

**SECOND AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**COPPELL COWBOYS BASEBALL, INC.**

These Bylaws (referred to herein as the "**Bylaws**") govern the affairs of **Coppell Cowboys Baseball, Inc.**, a non-profit corporation (referred to herein as the "**Corporation**"), organized under the Texas Non-Profit Corporation Act (referred to herein as the "**Act**").

**ARTICLE 1**  
**NAME AND PURPOSE**

- 1.1. **Name.** The name of the Corporation is Coppell Cowboys Baseball, Inc.
- 1.2. **Purposes.** The purposes for which the Corporation has been formed are set forth in its Articles of Incorporation. These purposes include, but are not limited to, education, charity, and the enrichment of students' involvement in the Coppell High School Baseball program.

**ARTICLE 2**  
**OFFICES**

- 2.1. **Principal Office.** The principal office of the Corporation shall be in Coppell, Texas and, unless otherwise specified, meetings of directors shall be held in Coppell, Texas.
- 2.2. **Other Offices.** The Corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- 2.3. **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 3**  
**MEMBERS**

The Corporation shall have no members unless otherwise approved by the Board in accordance with applicable law.

## **ARTICLE 4 BOARD OF DIRECTORS**

4.1. **Management.** The business and property of the Corporation shall be managed and controlled by a Board of Directors.

4.2. **Number.** The number of directors of the Corporation shall be five (5), but such number may be increased or decreased by amendment to the Bylaws, in the manner set forth in Article 9 hereof. In no event, however, shall the number of directors be less than four (4) or more than nine (9). When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his term expires, or until he tenders his resignation to the Board of Directors.

4.3. **Advisory Directors.** The Board of Directors may also appoint such advisory directors as it shall deem necessary and proper, to act in advisory capacities without the power of final decision in matters concerning the business of the Corporation and without power to vote as a director.

4.4. **Election and Term of Office.** Each director shall be elected at the annual meeting of the Board of Directors by a majority vote of the Board of Directors, for a term of one (1) year, and shall hold office until such director's successor is elected and qualified. A director may be elected to succeed himself or herself as director.

4.5. **Removal.** The Board of Directors may remove any director from office, with or without cause, at any time.

4.6. **Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors. Any director elected to fill a vacancy shall hold office until the election and qualification of his successor.

4.7. **Annual Meeting.** The annual meeting of the Board of Directors shall be called by resolution of the Board of Directors or by declaration of the President stating the time and place of such meeting. The meeting may be held either within or without the State of Texas at such location as is designated in the resolution or notice. No notice of the annual meeting of the Board of Directors is required other than a resolution of the Board of Directors, or a written declaration of the President of the Corporation stating the time, place, and location of the meeting. The annual meeting shall be open to the public.

4.8. **Regular Meetings.** The Board of Directors may provide for regular meetings by resolution or by declaration of the President stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas unless the resolution or notice specifies another location of the meeting. No notice of regular meetings of the

Board of Directors is required other than a resolution of the Board of Directors, or a written declaration from the President of the Corporation, stating the time, place, and location of the meetings. Regular meetings shall not be open to the public unless otherwise determined by the Board of Directors.

4.9. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or any two (2) directors. 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 the 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 President or the Secretary shall give notice to the directors as required by these Bylaws. All special meetings shall be open to the public.

4.10. **Notice of Meetings.** Notice of all directors' meetings, except as herein otherwise provided, shall be given in person (via telephone), or by mail, electronic, or facsimile transmission before the meeting to each director, which notice shall be delivered (or, if by mail, electronic, or facsimile transmission, presumed delivered under Section 8.3 hereof) at least forty-eight (48) hours before the time of the meeting. Such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any proper business of the Corporation may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any proper business of the Corporation may be transacted.

4.11. **Chairman.** At all meetings of the Board of Directors, the President, or in the President's absence, any Vice President, or in the Vice President's absence, the Secretary, or in their absence, a chairman chosen by the directors present, shall preside.

