

BY-LAWS
OF
PARKER-TARRANT HOME SCHOOL SPORTS, INC.

These by-laws govern the affairs of Parker-Tarrant Home School Sports, Inc., a non-profit corporation (hereinafter referred to as “PTHSS” or “the Organization”) organized under the Texas Non-Profit Corporation Act. PTHSS exists to promote and accomplish sports education for the Texas Home School student in a Christian environment. With a focus primarily in the Parker County and West Tarrant County areas, the organization’s objective is to provide a competitive environment for middle school and high school sports competition that is not normally provided by traditional home school organizations or support groups. PTHSS desires to accomplish this goal in a way that both works alongside the parents and honors Jesus Christ.

PTHSS is organized as a Not for Profit Texas Corporation and is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, including the following purposes:

- A. Honoring Jesus Christ through the organization, promotion, Christian instruction and physical training of home schooled children for the participation in sports competition and other sports-related activities;
- B. Providing educational services, primarily focused on assisting home school families in the physical education of their children;
- C. Engaging in any lawful business or activities related thereto: and to engage in any lawful act for which corporations may be organized under the Texas Not for Profit Corporation Act; and
- D. Carrying out any other charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). (Any reference in these Articles to a section of the Code shall also include a reference to the corresponding provision of any future United States Internal Revenue Law.)

Upon the dissolution of PTHSS, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of PTHSS, dispose of all of the assets of PTHSS exclusively for the purposes of PTHSS in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as a religious organization and a “Public Charity” under Sections 501(c)(3) and 509(a)(1) of the Code, or to an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations as they now exist or as they may hereafter be amended, as the Board of Trustees shall determine. Any such assets not so disposed of by a Court of competent jurisdiction in the county or state in which the principal office of PTHSS is then located, exclusively for such purposes or to an organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code.

ARTICLE I

Offices

The principal office of PTHSS in the State of Texas shall be located at 304 Bluebonnet Dr., Weatherford, Texas 76087. PTHSS may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine or as the affairs of PTHSS may require from time to time.

PTHSS 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 Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II

Members

Section 1: Membership Generally

The Board of Trustees will have the authority to establish or modify the criteria for membership. Members shall include persons who have completed the registration forms promulgated by PTHSS, paid the annual dues set forth by the Board, read the PTHSS Guidelines, Expectations, and Rules of Conduct, and signed a statement acknowledging

that they have read and agree to abide by the aforementioned document. Membership in the organization will be on a “per family” basis with each family unit entitled to one vote.

Section 2: Revocation of Membership

Privileges of membership in PTHSS may be revoked and annual dues refunded by unanimous decision of the Board for any member whose actions are deemed to be contrary to the specific and primary purposes of PTHSS, and only after such actions have been discussed with the said member according to biblical teachings related to correction and restoration.

Section 3: Resignation of Membership

Any member may resign their membership in PTHSS without refund after so stating their resignation in writing, with or without cause.

Section 4: Waiver of Annual Dues

The Board may, upon unanimous consent, waive the payment of annual dues for any person who requests such waiver in writing, and on the basis of financial need.

Section 5: Transfer of Membership

Membership in PTHSS is not transferable or assignable.

ARTICLE III

Meetings of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held during the month of May each year. The time and place shall be provided to the membership by resolution of the Board of Trustees at least ten (10) days prior to the annual meeting. The annual meeting may also be scheduled at other times upon at least ten (10) days notice provided by the Board of Trustees. The Board of Trustees shall establish the objectives for the annual meeting.

Section 2: Quorum

A quorum of the members for the purposes of the annual meeting shall be at least 50% of the member family units present at the said meeting. Each family shall constitute one voting unit. Members must be present to vote.

ARTICLE IV

Board of Trustees

Section 1: General Powers

The affairs of PTHSS shall be managed by its Board of Trustees. Trustees need not be residents of the State of Texas but must be members of PTHSS.

The Board of Trustees may implement its policies and the carrying out of the purposes of the organization through the officers and employees of the organization.

Section 2: Number, Tenure and Qualifications

The number of Trustees shall be not less than three (3) and not more than nine (9). Each Trustee shall hold office for a two (2) year term, which may be renewed. Each Trustee must be a member of PTHSS and must sign a statement acknowledging agreement with PTHSS's Statement of Faith.

Section 3: Selection of Trustees

The initial Board of Trustees shall be chosen by the incorporators of this organization.

When the term for a Trustee expires a nominating committee chaired by a sitting member of the Board of Trustees shall nominate one candidate for each vacancy occurring on the Board. The candidates must agree to serve before their name is placed on the ballot to present to members. The candidates shall be presented to the membership as a complete slate.

