

**BYLAWS FOR
THE HUTCHERSON FLYING QUEENS FOUNDATION, INC.,
a TEXAS NONPROFIT CORPORATION**

ARTICLE I

These bylaws constitute the code of rules adopted by the Hutcherson Flying Queens Foundation, Inc. for the regulation and management of its affairs.

ARTICLE II

Purpose

The Hutcherson Flying Queens Foundation, Inc. (the "Corporation") is developed for the charitable and educational purpose of providing financial support and assistance to the "Flying Queens" women's basketball program at Wayland Baptist University in Plainview, Texas, in accordance with the rules of any applicable intercollegiate athletic association and athletic conference regulating collegiate athletics. The Corporation's primary intent is to assure young women play on a first-class basketball team with special experiences while attaining a college education. The Corporation also helps to preserve the unique history of the Flying Queens' program, and works in various ways to help secure the future of the Wayland Baptist University Flying Queens. The Corporation shall be and is a non-profit corporation under the laws of the State of Texas. No part of the net earnings of the Corporation shall inure to the benefit of any individual; and no part of its activities shall be carrying on propaganda, attempting to influence legislation or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE III

Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any Foundation Voting Member on the basis of race, creed, gender, religion, national origin, disability, sexual orientation, or gender identification. Employees of the Corporation are ineligible to serve on the Board of Directors.

(3) Number of Directors

The Board of Directors will consist of up to 16 Directors who are Voting Members of the Foundation. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of

Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

Directors shall serve terms of three years, commencing on the January 1 of the year following election. A Director may succeed himself/herself for only one consecutive term. After serving two consecutive terms, a Director must vacate the position for at least one year before seeking re-election to another term. A one-time special exception to the term limitation is made for the year 2021 to allow the Director with a special skill-set who is serving as Treasurer to be re-elected at the annual meeting in 2020 and to serve an additional one-year term in 2021 for the purpose of mentoring and training another Director to serve as Treasurer of the Corporation and to permit an outside CPA client review of the books of the Corporation prior to the transition to a new Treasurer.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the annual meeting of the Voting Members each year. When an election or re-election is made, the new term commences on January 1 of the year following the election. If a replacement of a Director for an unexpired term is made, the replacement shall be considered effective on approval by the Board of the replacement, and the Director shall stand for election for the remainder of the unexpired term of the Director replaced at the next annual meeting of the Voting Members. Board members, whose terms have expired on December 31 of a year, may continue serving until their successors are chosen. Upon election at the annual meeting until assuming office on January 1 of the following year, newly elected directors shall participate in an orientation regarding the Corporation and the duties of a Director and shall join the non-departing Directors to elect officers for the following year.

(6) Staggered Terms

There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, two board member shall have an initial term of one year, three board members shall have terms of two years, and three board members shall have terms of three years. The minutes of this board meeting shall show the results of the drawing. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or two-year term), shall be considered to not have served a full three-year term for purposes of the limits on more than two successive terms, and are thus eligible for two successive terms following the initial term.

(7) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(8) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(9) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(10) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Code of Ethics

The Corporation and its Directors and Employees will comply with the Corporation's Code of Ethics, attached as Exhibit A.

ARTICLE V
Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at a location decided upon by the Board or at any other place that the President may designate, or such meetings can be held and participated in by conference telephone or by other electronic means of participation without being physically present in the meeting location.

- (2) **Regular and Special Meetings**
Regular meetings of the Board of Directors shall be held quarterly in person or by conference or electronic call, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.
- (3) **Notice of Board Meetings**
Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than 7 days notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 3 days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 10-day written notice by mail or facsimile shall be required specifying the proposed amendment.
- (4) **Waiver of Notice**
Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
- (5) **Quorum**
A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.
- (6) **Actions without a Meeting**
Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if all of the Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
- (7) **Open Meetings**
Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.
- (8) **Proxy Voting Prohibited**
Proxy voting is not permitted.

ARTICLE VI
Officers

(1) Roster of Officers

The Corporation shall have a President, First Vice President, Second Vice President for Team Support, Second Vice President for Funding/Social Activities, Second Vice President for Membership and Marketing, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

(2) Election and Removal of Officers

All officers shall serve one-year terms from January 1 to December 31. The election of officers shall be conducted in a meeting of the non-departing Directors and the newly elected Directors' at a date set by the President in the month of December following the annual meeting. The meeting for the purpose of electing officers can be an in person, telephonic or electronic meeting. Officers shall remain in office until their successors have been elected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors that will constitute the Board of Directors on January 1 of the following year attending the meeting. The newly elected officers shall take office on January 1.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) Officers

A. President

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given her by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.
- The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- The President shall serve as an ex-officio member of all committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall be the primary liaison with the University and coaches.
- The President shall ensure ongoing fundraising in coordination with the Second Vice President for Funding/Social Activities.
- The President shall recommend timelines and resources needed to achieve the goals of the Corporation.

