

**AMENDED AND RESTATED BYLAWS  
OF  
SOUTHWEST OFFICIALS ASSOCIATION, INC.  
(A NONPROFIT CORPORATION)**

These Bylaws (Bylaws") govern the affairs of the **Southwest Officials Association, Inc.**, a nonprofit corporation ("Corporation") organized under the Texas Business Organizations Code, Chapter 22 ("Act"). The Corporation is doing business under the assumed name of the **Texas Association of Sports Officials**.

**ARTICLE 1  
OFFICES**

1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located in such location as may be determined by the Board of Directors. The principle office may be changed from time to time by the Board of Directors. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2  
NONPROFIT PURPOSES**

2.01. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation pledges that all its assets will be used exclusively for its exempt purpose. Specifically, but not by limitation, the Corporation is organized for the purpose of promoting the welfare of all American intercollegiate and interscholastic sports, including but not limited to, the games of football, basketball, baseball, soccer, softball, and volleyball, by the development and maintenance of a membership consisting of experienced and capable persons whose integrity is beyond reproach and who are actively engaged each year in officiating those games; and by fostering a high standard of ethics, encouraging fair play, sportsmanship, closer cooperation, and better understanding among sports officials, athletic representatives, coaches, players, athletic directors, and the media; and to provide their common interests in these activities.

References herein to the Code mean the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

### **ARTICLE 3 MEMBERS AND DIRECTORS**

3.01. Advisory Members. The Corporation shall have no “members” as that term is used in the Act. The Corporation shall have advisory members with the limited rights set forth below.

(a) Qualifications.

- i. Only individuals may become advisory members.
- ii. An applicant must be at least 16 years of age at the time the application is submitted; however, each Division may increase the minimum age to 17 or 18 by so providing in their Operating Procedures.
- iii. TASO membership may be rejected by the Division Board for any reason except the applicant’s race, creed, ethnicity, sex, sexual orientation or any other legally protected status.
- iv. The TASO Board may reject a new or renewal application from all TASO Divisions if it believes this action to be in the best interest of TASO.

(b) Dues.

- i. The TASO Board shall set a Base Dues level for the TASO Divisions, which shall be reviewed annually. Starting with the 2017-18 school year, the Base Dues for renewing members shall be \$65.00. The Base Dues for new and auxiliary members shall be \$40.00. A late fee of \$25.00 may be charged to individuals who were members in the previous year and pay dues after the deadline.
- ii. Each division shall determine the annual dues for their Division which will be no less than the Base Dues amount and no more than \$30.00 above the Base Dues level, not including a late fee, without the approval of the TASO Board.

(c) Application.

- i. Application for membership may be made in a manner prescribed by the Executive Director. Current dues and an application fee as set by the Division Board must accompany each application. Each applicant must pass an examination on the rules and mechanics of the respective Division with a minimum grade established by the Division Board.
- ii. Applicants may be ineligible if they have ever been convicted of a felony specified in Section 6.019(b), whether convictions for felonies or misdemeanors shall disqualify an applicant from membership shall be determined by the Membership Review Committee under the procedures set forth in Section 6.019 of these Bylaws. On receipt of a notification of an arrest, charge, or conviction for a felony or a misdemeanor, the Executive Director will forward it to the Membership Review Committee. Using the standards specified in Section 6.019 of these Bylaws, the committee shall determine whether the application shall be approved or denied.

(d) Voting Rights.

- i. Advisory members will not have voting rights at the corporate level. Thus, no corporate matter will be submitted to a vote of the corporation's advisory members.
- ii. Notwithstanding the paragraph above, advisory members shall have advisory voting privileges in electing officers of the Division(s) of which they are a member and the District Director of those Divisions. A member with multiple district memberships may vote in his/her home chapter district only. These advisory voting rights shall not grant any governance authority upon the members for matters at the corporate level.

(e) Resignation. Any advisory member may resign by delivering a written resignation to any Division director or TASO director.

(f) Termination.