Thereafter, the members of the corporation shall vote at the annual meeting on the slate as presented by the Board of Trustees. The simple majority of votes will confirm the entire slate of incoming Trustees. A vote of the membership resulting in less than

majority will require the Board of Trustees to present an alternate slate at a special meeting at a later date. The existing Board shall continue to serve until a new slate is approved by the membership.

Section 4: Regular Meetings

A regular annual meeting of the Board of Trustees shall be held without other notice than this by-law, during the first month of the fiscal year of the corporation, as defined by these By-laws. The Board of Trustees may provide by resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5: Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may designate any place, either within or without the State of Texas, as the place for holding any special meeting of the board called by them.

Section 6: Quorum

A majority of the Board of Trustees serving at the time of any duly held meeting shall constitute a quorum.

Any meeting of the Board of Trustees at which a quorum is present and adequate notice has been given to all Trustees, shall be a lawfully constituted meeting and all actions taken thereby shall be binding upon the organization except those matters where changing the Bylaws or the Articles of Incorporation is addressed; then it shall be necessary for all Trustees to be present at such meeting.

Section 7: Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these by-laws.

Section 8: Vacancies

Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, although it may be less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Compensation

Trustees as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Trustee from serving PTHSS in any other capacity and receiving compensation therefore.

Section 10: Informal Action by Trustees

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

ARTICLE V

Officers

Section 1: Officers

The officers of PTHSS shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be appointed in accordance with the provisions of this Article. The office of President will be filled by a nomination of the existing Board of Trustees and confirmation by a majority vote of the general membership at the annual meeting. The Board of Trustees and President may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 2: Election and Term of Office

The offices of Vice President, Secretary, and Treasurer of PTHSS shall be appointed bi-annually, for a 2-year term, by the Board of Trustees, at the regular annual meeting of the Board of Trustees, working in concert with the President. If the election of these officers

shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3: Removal

Any officer may be removed by Board of Trustees whenever in its judgment the best interests of PTHSS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees, working in concert with the President, for the unexpired portion of the term. If the office of President shall become vacant for any reason, the Board of Trustees may solely fill that vacancy.

Section 5: President

The President shall be the principal executive officer of PTHSS and shall in general supervise and control all of the business and affairs of PTHSS. He or she shall preside at all meetings of the members and of the Board of Trustees. He or she may sign, with the Secretary or any other proper officer PTHSS authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officer or agent of PTHSS; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6: Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time that may be assigned to him or her by the President or by the Board of Trustees.

Section 7: Treasurer

If required by the Board of Trustees, the Treasurer shall give a bond of the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of PTHSS; receive and give receipts for monies due and payable to PTHSS from any source whatsoever, and deposit all such moneys in the name of PTHSS in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

ARTICLE VI

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of PTHSS, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PTHSS, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of PTHSS, shall be signed by such officer or officers, agents, or agents of PTHSS and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the

Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of PTHSS.

Section 3: Deposits

All funds of PTHSS shall be deposited from time to time to the credit of PTHSS in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4: Gifts

The Board of Trustees may accept on behalf of PTHSS any contribution, gift, bequest or devise for the general purpose or for any special purpose of PTHSS.

ARTICLE VII

Certificates of Membership

The Board of Trustees may provide for the issuance of certificates evidencing membership in PTHSS, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of PTHSS. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Trustees determine

ARTICLE VIII

Books and Records

PTHSS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of PTHSS may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal year

The fiscal year of PTHSS shall begin on July 1 and end on June 30 of the following year.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the PTHSS, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Indemnification

PTHSS shall indemnify any voting member, Trustee, Officer or employee or former Trustee, Officer or employee of PTHSS, or any person who may have served at its request as a Trustee, Officer or employee of another corporation in which it owns shares or stock, or of which it is a creditor, against expenses actually incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Trustee, Officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. PTHSS may also reimburse to any Trustee, Officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a committee composed of the Trustees note involved in the matter in controversy (whether or not a quorum) that it was in the best interest of PTHSS that such settlement be made and that such Trustee, Officer or employee was not guilty of negligence or misconduct. Such right of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Trustee, Officer or employee may be entitled under any by-law, agreement, vote of members or otherwise.

ARTICLE XII

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention of alter, amend or repeat or to adopt new by-laws at such meeting.

ARTICLE XIII

Adoption of By-Laws

The foregoing By-Laws of PTHSS are hereby adopted by the undersigned, being a majority of the Trustees of PTHSS, as of December 16, 2006.

Greg Lewand 12/17/06

D. S. Wagon 12/17/06

David A. Hickey 12/18/06

J. L. Manning 12/18/06

Kristen Vannell 12/18/06