPUTES - In any dispute between members relating to LHCAA's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, no party may demand binding arbitration as described in Civil Practice and Remedies Code Section 171.001 or 171.021 unless the parties have met together with a mediator. This paragraph will apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling a member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

2.07 SANCTIONING, SUSPENDING OR TERMINATING MEMBERS - The Board may, by a majority vote, impose reasonable sanctions on a member, or suspend or expel a member from LHCAA, for any reason deemed sufficient by the Board.

2.08 RESIGNATION - Any member may resign from LHCAA by submitting a written resignation to the Secretary. The resignation need not be accepted by LHCAA to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

2.09 REINSTATEMENT - A former member may submit a written request for reinstatement of membership. The Board may reinstate membership on any terms that the Board deems appropriate.

2.10 TRANSFERRING MEMBERSHIP - Membership in LHCAA is not transferable or assignable. Membership terminates when LHCAA dissolves or a member dies. Membership is not a property right that may be transferred after a member dies.

2.11 WAIVING INTEREST IN CORPORATE PROPERTY - LHCAA owns all real and personal property, including all improvements located on the property, acquired by LHCAA. A member has no interest in specific property of LHCAA. Each member waives the right to require partition of all or part of LHCAA's property.

ARTICLE 3 MEETINGS OF MEMBERS

3.01 ANNUAL MEETING - Beginning in 2005, the Board will hold an annual members' meeting at a time to be determined on {or before} the 31st day of May each year. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in Texas, the meeting will be held on the next business day. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of Board Members is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect Board Members.

3.02 SPECIAL MEETINGS - Special meetings of the members may be called by the President, the Board, or not less than one-tenth of the voting members.

3.03 PLACE OF MEETING - The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at LHCAA's registered office in Texas.

3.04 NOTICE OF MEETINGS - Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 14--nor more than 60--days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be the 1st of each month. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the President or Secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

3.05 ELIGIBILITY TO VOTE AT MEMBERS' MEETINGS - A member in good standing is entitled to vote at a meeting of the members of LHCAA. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. The record date for determining the members entitled to vote at any meeting of members will be the 1st of each month. After a record date is fixed, an alphabetical list of members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared. The list will contain a listing of members entitled to vote at the meeting and will be available for inspection at the principal office of LHCAA from two business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the member's expense.

3.06 QUORUM - Members holding one-tenth of the votes that may be cast at a meeting who attend the meeting in person will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

3.07 ACTIONS OF MEMBERSHIP - The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the Bylaws require a greater number. Voting will be by hand or ballot as determined by the Board.

3.08 PROXIES - A member entitled to vote at a meeting of members of the corporation may not vote by proxy.

ARTICLE 4 BOARD OF DIRECTORS

4.01 MANAGEMENT OF CORPORATION - The Board will manage corporate affairs.

4.02 NUMBER, QUALIFICATIONS, AND TENURE OF BOARD MEMBERS - The number of Board Members will be a number determined by the Board that is not less than three and not greater than eleven total Board Members. Board Members must be Texas residents. Board Members will be members of LHCAA. Each Board Member will serve for a term of one {or more} years or until the conclusion of the next regular annual meeting. No more than 25% of the Board may be comprised of sustaining members.

4.03 NOMINATING BOARD MEMBERS - At any meeting at which the election of a Board Member is held, a voting member in good standing or Board Member may nominate a person with the second of any other voting member in good standing or Board Member.

4.04 ELECTING BOARD MEMBERS - A person who meets the qualifications for Board Member and who has been duly nominated may be elected as a Board Member. Board Members will be elected by the vote of the membership. Each Board Member will hold office until a successor is elected and qualifies. A Board Member may be elected to succeed himself or herself as a Board Member. Board Members will be elected at the annual meeting of the members.

4.05 VACANCIES - The Board will fill any vacancy in the Board and any Board Member position to be filled due to an increase in the number of Board Members. A vacancy is filled by the affirmative vote of a majority of the remaining Board Members, even if it is less than a quorum of the Board, or if it is a sole remaining Board Member. A Board Member selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

4.06 ANNUAL MEETING - The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held within the first two weeks of May of each year, meeting place to be determined at the previous Board meeting. The established Board will start the meeting and the newly elected Board will close it.

4.07 REGULAR MEETINGS - The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas and will be held at LHCAA's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.08 SPECIAL MEETINGS - Special Board meetings may be called by, or at the request of, the President or any two Board Members. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of LHCAA of the information to be included in the notice of the meeting. The Secretary of LHCAA will give notice to the Board Members as these Bylaws require.