- i. The TASO Board of Directors may terminate the membership of any advisory member at anytime for any reason or for no reason. Any terminated advisory member may appeal the termination to the membership by filing a written statement with the secretary within thirty (30) days of the board's decision.

- ii. Notwithstanding the paragraph above, any arrest, charge, or conviction of an advisory member may be reviewed by the Membership Review Committee under the procedures set forth in Section 6.019 of these Bylaws, which may result in termination of membership.
- (g) Classification. Members shall be classified according to the requirements established by the Division Board. The TASO or Division Board may change any member's classification if, in its opinion, such change is in the best interest of the Division.
- (h) Disciplinary Action. Members who violate the Bylaws, Code of Ethics, Operating Procedures, or Policies of TASO or a Division, or falsify information on a new or renewal application for membership, shall, after due notice, be assessed penalties ranging from private reprimand to expulsion, and may include fine, probation, suspension, reduction of any classification, or any combination of the above deemed appropriate by the decision-making body. The formal process shall be contained in the TASO Policies and Procedures for Ethical Complaints and Other Violations.
- (i) Membership Year and Dues. The membership year shall be determined by the Division Board. Annual membership dues shall be determined and paid in accordance with procedures established by the Division Board and these Bylaws. After the beginning of the membership year, an expired membership may be reinstated by the payment of all dues, assessments, late fees, and the filing of all reports as determined by the Division Board. Late fees only apply to members that were members the previous year.
- (j) Uniforms. The Division Board shall prescribe the uniform for members. Members must wear it when officiating in any game unless an exception is granted by the Division Board.
- (k) Official Capacity as an ACTIVE Member.
  - i. Members of TASO are all persons who are ACTIVE members of any Division. Members may belong to more than one Division.
  - ii. An ACTIVE member is a member that has submitted all dues and fees as prescribed by the TASO Board and/or Division Board, submitted all properly executed forms, paper and/or electronic as prescribed by the TASO Board and/or Division Board. Former

members who were terminated under Section 3(f) of these Bylaws, any of the predecessors to these Bylaws, or any other TASO Policy or Procedure are not ACTIVE members.

- iii. Directors of TASO, Directors and Officers of each Division, and Directors and Officers of each Chapter must at all times be ACTIVE members before they may participate in any TASO Division or Chapter Board Function. Anyone holding any Division-wide or Chapter-wide position must be an ACTIVE member of TASO.
- iv. Anyone assigned as an official, linesperson, chain crew member, clock operator, observer or any other official capacity to a junior high, middle school, or high school game by a local TASO chapter must be a TASO member in ACTIVE status.

3.02. General Powers; Jurisdiction; Board Officers. The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a board ("TASO Board" or "Board of Directors"). The Board of Directors shall have jurisdiction over all Divisions, Districts, and Chapters, and advisory members. The TASO Board Officers shall be a Chair and Vice-Chair.

3.03. Number of Directors.

- (a) Provided that the number of directors shall not be decreased to less than three (3) and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
- (b) The TASO Board shall consist of not more than two persons per Division. Each Division President and Division President Elect (or Division Vice President absent a Division President Elect) shall be Directors, provided that if one person simultaneously holds more than one such office, he/she shall designate one office as his/her qualification to serve on the TASO Board, and if any Division is lacking two representatives on the TASO Board, the Division Board shall certify another member ("Alternate Director") to fill its vacancy. Alternate Directors shall serve until replaced by a person who is President, President Elect or Vice President of that Division.
- (c) The Executive Director and Immediate Past Presidents of each Division shall serve as non-voting members of the TASO Board.

3.04. Tenure of Directors. Each director, except for the Executive Director, shall serve for a term that coincides with the term of office at the Division level (e.g., Division President, Division President Elect, or Division Vice President).

