

# **Bylaws of the Straight Arrow Archery Learning Center**

## **ARTICLE I**

### NAME

The name of this organization shall be the Straight Arrow Archery Learning Center (hereafter, the Center).

## **ARTICLE II**

### PRINCIPAL OFFICE

The principal office of the Center shall be located at 3003 N. Vine, Victoria, TX. The principal office shall be the repository of all records, files, papers, and documents pertaining to the business of the Center. The Center may have such other and additional offices as may from time to time be designated by its Board of Directors.

## **ARTICLE III**

### PURPOSE AND POWERS

Section 1: The Center is a not-for-profit organization organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2: The Center shall offer services to institutions in Texas that share goals relating to introduction and preservation of archery.

Section 3: The Center shall assist anyone who wishes to learn archery and assist adults who want to teach archery.

Section 4: The Center participates in a network of cooperation with regional and national organizations with similar purposes. These include, but are not limited to, the National Archery Association, the National Field Archery Association, The Texas State Archery Association, the Texas Field Archery Association, the Lone Star Bowhunters Association and the Archery-Trade Association.

Section 5: In furtherance of the purposes described herein, but not in limitation thereof, the Center shall have the power to accept grants, gifts, and donations, to collect and disseminate statistics and other information, to conduct research, to engage in various fund raising activities, to conduct promotional activities including advertising and publicity in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purposes.

## **ARTICLE IV**

### MEMBERSHIP AND DUES

Section 1: Membership. The corporation shall have no members.

Section 2: Dues. There are no dues by individuals for the Center.

Section 3: Fiscal Year. The fiscal year of the Center shall run from January 1 to December 31.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1: Management. The board of directors shall have general power to control and manage the affairs and property of the Center and shall have full power to adopt rules and regulations governing the action of the board of directors and shall have full authority with respect to, among other things, the distribution and payment of monies received by the Center from time to time; provided, however, that the fundamental and basic purposes of the Center as expressed in the certificate of incorporation, shall not thereby be amended or changed, and provided, further, that the board of directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any private individual except as permitted under the Not-for-Profit Corporation Law of the State of Texas.

Section 2: Number. The number of directors constituting the entire board shall not be less than three (3). The first board shall consist of three (3) directors. Thereafter, within the above specified limits, the number of directors shall be determined by resolution of the board of directors.

Section 3: Board Membership. The Board of Directors shall consist of a President, Vice-President and Secretary/Treasurer who shall be elected for a term of two years. All officers and directors shall be voting members of the Board.

Section 4: President. The Center President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the business of the Center. The Center President shall preside at all meetings of the Board of Directors and at all meetings of the membership of the Center.

Section 5: Vice-President. The Vice President shall, in the absence, resignation, or incapacity of the President, assume the duties of the President.

Section 6: Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the keeping of an accurate record of the minutes of all meetings of the Board of Directors, and keep on file all documents, communications, and other papers relating to the business of the Center. In addition, the Secretary/Treasurer shall be responsible for the keeping of an accurate record of all financial transactions of the Center and shall authorize and approve the expenditure of the Center.

Section 7: Election and Tenure. The directors shall be elected at annual meeting of the board of directors and each director so elected shall hold office until the annual meeting of the board of directors next succeeding his or her election and until his or her successor has been elected and

qualified or until his or her earlier resignation or removal.

Section 8: Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by a majority of the directors then in office, although less than a quorum, and each director so chosen shall hold office until the next succeeding annual election of directors and until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