- The President shall work to actively engage board members, alumni and associations/friends of the Corporation in coordination with the Second Vice President for Funding/Social Activities.
- The President shall refine and ensure effective ongoing communication of all types (web presence, social media, newsletter, external relations) in coordination with a standing committee for communication that shall be members with knowledge and expertise in use of the web and social media.
- The President shall appoint all committee chairs.
- The President shall provide a year-end report of the activities and accomplishments of the Foundation during the past year no later than January 15 of the following calendar year, and the report shall be published to all of the membership of the Foundation.
- The President, or her designee, shall be responsible for the strategic recruitment of new board members.
- The President, or her designee, shall be responsible for developing an orientation program for new board members and conducting the orientation immediately after the election of new board members and prior to the December officer election meeting.

B. First Vice President

- The First Vice President shall understand and assist with all duties of the President and shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. She shall coordinate all meetings with the President and develop the agenda for each meeting of the Board of Directors.
- The First Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
- The First Vice President shall refine and ensure the on-going evaluation and effectiveness of the Corporation.
- The First Vice President carries out special assignments as requested by the board or the President.

C. Second Vice President for Funding/Social Activities

- The Second Vice President for Funding/Social Activities shall, with input and assistance from the President, lead the corporation in developing funding and grant sources to obtain the funding needed to achieve the purposes of the Corporation.
- The Second Vice President shall be the leader in developing ideas for the annual meeting and encouraging attendance.
- The Second Vice President shall work to actively engage board members, alumni and associations/friends of the Corporation and shall coordinate with the Second Vice President for Membership and Marketing on overlapping opportunities and responsibilities to ensure efficient and successful fund raising and social activity results.
- The Second Vice President understands the roles of the President and First Vice President, and in the absence of both shall preside at meetings and assume the duties of the office.

D. Second Vice President for Team Support

- The Second Vice President for Team Support shall be in charge of membership recruitment in the Plainview area.
- The Second Vice President shall serve as a liaison to team members and make the team feel a part of the Flying Queens heritage.
- The Second Vice President for Team Support shall attend, to the extent possible, university functions related to athletics and represent the Corporation at such events.

E. Second Vice President for Membership and Marketing

- The Second Vice President for Membership and Marketing shall oversee the membership database and share folder, or other subsequent membership files.
- The Second Vice President shall oversee a password-protected shared folder that shall be restricted to the Board of Directors or specific Board members.
- The Second Vice President shall chair a committee, if appointed, to assist with the office's responsibility for developing marketing and membership campaigns, controlling uniform marketing messages across print and electronic platforms, developing surveys and forms, assisting with event planning and promotion, handling database management, print and electronic advertising, mail-outs, advertising specialties and logos, graphics, and presentations.
- The Second Vice President shall recommend for Board of Directors' approval outside contractors needed for the technical skills to develop and implement the Corporation's social media platforms, advertising specialties, graphic design, printing and copying, mailouts, catering services, signage, database programs, and spreadsheets.
- The Second Vice President shall chair an ad hoc committee, if appointed, or work in other collaborative ways to develop a style guide to ensure a consistent and professional voice in all print and electronic materials and establish an effective review and approval process for producing and finalizing all marketing and membership materials.

When requested by the President, the Second Vice President shall collaborate on formal internal and external communications among the Board of Directors or outside professional entities that address or advance the purposes of the Corporation.

F. 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 her principal residence.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at her principal residence.
- The Secretary, in addition to keeping hard copies of all of the aforementioned documents, will also place these documents in shared or restricted folders in Dropbox, or a similar cloud storage platform set up by the Corporation, and maintain a backup copy of all aforementioned documents on an external hard drive or other electronic device provided by the Corporation.

- The Secretary shall keep a record of the names and addresses of the Directors at her principal residence.
- The Secretary shall, with the approval of the Board of Directors, 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 of Directors 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, and other documents and records of the Corporation are properly kept and filed.
- 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 First Vice President shall perform the functions of the Secretary.

G. Treasurer

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Treasurer shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a quarterly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation. In addition to keeping electronic books, containing all of the aforementioned reports, the Treasurer will also place these documents in shared or restricted folders in Dropbox, or a similar cloud storage platform set up by the Corporation, and maintain a backup copy of all aforementioned documents on an external hard drive or other electronic device, provided by the Corporation.
- The Treasurer shall prepare and file all annual reports required by the State of Texas and the Internal Revenue Service to maintain corporate and non-profit status for the corporation.

- The Treasurer shall prepare and mail annual tax reporting statements to financial contributors as needed for tax deductions and reporting to the Internal Revenue Service.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at her principal residence and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE VII

Members

(1) Membership Groups

- A. All members of the Claude Hutcherson extended family, former players on the Hutcherson Flying Queens and Queen Bees, former Flying Queens and Queen Bee coaches and their spouses, team managers, and trainers are eligible for Membership in the Corporation (referred to as “Members”).
- B. Effective January 1, 2021, all Members, as set forth in (1) A above, who pay annual dues in the amount set annually by the Board of Directors shall be eligible to vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting (referred to as “Voting Members”).
- C. All family and friends of former Hutcherson Flying Queens and Queen Bees, coaches and assistant coaches, and present and former Wayland Baptist University faculty and staff, and Flying Queen supporters and fans are eligible for Associate membership in the Corporation (referred to as “Associates.”)
- D. Flying Queen Legacy Members are people who give money to the Foundation through their wills or estate planning in an amount of \$25,000 or more, or who make a major lifetime donation of \$25,000 which can be paid in 5 annual payments of \$5,000, or who donate more than \$25,000 to the Corporation through other means.