4.12. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even though 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. Directors present by proxy may be counted toward a quorum. Should there be a quorum but there exist a stalemate on a vote on a particular issue, the President may vote to break the stalemate.

4.13. **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 by these Bylaws. A director who is present at a meeting and abstains from a vote is not 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.

4.14. **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.

4.15. **Compensation.** Directors shall not receive compensation of any kind for their services as directors. By resolution of the Board, directors may be reimbursed for their reasonable expenses, if any, of attendance at each regular or special meeting of the Board.

4.16. **Powers.** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Texas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

4.17. **Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

## **ARTICLE 5 OFFICERS**

5.1. **Titles and Term in Office.** The officers of the Corporation shall be a President, Vice President, a Secretary / an Assistant Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. The term of office of each officer shall commence with his or her election and shall expire with the election of his or her successor. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

5.2. **Removal.** All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

5.3. **Vacancies.** A vacancy in the office of any officer shall be filled by a vote of a majority of the directors, and the officer so elected shall hold office until the next annual meeting of the Board of Directors and until a successor is elected and qualified.

5.4. **President.** The President shall be the chief executive officer of the Corporation, shall perform all the duties and shall have all the powers commonly incident to that office, shall in general supervise and control all of the business and affairs of the Corporation, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. The President, when present, shall preside at all meetings of the Board of Directors.

5.5. **Vice President.** The Vice President shall be subject to the control of the Board of Directors and shall, in the absence or disability of the President, supervise and control all of the business and affairs of the Corporation, and shall see that all orders and resolutions of the board are carried into effect. He shall, in the absence of the President, preside at all meetings of the Board of Directors. The Vice President may execute, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of the Vice President, and such other duties as may be prescribed by the Board of Directors from time to time.

5.6. **Treasurer.** The Treasurer shall be appointed by the Board of Directors, shall have custody of and be responsible for all funds and securities of the Corporation, and receive and give receipts for money due and payable to the Corporation from any source whatever, and deposit all such monies in the name of the Corporation in such bank or other depository as shall be selected by the Board of Directors, and in general perform all the duties incident of the office of Treasurer as may from time to time be assigned by the Board of Directors. The Treasurer shall provide a written account of the financial status of the Corporation to the Board of Directors and to the Coppell ISD and High School Athletic Directors, on a monthly basis.

5.7. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose; he or she shall attend to the giving and serving of all notices; in the furtherance of the purposes of this Corporation and subject to limitations contained in the Articles of Incorporation, he or she may sign with the President or the Vice President in the name of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; he or she shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and other books and papers as the Board of Directors may direct, all which shall at all reasonable times be open to the inspection of any director upon application at the office of the Corporation during business hours; and, he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors. The Secretary shall file a copy of the minutes of each meeting of the Board of Directors and the membership with the Coppell ISD and High School Athletic Directors within a reasonable time after such meeting. The Secretary shall apprise the Coppell ISD and High School Athletic Directors of, and invite him/her, to all meetings of the Board of Directors and membership.

5.8. **Agents and Representatives.** The Board of Directors or the President may appoint such agents and representatives of the Corporation with such powers and

to perform such acts or duties on behalf of the Corporation as the Board of Directors or the President, as the case may be, may see fit, so far as may be consistent with the purposes of the Corporation as set forth in its Articles of Incorporation and with these Bylaws, to the extent authorized or permitted by law. The Board of Directors, or the President, as the case may be, may give such agents and representatives such titles, including, without limitation, the title "Chairman Emeritus," as the Board of Directors or the President, as the case may be, may see fit. Agents and representatives may attend meetings of the Board of Directors only upon express invitation.

5.9. **Bonding.** At the direction of the Board of Directors, the Treasurer and such other officers, agents, and employees of the Corporation as the Board of Directors shall designate shall be bonded.

5.10. **Compensation.** The salaries, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

## **ARTICLE 6 COMMITTEES**

6.1. **Board Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons (a majority of such persons must also be members of the Board of Directors), which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

6.2. **Other Committees.** In addition to the Advisory Committee commonly referred to as the "Coppell Cowboys Baseball Club" in Article 7 hereof, the Board of Directors, by resolution adopted by a majority of the directors at a meeting at which a quorum is present, may designate and appoint other committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Membership on such committee may, but need not be, limited to or occupied by, a director or directors.