4.09 NOTICE - Written or printed notice of any special meeting of the Board will be delivered to each Board Member not less than seven, nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, who called it and the purpose or purposes for which it is called.

4.10 QUORUM - A majority of the number of Board Members then in office constitutes a quorum for transacting business at any Board meeting. The Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board Members required for a quorum. If a quorum is never present at any time during a meeting, a majority of the Board Members present may adjourn and reconvene the meeting once without further notice.

4.11 DUTIES OF BOARD MEMBERS - Board Members 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 LHCAA's 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 Board Members, Board Members may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning LHCAA or another person that has been prepared or presented by a variety of persons, including officers and employees of LHCAA, professional advisors or experts such as accountants or legal counsel. A Board Member is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Board Members are not deemed to have the duties of trustees of a trust with respect to LHCAA or with respect to any property held or administered by LHCAA, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.12 DUTY TO AVOID IMPROPER DISTRIBUTIONS - Board Members who vote for or assent to improper distributions are jointly and severally liable to LHCAA for the value of improperly distributed assets, to the extent

that, as a result of the improper distribution or distributions, LHCAA lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when LHCAA is insolvent, other than in payment of corporate debts, or any distribution that would render LHCAA insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Board Members present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of LHCAA before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment. A Board Member is not liable if, in voting for or assenting to a distribution, the Board Member

(a) Relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of LHCAA; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Board Member is not a member

(b) While acting in good faith and with ordinary care, considers LHCAA's assets to be at least that of their book value

(c) In determining whether LHCAA made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Board Members are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for LHCAA. Board Members held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

4.13 DELEGATING DUTIES - Board Members may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on LHCAA's behalf; and to sell, transfer, or otherwise dispose of LHCAA's assets and properties at a time and for a consideration that the advisor deems appropriate. The Board Members have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

4.14 INTERESTED DIRECTORS - Contracts or transactions between Board Members, officers, or members 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 Board Member, officer, or member 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 Board Member 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 a majority of the uninterested Board Member or other group with the authority to authorize the transaction.

4.15 ACTIONS OF BOARD MEMBERS - The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Board Members present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

4.16 PROXIES - A Board Member may not vote by proxy.

4.17 COMPENSATION - Board Members may receive salaries for their services. The Board may adopt a resolution providing for paying Board Members a fixed sum and expenses of attendance, if any, for attending each Board meeting. A Board Member may serve LHCAA in any other capacity and receive compensation for

those services. Any compensation that LHCAA pays to a director will be reasonable and commensurate with the services performed.

4.18 REMOVING BOARD MEMBERS - The Board or may vote to remove a Board Member at any time, with good cause. Good cause for removal of a Board Member includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a Board Member may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board Members. The notice of the meeting will state that the issue of possibly removing the Board Member will be on the agenda. If appropriate, the notice will state the proposed cause for removal. At the meeting, the Board Member may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, LHCAA will consider possible arrangements for resolving the problems that are in the mutual interest of LHCAA and the Board Member. A Board Member may be removed by the affirmative vote of majority of the Board.

ARTICLE 5 OFFICERS

5.01 OFFICER POSITIONS - LHCAA's officers will be a President, Vice-President, Secretary, Treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for President and Secretary.

5.02 ELECTION AND TERM OF OFFICE - LHCAA's officers will be elected annually by the Board Members at the board meeting following the annual general meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible. Each officer will hold office for one year. An officer may be elected to succeed himself or herself in the same office.

5.03 REMOVAL - Any officer elected by the membership may be removed by the Board for any reason deemed sufficient by the Board only with good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

5.04 VACANCIES - The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

5.05 PRESIDENT - The President is LHCAA's chief executive officer. He or she will supervise and control all of LHCAA's business and affairs and will preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on LHCAA's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President.

5.06 VICE-PRESIDENT - The Vice-President will assist the President in all of LHCAA's business and affairs and will preside at the meetings in the absence of the President.

5.07 TREASURER - The Treasurer will:

- (a) Have oversight and be responsible for all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or chairman directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or the Board.

- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- (i) Perform all of the duties incident to the office of treasurer.

