

BYLAWS OF THE
TEXAS AMATEUR RACQUETBALL ASSOCIATION, INC.

ARTICLE I.

Name

Section 1. Name of the Corporation

The name of this non-profit corporation is the Texas Amateur Racquetball Association, Inc., hereinafter referred to as TXRA or the Association.

ARTICLE II.

Offices

Section 1. Principal Office of the Association

The principal office of the Association shall be maintained at Houston, Texas, which shall be the headquarters for the transaction of all business; but branch offices may, in the discretion of the Board of Directors, be established at other places.

ARTICLE III.

Membership

Section 1. Qualifications of Membership

Membership in the Association shall be open to any individual, not otherwise barred from membership by other provisions of these bylaws, upon payment of a fee to be fixed by USA Racquetball. Such fee shall include membership in USA Racquetball and membership in TXRA. In addition, the Board of Directors of the Association, in its discretion, may fix other fees and assessments from time to time, payment of which shall be requisite to membership in TXRA.

Section II. Rights of Membership

All members shall have the right to vote, as set forth in the bylaws, on the election of directors, on the disposition of all or substantially all of the Association's assets, on any merger and its principal terms, and on any election to dissolve the Association.

Section III. Term of Membership

A membership shall terminate on occurrence of any of the following events:

- (a). Resignation of the member;
- (b). Expiration of the period of membership, unless the membership is renewed before its expiration date,
- (c). The member's failure to pay dues, fees, or assessments as set by the Board of Directors within thirty (30) day after they are due and payable, or
- (d). Termination or suspension of membership as set forth under the provisions of these bylaws.

Section IV. Termination or Suspension of Membership

A member may be terminated or suspended based upon the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the Association's purposes and interests. If grounds appear to exist for termination or suspension of a member, the following procedure shall be followed:

- (a). The Board of Directors shall give the member at least fifteen (15) days prior notice of such determination.
- (b). The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee, or person authorized by the Board of Directors to determine whether the suspension or termination should occur.
- (c). The Board of Directors, committee, or person shall decide whether the member should be terminated or suspended. The decision shall be final.

ARTICLE IV.

Meetings of Members

Section I. Annual Meeting

The annual meeting of the members of this Association shall be held at such place or time as the President, or the Vice-President in the absence of the President, may designate, at which meeting directors shall be elected for the next

year and such other business transacted as may properly come before said meeting. Notice of the time, place and object of such meeting shall be given by mail at least ten (10) days previous thereto at the last address of each member as it appears upon the books of the Association. No business other than that mentioned in such notice shall be transacted at such meeting except by the unanimous consent of a quorum of the membership of the Association.

Section 2. Special Meetings

All special meetings of the members shall be held at the principal office of the Association or at such other place as may be designated upon call by the President, by a majority of the directors, or upon written request signed by not less than one-tenth (1/10th) of the members of the Association. At such special meetings no other business shall be transacted except that mentioned in the written call notice except by the unanimous consent of a quorum of the membership of the Association.

Section 3. Quorum

At all meetings of members there shall be present in person in order to constitute a quorum for the transaction of business, members constituting not less than one-tenth (1/10th) of the membership of the Association. If, however, the attendance at any annual or special meeting is less than that required to have a quorum, then the members may vote only on matters as to which notice of their general nature was given.

Section 4. Conduct of Meetings and Manner of Voting

The President, or the Vice-President in the absence of the President, shall act as the chairperson of the meeting and the Secretary shall prepare a record of the proceedings. Voting may be by voice or by ballot, except that any election of directors must be by ballot, however, such elections may be conducted by mail, facsimile transmission of any combination of the two if so determined by the Board of Directors.

ARTICLE V.

Board of Directors

Section 1. Nominations and Election

(a). The Board of Directors of the Association shall appoint a committee to nominate qualified candidates for election to the Board of Directors at least sixty (60) days before the date of election. The nominating committee shall make its report at least thirty (30) days before the date of election, or at such other time as the Board of Directors may set, and the secretary shall forward to each member, with notice of meeting required by these bylaws, a list of all candidates nominated and a determination of the voting method.

(b). When a meeting is held for the election of directors, any member present at the meeting may place names in nomination.

(c). The Board of Directors shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 2. Number and Term of Directors

(a). The directors of this Association shall be not less than six (6) nor more than fifteen (15) in number and shall serve for three (3) years from the date of their election or until their successors have been chosen, or until their removal as otherwise provided for in these bylaws. Directors terms shall be staggered in order that the terms of no more than one-third (1/3) of those serving their elected terms may expire each year. Notwithstanding the aforementioned, directors, if elected, may serve consecutive terms. The exact number of directors shall be fixed by a resolution adopted by the Board of Directors. A person must be a member to be a director.