6.3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.4. **Chairman.** One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or the Articles of Incorporation or which any rules prescribed for the committee by the President or by the Board of Directors.

## **ARTICLE 7 BOOSTER CLUB**

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate an Advisory Committee which shall be called the "Coppell Cowboy Baseball Club" (the "Club") which shall be composed of any person who makes a cash contribution to the Club in an amount or amounts as established by the Board, from time to time. As a condition to being a Director, Officer or member of any committee established by the Board of Directors, such person must be a participant, in good standing, of the Club. No participant in the Club, other than a director, shall have any voting rights in the Corporation but shall have the right at any meetings of the Club convened by the Board or the President to render such advice or solicit information from the Board or the Officers as they deem reasonable or necessary.

## **ARTICLE 8 INDEMNIFICATION**

8.1. **Policy of Indemnification and Advancement of Expenses.** To the full extent permitted by the Act, as amended from time to time, the Corporation shall indemnify any Representative against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

8.2. **Definitions.** For purposes of this Article 8:

(a) "Representative" means: (1) any person who is or was a director and any person who, while a director, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise; or (2) any person who is or was an officer and any person who, while an officer, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise; or (3) any person who is or was serving in any capacity on any committee created by the Board of Directors pursuant to Section 6.2 hereof.

(b) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

8.3. **Non-Exclusive; Continuation.** The indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested directors or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Representative engaged in any other enterprise at the request of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

8.4. **Insurance or Other Arrangement.** The Corporation shall have the power, but not the obligation, to purchase and maintain insurance or to the extent permitted by applicable law, another arrangement on behalf of any person who is or was a Representative, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent or any other capacity in another association, or a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article 8.

8.5. **Indemnification of Employees or Agents.** The Corporation may indemnify and advance expenses to an employee or agent who is not a director or officer to such further extent, consistent with law, as may be provided by general or specific action of the Board of Directors, by contract, or as permitted or required by common law.

8.6. **Limitations on Obligation to Pay Indemnified Claim.** The provisions of this Article 8 shall be limited in all respects by the applicable provisions of the Act. In

addition and notwithstanding the provisions of the article, the Corporation shall have no obligation to pay an indemnified claim if it does not have the financial resources to do so.

## **ARTICLE 9 MISCELLANEOUS PROVISIONS**

9.1. **Fiscal Year.** The fiscal year of the Corporation shall be from July 1 through June 30 of each calendar year or as determined by the Board of Directors.

9.2. **Seal.** The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

9.3. **Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these Bylaws, such notice may be given personally, by mail, electronic, or by facsimile transmission. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If transmitted electronically or by facsimile, notice is deemed to be delivered on successful transmission. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.4. **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.

9.5. **Meeting by Telephone.** The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone 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.

9.6. **Resignations.** Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by either the Vice President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

9.7. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

9.8. **Checks and Drafts.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by either the Vice President or Secretary of the Corporation.

9.9. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.10. **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.

9.11. **Nondiscrimination.** The Corporation shall maintain a nondiscriminatory policy as to participation in its programs, hiring of support staff, election of directors, and in its dealings with any other person or business that might be associated with it in any manner.

9.12. **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the persons entitled to vote. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

9.13. **Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or Representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of any maker, founder, contributor, or individual.

9.14. **University Interscholastic League.** At all times when performing their duties for the Corporation, the Board of Directors, the Officers, and any Representative of the Corporation, in any capacity, must strictly comply with the rules and regulations governing "Booster Clubs" as promulgated by the University Interscholastic League in the State of Texas.

## **ARTICLE 10 AMENDMENTS**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the Board of Directors acting by the affirmative vote of a majority of the Board of Directors at any annual or regular meeting, or at any special meeting if at least seven (7) days prior written notice is given of the intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting and the notice specifies that an alteration, amendment, or repeal will be considered at the meeting.