5.08 SECRETARY - The Secretary will:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of LHCAA records.
- (c) Maintain custody of LHCAA records and seal.
- (d) Affix the corporate seal to all documents as authorized.
- (e) Keep a register of the mailing address of each member, Board Member, officer, and employee of LHCAA.
- (f) Perform duties as assigned by the President or the Board.
- (g) Perform all duties incident to the office of Secretary.

ARTICLE 6 COMMITTEES

6.01 ESTABLISHING COMMITTEES - The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include one or more Board Members and may include persons who are not Board Members. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Board Members. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual Board Member, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation
- (b) Adopt a plan of merger or of consolidation with another corporation
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of LHCAA's property and assets
- (d) Authorize voluntary dissolution of LHCAA
- (e) Revoke proceedings for voluntary dissolution of LHCAA
- (f) Adopt a plan for distributing LHCAA's assets
- (g) Amend, alter, or repeal these Bylaws
- (h) Elect, appoint or remove a member of a committee or a Board Member or officer of LHCAA
- (i) Approve any transaction to which LHCAA is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below
- (j) Take any action outside the scope of authority delegated to it by the Board
- (k) Take final action on a matter requiring membership approval.

The Board will define the activities and scope of authority of each committee by resolution.

6.02 TERM OF OFFICE - Each committee member will continue to serve on the committee until the next annual members' meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

6.03 CHAIR AND VICE-CHAIR - One member of each committee will be designated as the Committee Chair, and another member of each committee will be designated as the Vice-Chair. The Chair and Vice-Chair will be elected by the committee members. The Chair will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refuses to act, the Vice-Chair will perform the Chair's duties. When a Vice-Chair acts for the Chair, the Vice-Chair has all the powers of, and is subject to all the restrictions on, the Chair.

6.04 NOTICE OF MEETINGS - Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

6.05 QUORUM - One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the Chair may adjourn and reconvene the meeting once without further notice.

6.06 ACTIONS OF COMMITTEES - Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.07 PROXIES - A committee member may not vote by proxy.

6.08 COMPENSATION - Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve LHCAA in any other capacity and receive compensation for those services. Any compensation that LHCAA pays to a committee member will be reasonable and commensurate with the services performed.

6.09 RULES - Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 7 TRANSACTIONS OF CORPORATION

7.01 CONTRACTS - The Board may authorize any officer or agent of LHCAA to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, LHCAA. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

7.02 DEPOSITS - All LHCAA's funds will be deposited to the credit of LHCAA in banks, trust companies, or other depositaries that the Board selects.

7.03 GIFTS - The Board may accept, on LHCAA's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of LHCAA. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain LHCAA's federal and state tax status.

7.04 POTENTIAL CONFLICTS OF INTEREST - LHCAA may not make any loan to a Board Member or officer of LHCAA. A member, Board Member, officer, or committee member of LHCAA may lend money to--and otherwise transact business with--LHCAA except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with LHCAA has the same rights and obligations relating to those matters as other persons transacting business with LHCAA. LHCAA may not borrow money from--or otherwise transact business with--a member, Board Member, officer, or committee member of LHCAA unless the transaction is described fully in a legally binding instrument and is in LHCAA's best interests. LHCAA may not borrow money from--or otherwise transact business with--a member, Board Member, officer, or committee member of LHCAA without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

7.05 PROHIBITED ACTS - As long as LHCAA exists, and except with the Board's or the members' prior approval, no Board Member, officer, or committee member of LHCAA may:

- (a) Do any act in violation of these Bylaws or a binding obligation of LHCAA.
- (b) Do any act with the intention of harming LHCAA or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on LHCAA's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of LHCAA.
- (e) Use LHCAA's assets, directly or indirectly, for any purpose other than carrying on LHCAA's business.
- (f) Wrongfully transfer or dispose of LHCAA property, including intangible property such as good will.
- (g) Use LHCAA's name (or any substantially similar name) or any trademark or trade name adopted by LHCAA, except on behalf of LHCAA in the ordinary course of its business.
- (h) Disclose any of LHCAA's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 BOOKS AND RECORDS

8.01 REQUIRED BOOKS AND RECORDS - LHCAA will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to LHCAA, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, Board Members, officers, and any committee members of LHCAA.
- (e) A financial statement showing LHCAA's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing LHCAA's income and expenses for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to LHCAA's federal, state, and local tax status.
- (h) LHCAA's federal, state, and local tax information or income-tax returns for each of LHCAA's three most recent tax years.