3.05. Ex Officio Members.

- (a) Each ex-officio TASO Board member shall serve for a term of one year or until a successor is designated. Ex-officio TASO Board members shall not have voting rights. Except as to voting rights, ex-officio TASO Board members shall have all the rights and privileges of regular Directors.
- (b) The University Interscholastic League and The Texas Association of Private and Parochial Schools shall select two members to serve ex-officio on the TASO Board.
- (c) The Executive Director and President of each Division may select a member of that Division to serve as ex-officio TASO Board members. To be eligible to serve ex-officio, a Division member must be, and remain, a member in good standing of the Division. The Executive Director and President of each Division may select a former member as an Ex-Officio Emeritus.

3.06. Officers of the TASO Board.

- (a) The Chair and Vice Chair, who shall serve for one year beginning on January 1, shall be the Division Presidents or their designees.
- (b) The Chair and Vice Chair may be removed by a majority vote of the TASO Board.
- (c) Effective January 1, 2003, the Chair is the President of TASO-Baseball; thereafter the rotation is: TASO-Soccer, TASO-Basketball, TASO-Volleyball, TASO-Football, and TASO-Softball. The Division President next in order to serve as Chair shall serve as Vice Chair. The Chair and Vice Chair must be serving as Director at the time of their appointment to office and continue to do so during their term as Officers of the TASO Board.
- (d) When accepted into TASO, additional Divisions shall be placed in the rotation order only after having been a member of TASO for four years.

3.07. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; or (b) an increase in the authorized number of Directors. The Board of Directors may declare the office of a Director vacant if a court

adjudges the Director incompetent, is convicted of a crime involving moral turpitude. Any vacancy shall be filled by a successor chosen by the process outlined in the Operating Procedures of that Division. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

3.08. Annual Meeting. The annual meeting of the directors shall be held on or before June 1 in the registered office of the Corporation, unless the Board notifies the directors otherwise. The annual meeting of the Board of Directors may be held as described in this paragraph without notice other than these Bylaws.

3.09. Regular Meeting. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time meetings or conference calls.

3.010. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or the Chair of the TASO Board. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

3.10. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing or by email to the action. Such consent may be given individually or collectively.

3.11. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.12. Quorum. A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors so long as at least one Director from each Division is present. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors 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 Directors required to constitute a quorum. If a quorum is present at no time

during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

3.13. Votes Per Division. Each Director's voting capability will be determined by his/her Division's total advisory members who are active as of the end of the Division's last completed sport year.

<u>Membership</u>	<u>Votes</u>	<u>Total</u>
2000 or less	1 vote per division Director	2
2001 to 4000	1 vote per division Director, plus one Additional vote by the division president	3
4001 to 6000	2 votes per division Director	4

3.14. Conduct of Meetings. At every meeting of the Board of Directors, the Chair of the TASO Board, shall preside, and if not, the Vice Chair. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chair, or the person presiding, may appoint any person to act as Secretary of the meeting.

3.15. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.

3.16. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.17. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in 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 before adjournment or mailed to the Secretary by registered mail or E Mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) 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 the Corporation; 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 Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of 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, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are 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.

3.18. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

3.19. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the 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 decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

3.20. Presumption of Assent. When the Board of Directors votes on anything, all Directors shall be deemed to have voted for the action, unless his dissent is specifically noted in the minutes. If the secretary of the meeting refuses to note his dissent in the minutes, the dissenting Director shall mail, using certified or registered mail, his dissent to the Secretary of the Corporation within one business day after Board of Directors adjourned the meeting.

3.21. Proxies. A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

3.22. Compensation. Directors may not receive salaries for their services as a director. A Director may serve the Corporation in any other capacity and receive compensation for those services. A director may be reimbursed expenses incurred by him to attend a Corporation's meeting.

3.23. Removal of Directors. The Board of Directors may vote to remove a Director at any time, without good cause. A meeting to consider the removal of a Director may be called and with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. A Director may be removed by the affirmative vote of a majority of the Board of Directors.

3.24. Resignation of Directors. Any Director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3.25. Advisory Directors. The Board of Directors may elect advisory directors as they see fit. The Advisory Directors shall have not have a vote, but may attend all Board of Director meeting and participate in the discussion like the regular directors.

