

## Bylaws of Mission Squash of Houston

### Article 1 - Name and Effective Date

The name of this Texas Nonprofit Corporation is Mission Squash of Houston (“Mission Squash” or the “Corporation”). These bylaws were approved and adopted by the Board of Directors on November 30, 2018 and amend and restate in its entirety the previous bylaws adopted January 31, 2012.

### Article 2 - Purpose and Mission

The purposes of Mission Squash are as set out in its Certificate of Formation and in any amendment thereof, including the mission is to give youth from underprivileged homes the opportunity to make a better future for themselves by staying in school, graduating and aspiring to college while at the same time improving their health and fitness through the game of squash.

### Article 3 – Registered Office

The registered office of the Corporation is located at 1100 Merrill Street, Houston TX 77009. The Board may change the address of the registered office from time to time provided that requirements of Texas Business Organization Code are followed. The registered office of the Corporation may be, but need not be, the same as the business office.

### Article 4 - Members

The Corporation will have no members.

### Article 5 - Board of Directors

5.1. Subject to the limitations of the Certificate of Formation, these bylaws, and the Texas Business Organization Code concerning corporate actions, all corporate powers shall be exercised by or under the authority of the Board of Directors (the “Board”), and the business and affairs of the Corporation shall be managed under the direction of the Board. The Board shall focus on providing policy guidance and strategic direction with a long-term perspective while empowering the Executive Director (“ED”) to build and manage a staff-driven organization utilizing best practices. The Board shall have sole responsibility for governance of this Corporation.

5.2. The number of Mission Squash directors (“Director” or “Directors”) constituting the Board shall never be less than 3 and the maximum shall be determined by the Board from time to time.

5.3. Qualification and election

5.3.1 A Board Development Committee (“BDC”) shall be established by the Board. The BDC shall advise the Board on governance issues, including, but not limited to recommended qualifications for Directors.

5.3.2 With the exception of the ED Directors will be elected by a majority vote of existing Directors present at a Board meeting based on nominations approved and proposed to the Board by the BDC.

5.3.3 The ED will become a Director of the Board upon appointment to the ED position.

#### 5.4 Term of office

5.4.1 The term of office for each Director, with the exception of the President and ED, shall be 3 years unless agreed otherwise by the Board at the time of election of the office. The President and ED shall remain a Director for the duration of their appointments.

5.4.2 In considering the term of office for each Director the Board shall seek to ensure that, to the extent practical, no more than half of Directors will end their term at the same time.

5.4.3 Directors may offer themselves for re-election at the end of their term of office. The BDC shall consider such offers for re-election and, if supported, shall forward nominations for reelection to the Board for consideration.

5.4.4 Any Director may resign at any time by delivering written notice to the Secretary or President. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. In the event of a resignation there will be no automatic vacancy on the Board.

5.4.5 Any Director, with the exception of the ED, may be removed from office without cause by a majority vote of the entire Board at a regular or special Board meeting. Any Director under consideration of removal by this process may first be notified about the consideration at least 5 days prior to the meeting at which the vote will take place.

#### 5.5 Meetings

5.5.1 Regular meetings of the Board shall be held at times fixed by resolution of the Board.

5.5.2 The President, or one-half of the Directors then in office, may call a special meeting of the Board.

5.5.3 Notice need not be given of regular meetings of the Board, nor need notice be given of adjourned meetings. Notice of special meetings shall be given by the person or persons calling the special meeting. Notice of a special meeting shall be provided to each Director of the time, place, date and purpose of the meeting of not less than three business days if by mail and not less than 24 hours if by facsimile, email or in person before the date of the meeting. If mailed, notice is given on the date deposited in the United States mail, postage prepaid, to such Director; if notice is transmitted via facsimile or email, notice is given on the earlier of (i) date of transmission if such notice or communication is prior to 5:30 Houston time on such date and (ii) the day after the date of transmission.

5.5.4 Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each

other at the same time, and participation by such means shall constitute presence in person at a meeting.

## 5.6. Quorum and Voting

5.6.1 A majority of the Directors shall constitute a quorum for the transaction of business.

5.6.2. Except as otherwise provided in these by-laws, voting at all Corporation meetings, including meetings of the Board and all Committees, shall be in person. Each current Director in the case of Board meetings, or current Director who is a member the relevant Committee in the case of Committee meetings, shall be entitled to one vote, except that the ED shall not be entitled to vote at Board meetings unless the Board decides by an act of the Board that the ED shall be entitled to vote at Board meetings, but the ED shall in any event be entitled to vote at all other meetings that he is entitled to attend.

5.6.3 The act of the majority of those entitled to vote at a Board meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws. In the event of a tie, the vote cast by the President, if present, shall be deciding.

5.7 The following actions shall require prior approval of the Board. It is anticipated that Officers of the Corporation will take prior action to approve recommendations on these items prior to presenting them to the Board:

- Annual Development Plan;
- Annual Budget;
- Annual Accounts;
- Any action that is not consistent with the Annual Development Plan;
- Any expenditure, or action that requires expenditure, that is not consistent with the annual budget;
- All capital expenditure or any action that requires capital expenditure;
- Any changes to Mission Squash Bylaws;
- Addition or deletion of any Officer position;
- Formation or discontinuation of any Committee;
- Adoption of Corporate Policies; and
- Authorizing indemnification.