(b). Vacancies in the Board of Directors occurring during the year shall be filled for the unexpired term by a majority vote of the remaining directors at any special meeting called for that purpose, or at any regular meeting of the Board of Directors, or, in default of such meetings, or action of the remaining directors, may be filled by the members at any regular or special meeting.

(c). Any director or the entire Board of Directors may be removed with or without cause, by a vote of the majority of the members then entitled to vote at an election of directors, provided that a quorum of the membership is present .

(d). In the event the entire Board of Directors shall resign or die, any member of the Association may call a special members' meeting in the manner provided in Article IV., Section 2., at which meeting a new Board of Directors may be elected, but no other business shall be transacted except as set forth in said section.

Section 3. Meetings of the Board of Directors

(a). A regular meeting of the Board of Directors shall be held at the termination of the regular annual members' meeting. Special meetings may be called by the President upon one day's notice, verbally or in writing; and, such other special meetings shall be called by the Secretary upon written request of any director. At any regular or special meeting of the Board of Directors a majority of the Board of Directors shall constitute a quorum for the transaction of business.

(b). Meetings of the Board of Directors shall be held at the principal office of the Association, but may be held, upon notice given each director, at

any place designated by the Board of Directors within or outside Texas where the convenience of the directors will be promoted thereby.

(c). Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all of directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Association.

ARTICLE VI.

Officers

Section 1. Offices Held

(a). The officers of this Association shall be a President, a Vice-President, a Secretary, a Treasurer and such subordinate officers as the Board of Directors may determine to be necessary.

(b). At the regular meeting of the Board of Directors held at the termination of the annual members' meeting, the directors shall choose a President, a Vice-President, a Secretary, a Treasurer, and any such subordinate officers as the Board of Directors may determine to be necessary. Such officers shall serve until the next annual election of officers or until their successors are appointed and qualified. Any two or more offices may be held by the same person. Vacancies occurring among officers may be filled by the Board of Directors for the unexpired term at any regular or special meeting. Without prejudice to the rights of any officer, the Board of Directors upon two-thirds (2/3) vote may remove any officer with or without cause.

(c). The President shall be ex-officio chairperson of all members' meetings. At each regular meeting of the members the President shall submit a full statement of the operations of the Association for the preceding year, and whenever required shall make a report of the condition of the Association to the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall be responsible for conducting the day-to-day operations of the Association and shall be ex-officio member of all committees appointed by the Board of Directors.

(d). The Vice-President shall fill the office of the President in the event of absence or incapacity to act.

(e). The Treasurer shall have custody of all funds and securities of the Association, and shall deposit the same in the name of the Association in such bank or banks as the Board of Directors may appoint. The Treasurer shall keep or cause to be kept the books and accounts of the Association and shall at all reasonable times exhibit the books and accounts to the inspection of any director or member upon application during office hours at the office of the Association.

(f). The Secretary shall keep the minutes of all meetings, proceedings and actions of the Board of Directors and of the members

meetings. The Secretary shall have charge of the Association's corporate records and shall look to the giving of all notices required by the Bylaws.

(g). Each of the officers of the Association shall make a report to the directors whenever required, and to the members at the regular annual meeting, if demanded.

ARTICLE VII.

Insurance

Section 1. This Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII.

Compensation and Reimbursement

Section 1. Officers, directors and members of committees shall receive no compensation for their services as officers, directors and members of committees, however, the Association may reimburse reasonable and necessary out of pocket expenses incurred while in the act of performing their duties as officers, directors, and members of committees. These reimbursements shall be supported by legitimate receipts delivered to the Treasurer and maintained in the records of the Association and shall be approved by the Board of Directors.

ARTICLE IX.

Nondiscrimination

Section 1. It is the intention of this Association that its officers, directors, and agents strive to determine its policies, conduct its business, and represent the communities it serves without regard for race, religion, sex, age, national origin, handicap, political identification, or rural or urban areas.

ARTICLE X.

Amendments

Section 1. The Board of Directors shall have power to make, amend or repeal the Bylaws of the Association by vote of the majority of all the directors of the Association at any regular or special meeting, provided notice of intention to

make such changes at said meeting shall have been previously given each director. All Bylaws shall be subject to amendment, alteration or repeal at any annual meeting of the members or at any special meeting called for that purpose.

The undersigned President and Secretary of Texas Amateur Racquetball Association, Inc., hereby certify that the above and foregoing Bylaws were unanimously adopted and approved by Unanimous Written Consent of the Board of Directors on the 18th day of October, 2004.

Robert Sullins (Signature)
Secretary

APPROVED:

Annie Muniz (Signature)
President