Section 9: Meetings. The annual meeting of the board of directors, commencing with year 2009, shall be held at such time and place as shall be designated by the board of directors. Regular meetings of the board of directors may be held without notice at such time and place as from time to time may be fixed by the board of directors. Special meetings of the board of directors shall be held at the demand of the president or of any director. Any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10: Notice of Meetings. The annual meeting of the board of directors may be held without notice to the directors. Regular meetings may also be held without notice to the directors. Special meetings shall be held upon three days written notice mailed or upon written or oral notice given personally or by telephone or other means of electronic communication, in which case the meeting may be held as soon after such notice is given as a quorum may be assembled at the place of the meeting, unless another time shall be specified in the notice. The notice of a special meeting shall state the place, date and hour of the meeting. If the notice is mailed, it shall be by first class mail and shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the director at his or her address as it appears on the books of the corporation. A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment of the meeting of the board of directors to another time or place shall be given to the directors who were not present at the time of adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 11: Waiver of Notice. Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends a meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 12: Quorum. At all meetings of the board of directors, a majority of the entire board of directors shall constitute a quorum for the transaction of business or any specified item of business.

Section 13: Voting. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, except as may otherwise be specifically provided by statute or by the certificate of incorporation.

Section 14: Consents. Whenever any action is required or permitted to be taken by the board of directors or any committee thereof, such action may be taken without a meeting if all members of the board of directors or the committee consent in writing to the adoption of resolution authorizing the action. The resolution and the written consent thereto by the members of the board of directors or committee shall be filed with the minutes of the proceedings of the board of directors or committee.

Section 15: Compensation. Directors, as such, shall not receive any stated for their services, but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed to any director for attendance at each regular or special meeting of the board of directors or any meetings of any committee of the board of directors of which such director is a member.

Section 16: Committees of Directors. The board of directors, by resolution adopted by a majority of the entire board, may designate, from among its members, an executive committee and one or more committees, each consisting of three or more directors, and each of which, to the extent provided in such resolution, shall have all the authority of the board of directors except as otherwise prohibited by law. Vacancies in the membership of the committee shall be filled by the board of directors at regular or special meeting of the board of directors. The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

Section 17. Removal. Any director may be removed, with or without cause, at any time by the vote of the directors then in office at a special meeting called for that purpose.

Section 18. Potential Conflicts of Interest; ~~The Center shall not make any loan to a Director, officer, Member, -committee member or agent of the organization. A Director, officer, Member, committee member or agent of -the Center may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Center has the same rights and obligations relating to those matters as other persons transacting business with the Center. The Center shall not borrow money from or otherwise transact business with a Director, Member, officer, committee member or agent of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the organization. The Center shall not borrow money from or otherwise transact business with a Director, officer, Member, committee member, or agent of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.~~

## ARTICLE VI

### GENERAL PROVISIONS

Section 1. Checks, Notes, etc. All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Center shall be signed on its behalf by such officer or officers or such other person or persons as the board of directors may form time

to time designate.

Section 2. Fiscal Year. The fiscal year of the corporation shall be fixed by, and may from time to time be change by, resolution of the board of directors.

## **ARTICLE VII**

### **INDEMNIFICATION**

The Center shall (1) indemnify any person, made a party to an action by or in the right of the Center to procure a judgment in its favor, by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the corporation under section 717 of the Texas Not-For-Profit Corporation Law, and (2) indemnify any person,

Made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Center, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity, against judgments, fines, amounts paid in settlement and reason able expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such officer or director acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interest of the corporation, and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful, in each case to the fullest extent permissible under sections 721 through 726 of the Texas Not-For-Profit Corporation Law or the indemnification provisions of any successor statute.

## **ARTICLE VIII**

### **AMENDMENTS**

These bylaws may be amended or repealed, in whole or in part, and new bylaws may be adopted by the board of directors.

## **ARTICLE XII**

### **DISSOLUTION**

Upon the dissolution of the Center, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Center exclusively for the purposes of the Center in such manner, or to such organization or

organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which its principal office of the Center is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### RESTRICTIONS ON OPERATION

Section 1: No part of the assets of the Center shall remit to the benefit of, or be distributable to its members, officers, or other persons.

Section 2: No substantial part of the activities of the Center shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the CENTER shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

Section 3: Notwithstanding any other provisions of these bylaws, the Center shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

Approved:

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Thomas H. Barker III, President

Date

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Gene Kacir, Vice President

Date

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Denise DeBord, Secretary/Treasurer

Date