

**AMENDED AND RESTATED BYLAWS OF
TEXAS FENCING INSTITUTE, INC.**

**ARTICLE I
OFFICES; GENERAL PURPOSES**

1.1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Carrollton, County of Dallas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2. Registered Office and Registered Agent. The Corporation 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 Business Organizations Code (the “*TBOC*”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.3. Purposes of the Corporation. The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “*Code*”) and will be operated solely to (i) combat juvenile delinquency and lessen the burdens of government by educating and training youths in the sport of fencing, (ii) be a qualified amateur sports organization as defined in Section 501(j) of the Code, (iii) conduct national or international fencing competitions, (iv) develop amateur athletes for national or international fencing competitions, (v) award educational scholarships to amateur fencing athletes; and (vi) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

**ARTICLE 2
BOARD OF DIRECTORS**

2.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

2.2. Number, Election, Tenure, and Qualification. The number of directors shall be fixed by the Board of Directors; the number of directors shall be at least three (3) and not more than seven (7). Each director shall hold office for a term of two (2) years and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Director elections shall be staggered so that approximately one-half (1/2) of the directors are elected in even-numbered years, and the remaining directors are elected in odd-numbered years. Directors shall maintain qualifications required by US Fencing for member clubs.

2.3. Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio directors or non-voting advisory directors, and each such category or classification shall have such rights and privileges as the Board of Directors may determine.

2.4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than these Bylaws. The Board of Directors 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 notice other than such resolution.

2.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the directors.

2.6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, email, or facsimile to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

2.7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted towards a quorum.

2.8. Manner of Acting. Except as otherwise specifically provided herein, in the exercise of any of the powers herein given to the directors, a simple majority serving at any time shall have authority to make determinations and to act, and all actions of the directors shall be taken either by resolution at a meeting or by written record without a meeting.

2.9. Removal. Subject to the provisions of Section 2.15, any director may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

2.10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of

Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or until his or her successor qualifies, or until his or her earlier death, resignation, or removal.

2.11. Powers. No director, officer, or employee of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of five hundred dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

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

2.13. Informal Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the Board of Directors without a meeting by less than unanimous written consent shall be given to those directors who did not consent in writing to the action.

2.14. Meetings by Telephone and Other Means. A meeting of the Board of Directors may be held by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, the Corporation shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

2.15. Special Director Positions. A minimum of one (1) director position shall be reserved for, and filled by, a family member of CHARLES WHITE. A minimum of one (1) director position shall be reserved for, and filled by, a family member of ROBERT O. WADDOUPS. A director serving in a position defined in this Section 2.15 may serve consecutive terms and may only be removed by a unanimous vote of the remaining members of the Board of Directors when such removal is in the best interest of the Corporation. Any vacancy in a position defined in this Section 2.15 must be filled by another family member, as applicable. "Family member" for the purposes of this section includes (whether by whole or half blood or adoption) a spouse, child, grandchild, or great-grandchild. If no family member of an applicable family is willing or available to serve in a position defined in this Section 2.15, such position shall lapse unless the Board of Directors elects to fill the vacancy as set forth in Section 2.02.

ARTICLE 3 OFFICERS

31. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article 3. The Board of Directors may elect or appoint such other officers, including additional Vice Presidents, 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 Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

32. Election; Term of Office; Compensation. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The compensation of all officers and agents of the Corporation shall be fixed from time to time by the Board of Directors or pursuant to its direction. No officer shall be prevented from receiving such compensation by reason of the officer also being a director. All compensation of officers shall meet the requirements of the Code and the Treasury Regulations promulgated thereunder.

33. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

34. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

35. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; 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 Directors from time to time.

36. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President 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.

The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

37. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 5 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the directors, and at such other time as the directors shall require.

38. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; 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 Directors.

39. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 4 COMMITTEES

41. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one (1) or more committees, the majority of the members of which shall be directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary winding up and termination of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to

the control and supervision of the Board of Directors.

42. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Corporation. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

43. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

44. Chair. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

45. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

46. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

47. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

48. Informal Action by Unanimous Consent. Any action required by law to be taken at a meeting of a committee, or any action which may be taken at a meeting of a committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the committee members.

49. Informal Action by Less Than Unanimous Consent. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of committee members as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the committee without a meeting by less than unanimous written consent shall be given to those committee members who did not consent in writing to the action.