#### **ARTICLE 4 OFFICERS OF THE CORPORATION**

4.01. Officer Positions. The officers of the Corporation shall be an Executive Director, a Secretary, a Treasurer, and one Asistant Executive Director. The Executive Director shall serve as the Corporation's President and Treasurer, as those titles are designated by the Act. The Board of Directors 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, except the offices of Executive Director and Secretary, may hold any two or more offices.

4.02. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties, and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

4.03. Election and Term of Office. The Board of Directors at its regular annual meeting shall elect the officers of the Corporation. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

4.04. Removal. The Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.05. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Executive Director, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

4.06. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term.

4.07. Executive Director. The Executive Director shall serve as the Corporation's President and Treasurer, as those titles are designated by the Act. The Executive Director shall be a non-voting member of the Board of Directors. The Executive Director shall supervise and control all of the business and affairs of the Corporation. The Executive Director may attend all meetings of the advisory members. The Executive Director shall attend all meetings of the Board of Directors. The Executive Director may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the Executive Director may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The Executive Director shall perform other duties prescribed by the Board of Directors and all duties incident to the office of Executive Director.

4.08. Assistant Director. When the Executive Director is absent, is unable to act, or refuses to act, the Assistant Director may perform the duties of the Executive Director. When the Assistant Director acts in place of the Executive Director, the Assistant Director shall have all the powers of and be subject to all the restrictions upon the Executive

Director. The Assistant Director shall perform other duties as assigned by the Executive Director or Board of Directors.

4.09. Treasurer. When serving as the Treasurer of the Corporation, the Executive Director shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors, the Chairman, or the President.
- (d) Write checks and disburse funds to discharge obligations of the Corporation.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the President or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all the duties incident to the office of Treasurer.

4.10. Secretary. The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation, if any, to all documents as authorized.

- (e) Keep a register of the mailing address of each Director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the Executive Director or by the Board of Directors.
- (g) Perform all duties incident to the office of Secretary.

4.11. Assistant Officers. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

4.12. Salaries. The salaries of the Executive Director and staff shall be fixed by, or in accordance with the directions of, the Board of Directors. All salaries shall be reasonable compensation for services rendered or to be rendered to the Corporation.

4.13. Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

4.14. Officiating Fees and Travel Allowances. Charges for services and travel expenses involved in officiating any game or match shall be determined by the University Interscholastic League and the Texas Association of Private and Parochial Schools for their respective member schools. Games or match fees and travel expenses for schools not affiliated with the UIL or TAPPS may be negotiated between the TASO chapter and the school.

## ARTICLE 5

## **DIVISIONS**

5.01. Establishment of Division. The Board of Directors may adopt a resolution establishing one or more Divisions delegating specified authority to a Division, and appointing or removing members of a Division. The establishment of a Division or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No Division shall have the authority of the Board of Directors to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the TASO Bylaws.
- (h) Elect, appoint, or remove a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.05, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

5.02. Division Boards.

- (a) Authority. Each TASO Division shall be governed at the Division level by a board of directors ("Division Board"). These Division Boards are responsible for administering the operations of the Division, subject to the bylaws, procedures, and directives of TASO.
- (b) Relationship with TASO. Notwithstanding Section 5.03(a), Division Boards are inferior in authority to the TASO Board and the Corporate Officers of TASO, which collectively are TASO. If there is a conflict

between the directive of a Division Board and TASO, TASO's directive shall govern.

- (c) Composition of Division Board. Each Division Board shall include the Division Officers (as described below in Section 5.10), the Executive Director of TASO, and all District Directors. Each Division Board member must be an Active (i.e., in good standing and current on all dues/fees/assessments) member of his/her division.
- (d) Ex-Officio Members of Division Boards. Ex-officio members may also include a representative from the University Interscholastic League, the Texas Association of Private and Parochial Schools, the respective Coaches' Association, and individuals appointed by the President of the Division Board with the approval of the Division Board.

