



Bylaws of GREATER PEARLAND ARCHERY CLUB, Inc.

ARTICLE I.

NAME AND PURPOSE

Section 1.1. PRINCIPAL OFFICE AND NAME

The name of the Corporation is Greater Pearland Archery Club ("GPAC"). GPAC may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purpose, mission recognition and goals.

Section 1.2. NON-PROFIT PURPOSE

GPAC shall be operated for public benefit, charitable and educational purposes, and shall also have as its purpose, to foster local, national and international amateur sport Olympic competition in the sport of Archery. GPAC shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC".)

ARTICLE II.

OFFICES

Section 2.1. PRINCIPAL OFFICE

The principal office for GPAC for the transaction of business is located at:

Section 2.2. SUBORDINATE OFFICES

Branch or subordinate offices may be established at any time by the board at any place or places. GPAC shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Texas.

ARTICLE III.

MISSION

Section 3.1 PURPOSE

The purpose of GPAC is to foster the sport of Olympic Archery development, education and training in support of an overall program of amateur Archery Development, training and local and national and international competitions. GPAC intends to achieve its non-profit purpose by increasing the breadth and depth of the Archery talent pool in the State of Texas and the United States, develop a membership open to all members of the public, create a vehicle to raise money for local, national and international competitions, and create/improve Archery facilities in the City of Pearland, Texas.



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Section 3.2. MISSION

The mission of GPAC shall be to enable Texas amateur athletes to achieve sustained competitive excellence in Local, Olympic, Pan American, Junior Olympic Archery Development, Paralympic and World Championship competition and to promote and grow the sport of Archery in the State of Texas and the United States. The mission of GPAC shall also provide GPAC members with the privilege to demonstrate their passion for the sport of Archery by providing community outreach through teaching Archery to the public.

ARTICLE IV

MEMBERSHIP

Section 4.1. MEMBERS.

GPAC shall have three categories of membership: Individual, JOAD, and Family. Membership is open to all that are interested in FITA/Olympic style archery.

- A. A member only has rights granted to a member pursuant to GPAC's Articles of Incorporation and these Bylaws.
- B. Each member over the age of 18 shall have the right to vote.
- C. All current members of GPAC are eligible to participate in the appropriate divisions of tournaments at GPAC sanctioned and sponsored events.

GPAC will provide a written schedule on GPAC's website and/or social media site(s) of the places, dates and times of club events.

Section 4.2. MEMBERSHIP REQUIREMENTS AND DUES.

- A. Membership in GPAC is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, and such rule and procedures for the manner and method of payment, the collection of delinquent dues and assessments and proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate. A dues schedule and information regarding GPAC dues policy with respect to the various categories of membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Directors.
- B. Upon payment of annual dues, membership shall be granted for one or more years from the first day of the month in which dues were paid. Any member who is more than one month in arrears in the payment of dues shall be dropped from the rolls and may be reinstated again only as a new member. All dues payments are non-refundable.
- C. Any person may be a member and/or a voting member of the Board of Directors, regardless of sex, race, creed, national origin, or religion so long as that person meets the qualifications to be a member and/or a voting member of the Board of Directors as set forth in these Bylaws.
- D. There shall be no limit on the number of dues paying members in GPAC.



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- E. GPAC shall keep a membership log containing the name and address of each member. The log shall also contain the fact of termination and the date on which such membership ceased. Such log shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law.

Section 4.3. SUSPENSION AND TERMINATION OF MEMBERSHIP.

The membership of any member may be terminated at any time, with or without cause, by a majority vote of the Board of Directors. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable. A member may be reinstated only if reinstatement is approved by a majority vote of the Board of Directors at an annual or special meeting and the member has paid all dues then payable.

Section 4.4. TRANSFER OF MEMBERSHIP

Members may not transfer their membership in GPAC. Members shall have no ownership rights or beneficial interests of any kind in the property of GPAC.

Section 4.5. FREE OR REDUCED COST MEMBERSHIP FOR FINANCIALLY OR PHYSICALLY DISABLED PERSONS.

The Board of Directors shall, at the sole discretion of the Board of Directors, have the right to waive and/or reduce the amount of payment for membership dues for any person who is financially or physically disabled. Membership shall be granted for one or more years from the first day of the month in which the Board of Directors grants membership to any member without requiring payment, or by reducing the amount of payment, for membership dues for any person, or such person's family member, who is financially or physically disabled. Financially, or physically disabled members, or such person's family, are subject to all of the rules applicable to dues paying members.