8.02 INSPECTION AND COPYING - Any member, Board Member, officer, or committee member of LHCAA may inspect and receive copies of all LHCAA 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 LHCAA. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten working days after LHCAA receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 25 cents per page. LHCAA will provide requested copies of books or records no later than 15 working days after receiving a proper written request.

8.03 AUDITS - Any member may have an audit conducted of LHCAA's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject LHCAA to an audit more than once in any fiscal year.

ARTICLE 9 FISCAL YEAR

LHCAA's fiscal year will begin on the first day of June and end on the last day in May in each year.

ARTICLE 10 INDEMNIFICATION

10.01 WHEN INDEMNIFICATION IS REQUIRED, PERMITTED, AND PROHIBITED -

- (a) LHCAA will indemnify a director, officer, member, committee member, employee, or agent of LHCAA who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in LHCAA. For the purposes of this article, an agent includes one who is or was serving at LHCAA's request as a Board Member, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.
- (b) LHCAA will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in LHCAA's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. LHCAA will not indemnify a person who is found liable to LHCAA or is found liable to another on the basis of improperly receiving a personal benefit from LHCAA. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by LHCAA.
- (c) LHCAA will pay or reimburse expenses incurred by a Board Member, officer, member, committee member, employee, or agent of LHCAA in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting LHCAA when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, LHCAA may indemnify a Board Member, officer, member, committee member, employee, or agent of LHCAA to the extent permitted by law. However, LHCAA will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a), above.
- (e) LHCAA may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, LHCAA will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by LHCAA or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

10.02 EXTENT AND NATURE OF INDEMNITY - The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of LHCAA the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.03 PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS -

- (a) Before LHCAA may pay any indemnification expenses (including attorney's fees), LHCAA must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. LHCAA may make these determinations and decisions by any one of the following procedures:
 - 1. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - 2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Board Members, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

3. Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (1) or (2), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board Members.
 4. Majority vote of members, excluding Board Members or other members who are named defendants or respondents in the proceeding.
- (b) LHCAA will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(3), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) LHCAA will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, LHCAA may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by LHCAA if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.
- (d) Any indemnification or advance of expenses will be reported in writing to LHCAA's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 11

NOTICES

11.01 NOTICES - Any notice required or permitted by these Bylaws to be given to a member, Board Member, officer, or member of a committee of LHCAA may be given by mail or email. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on LHCAA records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on LHCAA records. A person may change his or her address in LHCAA records by giving written notice of the change to the Secretary of LHCAA.

11.02 SIGNED WAIVER OF NOTICE - Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

11.03 WAIVING NOTICE BY ATTENDANCE - A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12
SPECIAL PROCEDURES CONCERNING MEETINGS

12.01 DECISION WITHOUT MEETING - Any decision required or permitted to be made at a meeting of the members, Board, or any committee of LHCAA may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in LHCAA minute book and kept with LHCAA records.

ARTICLE 13
AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board Members. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Use to limit power of board to amend bylaws. The following types of bylaw amendments may be adopted only by the members:

- (a) Setting or changing the authorized number of directors.
- (b) Changing from a fixed number to a variable number of Board Members or vice versa.
- (c) Increasing or extending the directors' terms.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the members' proxy rights.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE 14
MISCELLANEOUS PROVISIONS

14.01 LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS - These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02 LEGAL CONSTRUCTION - To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

14.03 HEADINGS - The headings used in the bylaws are for convenience and may not be considered in construing the Bylaws.

14.04 NUMBER - All singular words include the plural, and all plural words include the singular.

14.05 SEAL - The Board Members may provide for a corporate seal. Lubbock Homeschool Christian Athletics Association, Texas and Incorporated will be clearly visible on the seal, together with the date of incorporation.

14.06 POWER OF ATTORNEY - A person may execute any instrument related to LHCAA by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with LHCAA records.

14.07 PARTIES BOUND - The Bylaws will bind and inure to the benefit of the members, Board Members, officers, committee members, employees, and agents of LHCAA and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

14.08 FIREARM POSSESSION AT LHCAA EVENTS -

- (a) Unless otherwise legally restricted, LHCAA shall not prohibit concealed handgun license carriers from possessing a firearm at LHCAA events
- (b) Unless otherwise legally restricted, LHCAA shall not prohibit individuals from possessing firearms when attending a firearm related event.

CERTIFICATE OF SECRETARY certify that I am the duly elected and acting secretary of Lubbock Homeschool Christian Athletic Association and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____ .

Dated: _____ Signature: _____
Cheryl Schmidt, Secretary of the Corporation