### 5.03. Divisions, Geographical Districts, and Chapters.

- (a) Districts. Each Division Board shall divide its respective Division into geographical districts.
- (b) Chapters. Each Division Board may further divide its respective districts into chapters. Each Division Board shall establish minimum criteria for approving new chapters, including submission of a list of advisory members and bylaws. Only one chapter may be established in any county unless authorized by the Division Board.
- (c) Single-Chapter Districts. Each Division Board may establish single-chapter districts based on a specified number of members as determined in sole discretion of the Division Board. A chapter with the requisite specified number of members as of the last day of the Division Membership year for two consecutive years may apply to its respective Division Board for standing as a single-chapter district. This application must be submitted to the Division Board before the Division Board's off-season board meeting. At the off-season board meeting, the Division Board shall review any applications for single-chapter districts and make a ruling on those applicants. Additionally, at that same off-season meeting, the Division Board shall review the membership status of each single-chapter district. If a single-chapter district has a membership of less than the number prescribed by the Division Board for two

consecutive years, it shall lose its status as a single-chapter district and return to its former geographical district.

5.04. Election of District Directors.

- (a) Number of District Directors. One (1) Director shall be elected from each district by a plurality vote of eligible advisory members.
- (b) Eligibility to Vote for District Directors. Each advisory members who is Active (i.e., in good standing and current on all dues/fees/assessments) shall have one vote towards the election of District Directors.
- (c) Terms of Elections. Notwithstanding Section 5.04(b) above, elections will be conducted as prescribed by the Division Board and may include electronic voting.
- (d) Single-Chapter Elections. When single-chapter districts are formed, the District Director shall fulfill the duties of both districts until a Director from the newly formed district is elected.
- (e) Appointment of Directors. If a district does not elect a Director, the Division Board shall appoint a Director from that district to serve the specified term of office.

5.05. Divisions. TASO is organized in Divisions based upon sport, known as TASO-Basketball, TASO-Baseball, TASO-Football, TASO-Soccer, TASO-Softball, TASO-Volleyball, and such others as the TASO Board may establish. Each Division shall elect its own Officers and Directors by majority vote of its members and establish its own operating procedures.

5.06. Term of Office. Each Director shall hold office for two (2) years. Directors from even numbered districts shall be elected in even-numbered years; directors from odd numbered districts shall be elected in odd-numbered years; directors of single-chapter districts shall serve a term of one or two years, depending upon the term remaining at the time of their election. A District Director may be elected to a two-year term, not to exceed four consecutive terms; however, after being out of office for a period of one term, he/she may be re-elected. A TASO Division may limit the number of consecutive terms of a Director to two (2) or three (3).

5.07. Vacancy. If a vacancy occurs in the office of a District Director it shall be filled by majority vote of the remaining Division Board members, with the appointed Director being a member residing in the district in which the vacancy occurs.

5.08. Removal. The Division Board may vote to remove a District Director at any time, without good cause. A meeting to consider the removal of a Director may be called with notice to the Division Board members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. A Director may be removed by the affirmative vote of a majority of the Directors of the Division Board.

5.09. Duties of Directors. District Directors shall act in an advisory capacity to the TASO Board and the Officers of the Corporation. The Director representing a geographical or single-chapter district shall be responsible for promoting regular meetings of officials to discuss rules in the district, and shall act as liaison between the Division Board and the chapter(s) the Director represents.

5.010. Officers of the Division.

(a) Officers. Each Division shall have a President, Immediate Past President, Vice President, and the TASO Executive Director (or his/her designee). A Division may have a President-Elect if so provided in that Division's Operating Procedures.

(b) Division Operating Procedures. Each Division Board shall specify in their respective Operating Procedures the process and timelines for electing Division Officers. Those Operating Procedures must also establish the eligibility requirements for each office and how vacancies will be filled.

(c) Removal. The Division Board may vote to remove a Division Officer at any time, without good cause. A meeting to consider the removal of an Officer may be called and with notice to the Division Board members. The notice of the meeting shall state that the issue of possible removal of the Officer will be on the agenda. An Officer may be removed by the affirmative vote of a majority of the Division Board members.