Section 4.6. HONORARY MEMBERS

Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Directors. Honorary members shall not have the right to vote. Honorary members are subject to all of the rules applicable to dues paying members.

SECTION 4.7. MEETINGS

A. ANNUAL MEMBERSHIP MEETING

The annual meeting of the members for the election of Directors and the transaction of such other business as may properly come before them shall be held at the Principal Office, or at such place as shall be set forth in the notice of meeting. The meeting shall be held in December of each year, or at such other time, as the Board of Directors shall agree.

If the election of Directors is not completed at the annual meeting of the members, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

B. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the written request of not less than fifty percent (50%) members entitled to vote at the meeting.



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No business other than that specified in the notice of meeting shall be transacted at any such special meeting.

C. NOTICE OF MEETINGS

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be provided to the members entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting. Written notice may be given via electronic mail (e-mail) and posted on GPAC website(s) to e-mail address of members on file in GPAC roster.

Any notice of meetings may be waived by a member by submitting a signed waiver either before or after the meeting or by attendance at the meeting.

Attendance of a member at a meeting shall constitute waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

D. PROXIES

At all meetings of members, each member entitled to vote may vote in person or by proxy executed in writing by the member. Any member's proxy shall have all the powers and privileges that the member would have had if present in person.

E. VOTING

At every meeting of members, each member over the age of 18 shall be entitled to one (1) vote in person or by proxy.

All actions/elections shall be determined by a simple highest count of those votes cast, except as otherwise provided herein or in the Articles of Incorporation or by Texas law, in which case such express provision shall govern and control the decision of such question.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. GENERAL POWERS

- A. Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of GPAC shall be governed by the Board of Directors.
- B. Each member of the Board of Directors shall have one vote in matters affecting the actions of GPAC.
- C. Any action shall require approval by a majority of the Board of Directors.

Section 5.2. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors, who shall also serve as the officers, of the GPAC are:

Position 1, President: Daniel Tunstall
Position 3, Treasurer: Buck Stevens
Position 5, Coordinator: Sergio Canamar

Position 2, Vice-President: Shawn Hinch
Position 4, Secretary: Trina Trinh



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Section 5.3. FUNCTION OF THE BOARD

The GPAC Board of Directors shall represent the interests of the Archery community for GPAC in the State of Texas, the United States and its athletes and members by providing GPAC with policy, guidance and strategic direction.

- A. The Board shall oversee the management of GPAC and its affairs.
- B. The Board shall select a well-qualified and ethical President and oversee the President in the operation of GPAC.
- C. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the President and/or Vice President to manage a staff-driven organization with effective Board oversight.
- D. In addition, the Board performs the following specific functions, among others:
 1. Implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of GPAC, and to evaluate Board performance.
 2. Select, compensates, and evaluates the Members of the Board of Directors and officers and plans for management succession;
 3. Reviews and approves significant corporate actions;
 4. Sets policy and provides guidance and strategic direction to management on significant issues facing GPAC;
 5. Reviews and approves GPAC's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
 6. Oversees the financial reporting process, communications with Board Members;
 7. Oversees effective corporate governance;
 8. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
 9. Reviews and approves financial statements, annual reports, audit and control policies, and selects independent auditors;
 10. Monitors to determine whether GPAC's assets are being properly protected;
 11. Monitors GPAC compliance with laws and regulations and the performance of its broader responsibilities; and
 12. Ensures that the Board, officers and employees are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 5.4. QUALIFICATIONS.

A minimum of one Director shall hold a current USA Archery Level 2 or higher Instructor Certification.



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Each director of the Board of Directors must be:

- A. twenty-one (21) years of age or older;
- B. a USAA/NAA member in good standing;
- C. a member of GPAC.

Directors of the Board of Directors may be related by blood, marriage or Domestic partnership.

A director shall:

- A. have the highest personal and professional integrity;
- B. have demonstrated exceptional ability and judgment;
- C. possess an understanding of athletic competition;
- D. have a diverse experience in key business, financial, and other challenges that face GPAC;
- E. have experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport; and
- F. be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of GPAC.