(2) Rights of Members

Each Voting Member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No Member, Voting Member, Associate, or Legacy Member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the Voting Members for a vote, except that the following decisions will always be submitted to the Voting Members for a vote: election of the Board of Directors, dissolution of the Corporation, merger or consolidation with another corporation, and amendments to the Corporation’s certificate of formation.

(3) How the Members Can Legally Act

The Members may act only at a properly called meeting of the membership. At such a meeting, a vote of a majority of the Voting Members in attendance shall be an act of the membership, except that a two-thirds majority of the Voting Members in attendance shall be required for the following: dissolution of the Corporation, merger or consolidation with another corporation, and amendments to the Corporation's certificate of formation.

(4) Regular Membership Meetings

The Voting Members shall meet either in person or electronically, at least once a year, at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the Voting Members. Regular Membership Meetings shall take place at a time and place designated by the Board of Directors or by an electronic system allowing participation, and provided to the Voting Members by notice as required below.

(5) Notice of Regular Membership Meetings

Written notice of the Regular Membership Meeting shall be given not less than 30 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by electronic transmission, mail, in person, or by facsimile, and shall state the electronic method or place, day, and time of the meeting.

(6) Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of 25 members.

(7) Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

(8) Enrollment of Members

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, email address and telephone number of each applicant and the affiliation that the person believes makes him/her eligible to be a Member or Associate of the corporation. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible to be a Member or Associate of the corporation. The applicant becomes a Member upon the secretary's signature on the application form. The secretary shall keep an up-to-date list of Members, Voting Members, and Associates.

(9) Membership Dues

Effective December 1, 2020 and annually thereafter, the Board of Directors shall set the amount of the annual membership dues. The Treasurer shall send a dues notice to each Member immediately after December 1 of each year to announce the annual dues rate for the following year and to give each Member an opportunity to pay the annual dues amount by January 31 to become a Voting Member. Annual membership dues shall be waived for

the first five years following graduation from Wayland and such Members shall be automatically added to the Voting Member list during such five year period.

ARTICLE VIII
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE IX
Operations

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President and one other member of the Board of Directors (or such other persons designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Board of Directors and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

Financial Transactions which have a value of \$500.00 or more shall require majority approval of the Board of Directors. In all other transactions, the Treasurer may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$1,000 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two of the following: the President, Vice President, Secretary, or Treasurer.

(3) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Secretary will keep at her principal place of residence the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

(4) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any

(5) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(6) Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present and present to the membership for a vote of approval. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

(7) Fiscal Year

The fiscal year for the Corporation will be the calendar year of January 1 to December 31.

(8) Audit

When the Corporation has assets of One Million Dollars, the Corporation shall have an annual audit to be completed by May 1 of each year for the previous fiscal year. Prior to the transition of the office of Treasurer, there shall be a CPA client review of the books conducted by an outside CPA.

ARTICLE X

Amendment; Interpretation

(1) Power to Amend the Bylaws and Articles

The Bylaws of the Corporation will be reviewed every three (3) years by a Board Committee appointed by the President and will report its findings and any recommended changes to the Board for acceptance and vote.”The affirmative vote of a majority of the Board of Directors of the Corporation shall be required to modify, amend, or repeal these Bylaws and to recommend changes to the Articles of Incorporation of the Corporation.

(2) Interpretation

These Bylaws are to be construed and interpreted at all times so as to be consistent and in compliance with the rules and regulations of the Internal Revenue Code of 1959, as amended, and the Texas Revenue and Tax Code, as amended.

ARTICLE XI

Dissolution

Voluntary dissolution of the corporation may be initiated by the Board of Directors or by a majority of its Members. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of Members. When approved, the articles of dissolution shall be filed with the Secretary of State’s Office, in accordance with Article 1396-6.05 of the Texas Non-Profit Corporation Act (“TNPCA”). After the payment of all known debts, obligations, or liabilities of the corporation, the remaining assets of the corporation, if any, shall be distributed only for tax exempt purposes to one or more organizations which are exempt under Section 501(c)(3), Internal Revenue code of 1986, or its successor statute, as

designated by the Board of Directors of the Corporation, or otherwise in accordance with the Texas Non-Profit Corporation Act.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of The Hutcherson Flying Queens Foundation, Inc. at its annual meeting held on March 10, 2012, amended at its meeting held on December 14, 2014, amended on its conference call held on February 26, 2020, amended at its conference call held on September 30, 2020, and and further amended at its Zoom meeting held on _____.

Secretary