5.011. Division President. The President shall preside at all meetings of the Division and the Division Board; appoint committees as needed and act as liaison between the Division, TASO, and other TASO divisions; and further the policies adopted by the District.

5.012. President Elect or Vice President. In the absence or disqualification of the President, the President-elect, if the Division has a President-Elect, or if not the Vice President shall assume the responsibilities of the President.

5.013. Immediate Past President. The Immediate Past President shall act in an advisory role to the President and the Division Board and perform such duties as may be prescribed by the President and the Division Board.

5.014. Meetings. The Division Board shall hold at least one (1) meeting per year before the Annual State Meeting. Special meetings shall be called by the President when requested to do so by a majority of the Board.

5.015. Notice of Meetings. Written or printed notice of a Division Board meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

5.016. Quorum. One-half of the number of members of the Division Board shall constitute a quorum for the transaction of business at any meeting of the Division Board. The Division Board 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 Division Board members required to constitute a quorum. If a quorum is present at no time during a meeting, the President may adjourn and reconvene the meeting one time without further notice.

5.017. Actions of Division Boards. Division Boards shall try to take action by consensus. However, the vote of a majority of Division Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A Division Board 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.

5.018. Proxies. A Division Board member may vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

5.019. Compensation. Division Board members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Division Board members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Division Board. A Division Board member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Division Board member shall be commensurate with the services performed and shall be reasonable in amount.

5.020. Rules. Each Division Board may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

5.021. ACTIVE Members. All Directors and Officers of each Division as well as All Directors and Officers of each Chapter must at all times be ACTIVE members before they

may participate in any TASO Division or Chapter Board Function. Anyone holding any Division-wide or Chapter-wide position must be an ACTIVE member of TASO.

## **ARTICLE 6 COMMITTEES**

6.01. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the Executive Director its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.05, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

6.02. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member 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 shall serve for the unexpired portion of the terminated committee member's term.

6.03. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the President of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

6.04. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

6.05. Quorum. One-half of the number of members of a committee shall constitute a quorum for the transaction of 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 to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

6.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the 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 vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

6.08. Compensation. Committee members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to

committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

6.09. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

6.010. Membership Review Committee ("MRC").

(a) Effective September 1, 2003 a Membership Review Committee (formerly known as the Disciplinary Appeals Committee) shall exist, consisting of at least five (5) TASO members, or former members, recommended by the Executive Director and approved by the TASO Board. In the first year, the term of one member shall be one (1) year; the term of two (2) members shall be two (2) years; and the term of the other two (2) members shall be three (3) years. Thereafter, each new member of the committee shall serve a three-year term. Effective May 17, 2014 this committee will be known as the Membership Review Committee. The TASO Executive Director may appoint a liaison to the MRC. The TASO Executive Director and the liaison are ex-officio members of the MRC.

On receiving notice of an arrest, charge or conviction, the Executive Director, or his/her designee, shall refer the case to the Membership Review Committee. The committee shall decide whether the conviction should result in termination of membership by deciding whether it is likely to impair the ability of the individual to effectively perform his or her officiating duties to such an extent that allowing the individual to continue as a TASO official is unreasonable. The committee may make decisions by majority vote. Members have the right to appeal decisions of the committee to the TASO Board.

If the individual under review and a committee member are from the same chapter the committee member must recuse his/her self from that particular case. The committee members must be from different chapters.

Cases involving deferred adjudication, probation, or any other form of court imposed supervision, shall be resolved by the Membership Review Committee on a case-by-case basis, taking into consideration the nature of the underlying offense involved. Federal convictions and criminal offenses that occurred in other states shall be resolved by the committee on a case by case basis. The TASO Board of Directors may establish guidelines for the Membership Review Committee.