Section 5.5. NUMBER OF DIRECTORS AND COMPOSITION OF THE BOARD

The Board of Directors shall consist of five (5) total directors, comprised as follows:

- A. The President shall:
 - 1. be the GPAC representative for communications and negotiations with all outside groups.
 - 2. convene and preside over all regular and special meetings of the Board of Directors of GPAC.
 - 3. establish such procedures and make such decisions as the President deems necessary for the development and progress of the corporation, its charitable aims and sport of archery in general, provided that such procedures and decisions shall not abridge the privileges of any member, nor conflict with these Bylaws or any other decision and policy and procedure established by majority vote of the Board of Directors.
 - 4. be a signatory on all bank accounts, and be authorized to expend up to the sum of five hundred dollars (\$500.00) on his own authority on any single event and transaction, without vote of the other directors/officers.
 - 5. appoint such committees as are necessary to carry out the decisions of the Board of Directors.
 - 6. study and make recommendations to the corporation on events, matters of policy and procedures, and all other matters.
- B. The Vice-President of GPAC shall act in the place of the President in case the President is absent, incapacity, or during meetings while a motion affecting the President is being discussed. When acting in the place of the President, the Vice-President shall have all the powers, privileges, duties and responsibilities of the President.



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C. The Secretary of GPAC shall

1. carry on the official correspondence of the organization;
2. distribute copies of all correspondence to the President, the Board of Directors, members and all other pertinent parties;
3. notify all Board of Directors members of meetings within a reasonable time prior thereto;
4. notify all affected persons, members, and parties of decisions of the corporation;
5. be responsible for the preparation and circulation of a corporation mailing list;
6. keep a careful and authentic record of the proceedings of the corporation;
7. make copies of minutes and proceedings available to members at the meetings;
8. make a copy of the corporate Bylaws available within forty-eight (48) hours of a request by any member and/or member of the Board of Directors; and
9. preserve all records, reports, correspondence and documents.

The Secretary may assist the Coordinator as may be convenient, or necessary, in placing tournaments at GPAC on the GPAC, ASAA and USAA calendars.

The Secretary shall also bring to every meeting of the GPAC Board a copy of these Bylaws.

D. The Treasurer of GPAC shall:

1. be a signatory on all bank accounts;
2. keep a careful and authentic record of the financial status and business transactions of the corporation;
3. submit a brief Financial Report at each meeting of the Board of Directors of the GPAC and a formal Financial Report at each annual meeting of the members;
4. make disbursements with the consent and authorization of the President; and
5. be responsible for the collection of dues and assessments.

The Treasurer shall be responsible for the accounting and inventory functions of GPAC. All transfers, purchases, gifts or sales, whether paid or unpaid, of money, goods, services, memberships, credit applications, loans and any other business of a financial nature must first be reported to the President and Treasurer.



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- E. The Coordinator of GPAC shall conduct all actions necessary:
1. to facilitate the distribution of information about all archery events;
 2. organize the participation of member attendance at non-GPAC events which aid in the mission(s) of GPAC;
 3. organize and conduct GPAC events.

Section 5.6. TERM

- A. The term of office for a director of the Board of Directors shall be three (3) years.
- B. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.
- C. The initial Board of Directors shall be set by these Bylaws. Beginning in the year 2019, elections shall take place in December to select replacement Board members to be seated in January of the following year. The Board of Directors replacements shall occur on a rotating basis. The initial schedule is as follows:

2019 – Director Position 2, Vice-President and Director Position 4, Secretary

2020 – Director Position 1, President and Director Position 3, Treasurer

2021 – Director Position 5, Coordinator

After the initial Board of Directors replacement election is conducted, elections shall continue on a rotating basis as each term period necessitates.

Section 5.7. DIRECTOR ATTENDANCE

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, through for exigent circumstances a director may participate in a meeting by telephone or via internet.

Section 5.8. RESIGNATION, REMOVAL AND VACANCIES

- A. A director's position of the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death.
- B. Any director shall resign at any time by giving written notice to the President of GPAC, except the President's resignation shall be given to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. Directors shall also be removed for cause at any duly noticed meeting of the board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the total voting power of the Board (excluding the voting power of the Director in question).



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- D. Any vacancy occurring in the Board shall be filled by appointment of a new person by the President, upon the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the total voting power of the Board (excluding the voting power of the director in question). A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- E. No director shall be subject to removal or not being re-nominated based on how they vote as a director, unless such voting is part of a violation of GPAC Code of Ethics.

Section 5.9. REGULAR AND SPECIAL MEETINGS

GPAC's Board shall meet at regularly scheduled meetings at least two (2) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

Section 5.10. NOTICE OF MEETINGS

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the President. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Written notice shall be delivered no fewer than five (5) days before the date of the meeting.