ARTICLE 5 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into

any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

5.2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

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

5.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 6 INDEMNIFICATION

6.1. Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 6.02, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director, officer, employee, or agent of the Corporation or (ii) while serving as a governing person, is or was serving at the request of the Corporation as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 6.01(ii) and who is not a director to such extent, consistent with law, as may be provided by the Corporation's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

6.2. Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 6.01 by right of his or her holding a position named in Section 6.01, the Corporation shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

6.3. Non-Exclusive. The indemnification provided by this Article 6 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

6.4. Continuation. The indemnification and advance payment provided by this Article 6 shall continue as to a person who has ceased to hold a position named in Section 6.01 and shall inure to his or her heirs, executors, and administrators.

6.5. Insurance. The Corporation may purchase and maintain insurance or make other

arrangements, at its expense, to protect itself and any such person as specified in Section 6.01, against any such expense, liability, or loss, to the extent permitted by the TBOC and without regard to whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the TBOC.

6.6. Reports. Indemnification payments, advance payments, and insurance payments made under this Article 6 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 7 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 9 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, 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 10 HONORARY MEMBERS

10.1. Honorary Members. The Corporation has no members as defined and described in Chapter 22 of the TBOC. The Corporation may have honorary members with such qualifications, rights, and duties as may be assigned by the Board of Directors from time to time, but under no circumstances shall have any voting rights under the TBOC. Currently, the Corporation maintains one group of honorary members: Lifetime Members. The Board of Directors may create additional honorary membership groups in its discretion.

10.2. Lifetime Members. Lifetime Members shall be selected by a vote of three-fourths (3/4) of the directors present and voting at a meeting, or by three-fourths (3/4) of all directors if acting by written consent. The Lifetime Member designation, including any rights and privileges of such designation, may not be revoked unless the Board of Directors determines, in its sole

discretion, that such revocation is in the best interest of the Corporation. Revocation of a Lifetime Membership must be approved by a vote of three-fourths (3/4) of the directors present and voting at a duly called and noticed meeting of the Board of Directors or by three-fourths (3/4) of all directors if acting by written consent.

ARTICLE 11 STAFF

11.1. Professional and Administrative Staff. At the direction of the Board of Directors, the Corporation may engage the services of professional and administrative staff, including volunteer staff, to conduct the day-to-day operations of the Corporation. Staff members generally report directly to the President of the Corporation, and through the President, to the Board of Directors. The President may delegate managerial authority over one or more specific staff members to another officer. It is the responsibility of each person serving in the capacity of staff member, director, and/or officer to understand the nature of their roles.

11.2. Current Staff Positions. As of the date of these Bylaws, the Corporation's staff positions include: (1) Director(s) for Athlete Development; (2) Director(s) of Sport Performance; (4) Club Armorer; (5) General Manager; and (6) Office Assistant(s).

11.3. Staff Positions and Descriptions May be Revised. The Board of Directors may revise the number, title, and job description of any of the staff positions described in this Article 11 without revising these Bylaws. Further, the Board of Directors may delegate their authority to make such revisions to an officer or committee.

11.4. Director(s) for Athlete Development. The Director(s) for Athlete Development advise the General Manager and Board of Directors on training innovations and enhancements to support the performance of students in all aspects of fencing training; ensure programs meet the needs of the students from beginner through Olympic participation; and uphold and enforce the standards of USA Fencing.

11.5. Director(s) of Sport Performance. The Director(s) of Sport Performance (DSP) develop(s) training programs that support the Director(s) for Athlete Development; keep(s) abreast of the latest advances of athlete training and ensure(s) these are incorporated into the programs for athlete development; enforces the standards, rules and regulations of USA Fencing.

11.6. Club Armorer. The Club Armorer is responsible for the installation and maintenance of club fencing equipment; provides general repair of weapons for club fencers; and provides the Board of Directors with an annual budget request.

11.7. General Manager. The General Manager is responsible for the day to day operations of the fencing business; directs work of any Office Assistant(s); protects the 501(c)(3) status of the Corporation; and works under the direction of the Corporate Treasurer to perform duties as assigned.

- 118.** Office Assistant(s). From time to time, the General Manager, with the approval of the Board of Directors, may have Office Assistants who will be assigned specific duties approved by the Board of Directors.

**ARTICLE 12
AMENDMENTS TO BYLAWS**

These Bylaws may be altered or amended, in whole or in part, or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by unanimous consent of the directors on the 17th day of August, 2017.

LAURA B. MORALES, Secretary