(b) Convictions. A conviction of the following crimes may exclude any individual for TASO membership:

- i. Tex. Pen. Code, Title 5, Chapter 19: Criminal Homicide;
- ii. Tex. Pen. Code, Title 5, Chapter 20: Kidnapping, Unlawful Restraint, and Smuggling of Persons;
- iii. Tex. Pen. Code, Title 5, Chapter 21: Sexual Offenses;
- iv. Tex. Pen. Code, Title 5, Chapter 22: Assaultive Offenses;
- v. Tex. Pen. Code, Title 5, Chapter 49, Section 49.07: Intoxicated Assault;
- vi. Tex. Pen. Code, Title 5, Chapter 49, Section 49.08: Intoxicated Manslaughter;
- vii. Tex. Health & Safety Code, Title 6, Chapter 481, Section 481.112: Manufacture or Delivery of Substance in Penalty Group 1;
- viii. Tex. Health & Safety Code, Title 6, Chapter 481, Section 481.1121: Manufacture or Delivery of Substance in Penalty Group 1-A;
- ix. Tex. Health & Safety Code, Title 6, Chapter 481, Section 481.1122: Manufacture of Substance in Penalty Group 1: Presence of Child;
- x. Tex. Health & Safety Code, Title 6, Chapter 481, Section 481.113: Manufacture or Delivery of Substance in Penalty Group 2 or 2-A; or
- xi. Tex. Health & Safety Code, Title 6, Chapter 481, Section 481.114: Manufacture or Delivery of Substance in Penalty Group 3 or 4.

Other felony or misdemeanor convictions may terminate membership as determined by the Membership Review Committee (MRC). New applicants shall not be considered for membership and existing members shall have their membership suspended until they have successfully completed all terms and conditions of a judicially imposed probation, sentencing, or parole or other supervision sentences for any felony and Class A and B misdemeanors. Class C misdemeanors will may be reviewed on a case-by-case basis by the MRC. Chapters must report to the Executive Director if any member is or has been arrested, charged or convicted of a felony or misdemeanor. The Executive Director shall refer cases involving felonies or misdemeanors to the Membership Review Committee.

(c) Arrests. A member who is arrested or charged with any criminal charge greater than a fine only traffic violation must report that event to the chapter and the Executive Director within 72 hours of the arrest. The member shall be suspended pending disposition of the charge for felonies and Class A and B misdemeanors while Class C misdemeanors may be reviewed by the MRC on a case-by-case basis.

(d) Reporting. Members must report to chapters, which shall report to the Executive Director, on being convicted of any felony or misdemeanor as detailed in Section 6.01(b). The Executive Director shall report convictions for felonies or misdemeanors to the Membership Review Committee, which shall determine whether the conviction should result in termination of membership. A majority vote for termination is sufficient.

## **ARTICLE 7 TRANSACTIONS OF THE CORPORATION**

7.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. 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 funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

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

7.04. Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

7.05. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

(a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

(b) The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

(c) The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote.

7.06. **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors no Director, officer, or committee member of the Corporation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.

(b) Do any act with the intention of harming the Corporation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

(d) Receive an improper personal benefit from the operation of the Corporation.

(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

(g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

(h) Disclose any of the Corporation 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. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Certificate of Formation, 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 the Bylaws, and any amended versions or amendments to the Bylaws.

(c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

(d) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.

(f) A financial statement showing the income and expenses of the Corporation for the most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

8.02. Inspection and Copying. Any Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

## **ARTICLE 9 FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> each year.

## **ARTICLE 10 INDEMNIFICATION**

### **10.01. When Indemnification is Required, Permitted, and Prohibited.**

(a) The Corporation shall indemnify a Board of Directors member, officer, committee member, employee, or agent of the Corporation 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 the Corporation. For the purposes of this Article, an agent includes one who is or was serving at the request of the Corporation as a Board of Directors member, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a 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.

(b) The 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 the Corporation under Section 10.01(a).

(c) The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(d) The Corporation shall pay or reimburse reasonable expenses incurred by a Board of Directors member, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(e) In addition to the situations otherwise described above, the Corporation may indemnify a Board of Directors member, officer, committee member, employee, or agent of the Corporation to the extent permitted by law.

However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 9.01(c), above.