Section 5.11. QUORUM AND VOTING

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Section 5.12. VOTING BY PROXY

No Director may vote or act by proxy at any meeting of directors.

Section 5.13. PRESUMPTION OF ASSENT

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.14. ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either: (i) Votes for such action; (ii) Votes against such action; or (iii) Abstains from voting. Each director who delivers a writing described in this Section 5.13 to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting. Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present.



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Section 5.15. TRANACTING BUSINESS BY MAIL. ELECTRONIC MAIL, TELEPHONE OR FACSIMILE.

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purpose.

Section 5.16. AGENDA

The President, Treasurer, Secretary and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 5.17. QUESTIONS OF ORDER AND BOARD MEETING LEADERSHIP

Questions of order shall be decided by the President unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If the President is absent from any meeting of the board, and then the Vice-President shall preside as President during the President's absence.

Section 5.18. EFFECTIVENESS OF ACTIONS

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided by the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 5.19. OPEN AND EXECUTIVE MEETING SESSIONS

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Alternatively, the Board of Directors may upon its own motion, convene an executive session.

Section 5.20. MINUTES OF MEETINGS

Every reasonable effort will be made to publish a draft of the minutes within thirty (30) days after completion of the meeting. The minutes will be unofficial until approved at the next scheduled board meeting.

Section 5.21. COMPENSATION

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with GPAC's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of GPAC in any other capacity, provided that the rendering of such services and such compensation are approved by the Board of Directors.



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ARTICLE VI

COMMITTEES

Section 6.1. DESIGNATION

There shall be no Executive Committee or other committee(s) with governance authority delegated by the Board. The Board of Directors, or the President with the approval of the Board of Directors, may establish such other committees and task forces, including subcommittees, as the Board or President deem necessary and appropriate. This may include the continuation of existing committees, subcommittees or task forces in existence as of the date of the adoption of these Bylaws if to do so is deemed by the Board of Directors to be appropriate.

ARTICLE VII

CONFLICT OF INTEREST

Section 7.1. PURPOSE

The purpose of the following policy and procedures is to prevent the personal interest of staff members, directors of the Board of Directors, and volunteers from interfering with the performance of their duties to, or result in personal financial, professional, or political gain on the part of such persons at the expense of/or its Members, supporters, and other stakeholders.

Section 7.2. DEFINITION

- A. Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust.
- B. Persons in a position of trust include staff members, officers, and board members of GPAC.

Section 7.3. POLICY AND PRACTICES

- A. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - 1. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - 2. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - 3. A board member or their organization stands to benefit from a transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the Bylaws and board policy.
 - 4. A board member's organization and/or family member receives funding from GPAC.
 - 5. A board member or staff member is a member of the governing body of a contributor to GPAC.



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- B. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protects the best interests of GPAC. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.
- C. An interested board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
- D. Anyone in a position to make decisions about spending GPAC's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
- E. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with or at the official adoption of stated policy. Each board member, officer, and staff member, shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

ARTICLE VIII

CODE OF ETHICS

Section 8.1. CODE OF ETHICS

GPAC shall adopt and maintain a Code of Ethics for Directors and Officers, members of GPAC, members of GPAC committees and task forces, volunteers, employees, coaches and referees. The Code of Ethics will be approved by the Board of Directors and will apply unless and until changed by the Board of Directors. The Board of Directors will oversee implementation and compliance with the Code of Ethics.

ARTICLE IX

ANNUAL BOARD OF DIRECTORS MEETING

Section 9.1. Purpose

There shall be an Annual GPAC Board of Directors meeting at which all GPAC Board of Directors shall and members may gather and provide input on important issues confronting GPAC. At GPAC's annual Board of Directors meeting, the Board of Directors shall provide a report on the "state of GPAC." The President shall provide a managerial report addressing issues of concern and importance to GPAC. The annual GPAC Board of Directors meeting shall be purely advisory and shall have no rule making, budgetary, legislative, or other authority. The President shall have the authority to limit or end debate on any matter.



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The order of business at the Annual GPAC Board of Directors meeting shall be:

- A. reading of the Minutes of the last meeting;
- B. announcement by the President of the place for holding the next Annual Board of Directors meeting;
- C. report of the Board of Directors;
- D. report of the President;
- E. reports of any and/or all committees;
- F. old business and new business;
- G. announcements and giving of any awards;
- H. adjournment.

