

By-laws of the
TRIGGERS CRICKET CLUB

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is TRIGGERS CRICKET CLUB.

Section 1.02. Purpose.

1.02.01 Promote and develop the sport of cricket among the local population through education, organization and competition as a non-profit organization.

1.02.02 Organize local competitions to help the development of cricket in Houston area.

1.02.03 Provide its members the opportunity to participate in representative cricket at the highest possible levels in the United States of America at the regional, national and international level competitions.

ARTICLE II MEMBERS

Section 2.01. Member Classes. There shall be two classes of members: Full and promotional.

Section 2.02. Qualifications. Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Full Members only shall have the voting rights. Promotional members include students or members who are in financial hardship.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. Annual Dues for Full member classes shall be established by the Board of Directors. Board of Directors shall set an Annual Participation fees for active playing members. Dues are waived for the promotional members.

Section 2.06. Meetings. The annual membership meeting shall be held in between December and February of each year. A minimum of 60% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the Chairperson or at the request of at least 60% of

the members by notice mailed, telephone, or emailed to each member not less than ten (10) days before such meeting.

Section 2.06. Waiver of liabilities. The Triggers Cricket Club and its Officers or Board of Directors will not be liable and assumes no responsibility for any personal injuries, property loss or damage to any individual or to any member through the normal course of all its hosted and participating events. Members shall be deemed to have accepted this waiver by registering in Triggers Cricket Club.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Organization by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than five (5) directors. Each director shall hold office for a term of two (2) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary or President of the Organization of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson or at the request of any three (3) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee

consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Organization are as follows:

- President
- Vice President
- Secretary
- Treasurer
- Ex-Officio

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Organization shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. President must be one of the Directors of the Board who also will act as the Chairperson of the Board. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Organization will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Executive Committee. All the appointed Officers shall be the Executive Committee (EC) of the Triggers Cricket Club.

Section 4.06. Duties of the President.

1. The President shall preside at all meetings of the organization and shall be the representative of this organization before other external groups.
2. The President shall meet with the EC as necessary to discuss any issue related to the club.
3. The President should authorize any purchase of materials (Cricket kit etc) for the club.
4. The President should authorize any events conducted by the members on behalf of the club.
5. The President shall submit all reports of the work done to the succeeding President.
6. The President will break the tie in the case when there is a tie in voting within the board or organization.

Section 4.07. Duties of the Vice President.

1. The Vice-President shall, in the absence of the President, perform the duties of the President.
2. The Vice-President will head all disciplinary hearings and is authorized to pick a three member committee to deal with all disciplinary hearing.

Section 4.08. Duties of the Secretary.

1. The Secretary shall notify the organization members of the meetings.
2. The Secretary will work with the committee and captains to delegate work to members.
3. The Secretary shall coordinate the recruitment efforts of the club.

Section 4.09. Duties of the Treasurer.

1. The Treasurer shall keep a complete record of expenses of the organization.
2. The Treasurer shall authorize organization expenditures with the approval of the Executive Committee.
3. The Treasurer shall prepare annual and incremental budgets and deliver of the budgets to the Executive committee for approval.
4. The Treasurer shall give financial reports to the organization at each meeting.
5. The Treasurer shall make equipment orders and keep track of club reimbursements.

Section 4.10. Reimbursement. Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or the Organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or member in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or member of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not

exclusive of all other rights which such member of the Board, officer or member is entitled.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Organization shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Organization shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Organization, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Organization.

Section 7.04. Investments. The funds of the Organization may be retained in whole in cash and shall not be invested on external entities of the Organization.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Organization shall be kept accessible anytime to the President and Secretary/Treasurer. Other documents like minute book which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors should be kept accessible anytime to all Board of Directors and Officers.

ARTICLE IX NON-PROFIT ORGANIZATION

Section 9.01. This organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal code.

Section 9.02. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X NON-PROFIT ORGANIZATION

Section 10.01. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.