(f) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(g) If the Corporation indemnifies a person under the Bylaws, the person may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

#### 10.02. Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically: (1) determine that indemnification is permissible, (2) authorize indemnification, and (3) determine that expenses to be reimbursed are reasonable, except as provided in Section 10.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Board of Directors members who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Board of Directors members, consisting solely of two or more Board of Directors members who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in Section 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board of Directors members.

(b) The manner in which the Corporation determines whether indemnification is permissible shall be the same manner in which the Corporation authorizes indemnification and determines that expenses to be reimbursed are reasonable. However, if the determination that indemnification is permissible is made by special legal counsel under Section 10.02(a)(iii), above, then the authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by either Section 9.02(a)(i) or Section 10.02(a)(ii), above.

(c) A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Section 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.

(d) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The written undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 11 NOTICES**

11.01. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail.

11.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a 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 is not lawfully called or convened.

## **ARTICLE 12 SPECIAL PROCEDURES CONCERNING MEETINGS**

12.01. Meeting by Electronic Means. The Board of Directors, any Division, and any committee of the Corporation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting. Minutes of such meeting shall be recorded, and any action taken by vote shall reflect that it was done in a telephone meeting at which all participants could simultaneously hear each other or shall reflect that it was done via e-mail and record the participants. Any action taken in a meeting held via telephone conference shall be reported by the President at the next regular Division Board meeting. The minutes of a meeting held via e-mail communication shall consist of a hard copy print out of the e-mail transmissions on the subject of the meeting and shall be reported by the President at the next regular Division Board meeting.

12.02. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.

- (c) The proxy authority expires under the terms of the Bylaws.

### **ARTICLE 13 AMENDMENTS TO BYLAWS**

Only the TASO Board of Directors may alter, amend, or repeal, or enact new Bylaws. A two-thirds (2/3) majority vote of the votes cast by the Divisions represented at any TASO Board meeting is required for a proposed amendment to be approved. Notice of the proposal must be included in the notice of the meeting. A TASO member who wishes to propose a bylaw amendment may submit it to a member of a Division Board, which shall determine whether to propose it to the TASO Board, or to the Executive Director or a TASO Director. Proposed bylaw amendments cannot be acted upon unless they are submitted to the TASO Board at least fourteen (14) days before the meeting at which the vote is to be taken.

### **ARTICLE 14 MISCELLANEOUS PROVISIONS**

#### **14.01. Administrative.**

- (a) Communications from the Executive Director or his/her designee must be answered promptly with a return of information requested or statement of reasons why such information must be delayed or withheld.
- (b) All Chapters must have a copy of their bylaws on file in the TASO office. Chapter shall have a copy of a current monthly chapter report, including bank statements, on file at the chapter level and presented to the chapter's board of directors each month. The financial reports and bank statements must be made available to the Chapter's members upon request. A Division may require Chapters to submit their Chapter financial reports to the TASO Division Board.

**14.02. Legal Authorities Governing Construction of Bylaws.** The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**14.03. Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**14.04. Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.05. Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail) of Directors and officers, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Director or officer submits a written refusal to conduct certain transactions by electronic means.

14.06. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.07. Seal. The Board of Directors may provide for a corporate seal.

14.08. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

14.09. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

14.010. Southwest Officials Association. Any instrument which refers to the Southwest Officials Association (SOA), the Southwest Basketball Officials Association (SBOA), the Southwest Baseball Umpires Association (SBUA), the Southwest Football Official Association (SFOA), the Southwest Soccer Officials Association, (SSOA), Southwest Softball Umpire Association (SSUA), or the Southwest Volleyball Official Association (SVOA) shall be construed as referring to TASO, TASO-Basketball, TASO-Baseball, TASO-Football, TASO-Soccer, TASO-Softball, and TASO-Volleyball as appropriate. Membership in the SOA or any of its Divisions or predecessor organizations shall be considered as membership in TASO and the appropriate membership division.

[SIGNATURE PAGE FOLLOWS]

#### CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of thirty (32) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors via written consent on April 29, 2018.