Section 9.2. NOTICE

Notice of the annual GPAC Board of Directors meeting shall be in writing and state the place, date and time of the meeting no fewer than thirty (30) days before the date of the meeting.

ARTICLE X

RECORDS OF THE ORGANIZATION

Section 10.1. MINUTES

GPAC shall keep as permanent records minutes of all meetings of the members and the Board of Directors: a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 10.2. ACCOUNTING RECORDS

GPAC shall maintain appropriate accounting records.

Section 10.3. RECORDS IN WRITTEN FORM

GPAC shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 10.4. MEMBERSHIP LIST

GPAC shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order. The GPAC may, but is not required to, prepare the membership list by divisions, class, age or any other method useful to the mission of the GPAC.



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Section 10.5. WEBSITE

GPAC shall maintain a website for the dissemination of information to its members. GPAC shall publish on its website: (i) GPAC Mission Statement; (ii) Information concerning membership qualifications, benefits, dues and fees; (iii) The schedule of days and times GPAC holds its practices and classes; (iv) A schedule of upcoming GPAC tournaments, National and International tournaments; and, all championship titles won by GPAC members and duly record all tournament results at the GPAC facilities.

Section 10.6. RECORDS MAINTAINED AT PRINCIPAL OFFICE

GPAC shall keep a copy of each of the following records at its principal office:

- A. the articles of incorporation;
- B. these Bylaws;
- C. rules and regulations adopted by the Board of Directors pertaining to the administration of the sport of archery;
- D. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board of Directors without a meeting, for the past three (3) years;
- E. all written communications within the past three (3) years to the members generally as the members;
- F. a list of the names and business or home addresses of the current directors and officers;
- G. a copy of the most recent corporate report delivered to the Texas Secretary of State;
- H. all financial statements prepared for periods ending in the last three (3) years;
- I. GPAC's application for recognition of exemption and tax-exemption determination letter issued by the Internal Revenue Service; and
- J. all other documents or records required to be maintained by GPAC at its principal office under applicable law or regulation.

ARTICLE XI

FINANCIAL MATTERS

Section 11.1. FISCAL YEAR

The fiscal year of GPAC shall commence January 1 and end on December 31 each year.

Section 11.2. BUDGET

GPAC shall have an annual budget.

Section 11.3. AUDIT

Each year GPAC shall have an annual audit of its books and accounts prepared by an independent certified public accountant.



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Section 11.4. INDIVIDUAL LIABILITY

No individual Director of the Board, Officer, or employee shall be personally liable in respect of any debt or other obligation incurred in the name of GPAC pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 11.5 IRREVOCABLE DEDICATION AND DISSOLUTION

The property of GPAC is irrevocably dedicated to charitable purposes, and no part of the net income or assets of GPAC shall inure to the benefit of private persons. Upon the dissolution or winding up of GPAC, its assets remaining after payment, or provision for payment, of all debts and liabilities of GPAC, shall be distributed to an archery related entity which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, as amended, or shall be distributed to the federal government, or the state or local government for public purpose.

ARTICLE XII

MISCELLANEOUS PROVISIONS

Section 12.1. SEVERABILITY AND HEADINGS

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 12.2. SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the GPAC shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated.

Notwithstanding any other provision of these Bylaws, GPAC shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of GPAC as an organization described in section 501(c)(3) of the IRC, or would result in the imposition of any liability under section 4941 of the IRC.

Section 12.3. CONVEYANCES AND ENCUMBRANCES

Property of the corporation may be assigned, conveyed or encumbered by such Officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.



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Section 12.4. DESIGNATED CONTRIBUTIONS

The GPAC may accept any designated contributions, grants, and bequests or devises consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purpose.

Section 12.5. REFERENCES TO INTERNAL REVENUE CODE

All references in these Bylaws to provisions of the IRC are to the provisions of the IRC of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 12.6. GOVERNING LAW

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Texas.

ARTICLE XIII

AMENDMENT OF BYLAWS

Section 13.1. AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the directors of the Board at any regular or special meeting duly called and at which a quorum is present

ARTICLE XIV

EFFECTIVE DATE

SECTION 14.1. EFFECTIVE DATE 08/17/16

CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the GREATER PEARLAND ARCHERY CLUB (GPAC), and that these Bylaws were adopted by unanimous action of the Board of Directors on the 17th day of August, 2016



Trina Trinh, SECRETARY

GREATER PEARLAND ARCHERY CLUB, Inc.