## 5.8. Committees

5.8.1 The Board may create one or more Mission Squash committees (“Committee” or “Committees”) in addition to the BDC and shall appoint a chairman of each Committee. Each Committee shall have at least one member who is a Director, in addition to the chairman. Committee members shall be appointed by the chairman of each Committee and such appointments shall be subject to review and confirmation by the Board. A majority of any Committee shall constitute a quorum. Each Committee shall develop a charter for its activities and this charter shall be subject to review and confirmation by the Board.

5.8.2 Committees may invite Employees and/or Mission Squash volunteers to participate in their meetings and to support their activities.

5.8.3 All Committees shall submit reviews of its activities to the Board on a periodic basis, or when requested by the Board. Each Committee shall also keep a written record of its proceedings and shall submit such record to Secretary within one month of each Committee meeting and to a Board meeting upon request from the Board. However, failure to submit a record of proceedings, or failure of the Board to approve any action indicated in that record shall not invalidate such action to the extent it has been carried out by the Corporation prior to the time the record was or should have been submitted to the Board as provided here.

5.8.4 The Board shall review the need for and charter of each Committee periodically. Any Committee, with the exclusion of the BDC, may be discontinued by majority vote of the Board at any time.

#### Article 6 - Officers

6.1. The Corporation shall have a minimum two officer positions / officers (“Offices” or “Officers”) which shall be the Offices of President and Secretary. Additional Offices may also be created or discontinued by the Board at any time.

6.2. With the exception of the Secretary, Officers of the Corporation shall be elected by the Board. The ED, if appointed, shall hold the office of Secretary. If no ED is appointed, then the Secretary shall be elected by the Board. Unless resolved otherwise by the Board upon their appointment, each Officer shall hold office until their resignation, death or removal.

6.3. Any Officer, with the exception of the Secretary (if that office is held by the ED), may be removed from office without cause by a majority vote of the Board at a regular or special Board meeting at which all Board members are present. Any Officer under consideration of removal by this process must first be notified about the consideration at least 5 days prior to the meeting at which the vote will take place. Removal shall be without prejudice to any contract rights of the Officer removed. The ED shall cease to hold the office of Secretary upon removal or departure from the role of ED.

6.4. Vacancies in Offices, however occasioned, may be filled by action of the Board.

6.5. Officers shall not qualify for any form or remuneration (with the exception of the Secretary if that office is held by the ED) unless separately agreed by the Board. No Officer shall be disqualified from receiving a salary by reason of also being a Director of the Corporation and receiving compensation as Director.

#### 6.6 Role of President

The President shall, subject to the authority of the Board, and in accordance with policies and procedures, have general charge and supervision over and responsibility for the affairs of the Corporation.

#### 6.7 Role of Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.

- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the business office of the Corporation.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the Committees and of the Board and shall keep copies of all minutes at the business offices.
- The Secretary shall keep a record of the names and addresses of the Directors at the business office of the Corporation.
- The Secretary shall, with the approval of the Board, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board at the business office of the Corporation during regular business hours.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, financial records, accounts and other documents and records of the Corporation are properly kept and filed at the business office of the Corporation.
- If no office of treasurer, or no treasurer is appointed by the Board then the Secretary will be responsible for the duties of a treasurer, and shall:
  - have charge and custody of all funds of the Corporation;
  - oversee and supervise the financial business of the Corporation;
  - render reports and accounts to Directors as required by the Board;
  - ensure that all financial records, books and annual reports of the Corporation are properly held at the business office of the Corporation; and
  - be the authorized signature for all checking savings and investment accounts of the Corporation unless the Board approves one or more other Officer, Director, Employee or volunteer to as authorized signatory.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the President shall perform the functions of the Secretary.

## 6.8 Additional Offices

If the Board approves additional Officer positions in addition to the positions of President and Secretary then a role shall also be specified for each additional position.

## 6.9 Corporate actions

6.9.1 Officers of the Corporation are required to manage the day to day business of the Corporation and are authorized to take actions on behalf of the Corporation to the extent that such actions do not require prior approval of the Board and do not conflict with the Texas Business Organizations Code or other applicable law.

6.9.2. Officers may receive support from other Directors and Mission Squash Employees or volunteers in carrying out their roles, but shall remain responsible for ensuring that duties are carried out as required, including compliance with these bylaws.

6.9.3 The Board may act to further restrict or grant authorities to Officers by approving and adopting an Authority Schedule. Such Authority Schedule may also grant specific authorities to

Directors and/or to Mission Squash Employees or to individual volunteers. If adopted, the Authority Schedule may be amended from time to time by the Board.

#### Article 7 – Corporate Policies

The Board may develop and adopt policies that shall govern actions of the Corporation (“Corporate Policy” or “Corporate Policies”), individual Directors and Mission Squash Employees. The Secretary shall be responsible for maintaining a record of all approved Corporate Policies and for making them available to all Directors and Employees.

#### Article 8 – Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of any other Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

However, no indemnification shall be provided in any action or suit by or in the right of the Corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation. Indemnification under these bylaws shall be made by the Corporation only as authorized in the specific case on a determination by a majority of disinterested Directors, that such individual met the applicable standard of conduct set forth above. Indemnification under these bylaws shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors and administrators of that person.

#### Article 9 - Fiscal Year

Unless otherwise decided by resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January of each year and end at midnight on the 31<sup>st</sup> day of December of the same year.

#### Article 10 - Amendments

Unless otherwise provided in the Certificate of Formation, these Bylaws may be altered by act of the Board.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Mission Squash bylaws as adopted by the Board effective November 30, 2018.

Signed: *Alistair Barnes*

Alistair Barnes, President

Date: 11 / 30 / 2018