

**BY-LAWS**

**OF**

**Pink Phurree Dragon Boat Team, Inc.**

**ARTICLE I**

**General**

- Section 1. The name of the corporation is Pink Phurree Dragon Boat Team, Inc. (the “Corporation”).
- Section 2. The name of the Corporation’s registered agent and the post office address of the Corporation’s registered office (for service of process and Secretary of State notices) is **Thomas Reed, CPA Houston, Texas 77546**
- Section 3. The post office of the Corporation (for all other mail) is c/o Pink Phurree President, 238 South Egret Bay Boulevard #210, League City, Texas 77573.
- Section 4. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

**ARTICLE II**

**Directors**

- Section 1. The affairs of the Corporation shall be managed by the Board of Directors, subject to the provisions of the Articles of Incorporation and these By-Laws. The Board of Directors may have no less than three (3) members. The initial Board of Directors shall be:

President  
Treasurer  
Board Member at Large

Directors shall be elected by a vote of a majority of a quorum of the Board of Directors. Directors shall serve for a term of two (2) years, and each Director shall hold office until his or her successor is chosen and qualified.

Any vacancy caused by resignation, death or other incapacity of a member of the Board of Directors shall be filled by a vote of a majority of a quorum of the Board of Directors.

- Section 2. The act of a majority of a quorum of the Board of Directors shall be the act of the Board of Directors.
- Section 3. The Board of Directors shall meet at such place, day, and time as the Board of Directors may set at least annually for the purpose of transacting such business as properly may come before the Board of Directors, including but not limited to the election of officers and additional and/or successor Directors.
- Section 4. Special meetings of the Board of Directors may be called, upon not less than two (2) days' notice, by the President of the Corporation, or by the presiding officer of the Board of Directors or by a quorum of the Board of Directors. A special meeting shall be held at such time and place as is specified in the call of the meeting.
- Section 5. Notice of the place, day and time of each meeting of the Board of Directors shall, at least two (2) days before the date of the meeting, be provided by the Secretary, or by the person or persons calling the meeting, to each member of the Board of Directors. Notice may be waived in writing filed with the Secretary by any Director if the waiver is signed by the Director entitled to notice and sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at or participation in any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting or promptly upon the Director's arrival to hold the meeting or transact business at the meeting and does not vote for or assent to action taken at the meeting.
- Section 6. Sixty percent (60%) of the actual number of Directors elected from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his or her dissent shall be affirmatively stated by him or her at and before the adjournment of such meeting (in which event the act of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he or she shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either Clause (a) or Clause (b) of the

immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

Section 7. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by a majority in number of all members of the Board or such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 8. Directors or members of a committee or members of the team may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and constitute presence at the meeting.

Section 9. Any Director may be removed, either for or without cause, at any special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority in number of all of the Board of Directors, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If the notice calling such meeting shall so provide, the vacancy caused by such removal may be filled at such meeting by vote of a majority of the Board of Directors.

Section 10. The Board of Directors shall exercise all the powers of the Corporation, subject to the restrictions imposed by law, by the Articles of Incorporation, or by these By-Laws.

### **ARTICLE III** **Officers**

Section 1. The officers of the Corporation shall be a President, a Vice President, Treasurer, Secretary, Board at Large, a Community Relations Vice President and such other officers as may be determined by the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors.

The officers shall be elected by a vote of a majority of a quorum of the Board of

Directors at the meeting of the Board of Directors nearest the expiration of the officers' term of office. The term of each office shall be two years and the officers shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Except for the offices of President and Vice President, which positions shall be filled by members of the Board of Directors, officers are not required to be members of the Board of Directors. The Nominating Committee shall present a slate of nominees and any person so nominated must have agreed to accept such nomination. Voting for any contested offices shall be by secret ballot. If the office of President becomes vacant, the Vice President shall assume the presidency and shall be eligible for election to the office at the next election. If any other office becomes vacant, the President shall call upon the most recently appointed Nominating Committee to secure and submit a nomination at the next regular meeting of the Board. The regular election procedure shall be followed. Any person elected for a partial term to fill a vacancy shall be eligible for re-election at the next regular election.

A majority of the Board of Directors must be Breast Cancer Survivors.

Any two (2) offices may be held by the same person. Any officer may be removed by a majority vote of the Board of Directors at any time, with or without cause.

Section 2. **President.** The President must be a Breast Cancer Survivor. The President shall be the chief executive and administrative officer of the Corporation. The President shall be responsible for implementation and execution of the Corporation's religious, charitable, scientific, literary or educational pursuits. The President shall perform the duties normally discharged by a President and such other duties as the Board of Directors may assign.

The President shall preside at all meetings of the Board of Directors and shall be entitled to vote. The President shall call special meetings as needed, including the annual meeting, at which time the newly elected officers and representatives will be installed.

Section 3. **Vice President.** The Vice President shall assist the President in the management and operation of the Corporation, perform the duties usually discharged by such officer, and perform such other duties as the Board of Directors or President may

prescribe.

Section 4. **Treasurer.** The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the Board of Directors or the President. The Treasurer shall keep correct and complete records of account, showing accurately the financial condition of the Corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities and other variables which may from time to time come into the possession of the Corporation. The Treasurer shall render to the officers and the Board of Directors, on a monthly basis and/or upon request, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

Section 5. **Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall keep a true and complete record of the proceedings in the form of minutes of such meetings. The Secretary shall distribute the minutes of each meeting of the Board of Directors. The Secretary shall give and serve all notices, keep a roll of the Board of Directors, and file and preserve all important documents, records, reports, and communications authenticate records of the Corporation and shall perform such other duties as the Board of Directors or President may prescribe.

Section 6. **Board at Large.** The Board at Large shall assist the President, Vice President, and Secretary, and perform such duties as the Board of Directors or President may prescribe.

Section 7. **Community Relations Vice President.** The Community Relations Vice President shall help to identify and solidify community partnerships/sponsorships to support the mission and operations of this organization. The Community Relations Vice President will work with the President, Vice President and Treasurer to develop appropriate sponsorship packages and partnership agreements to bring before the Board of Directors for approval. The Community Relations Vice President will oversee all community partnerships/sponsorships to maintain the integrity of this organization and its mission as well as the integrity of the agreement with the community partners/sponsors. The Community

Relations Vice President shall perform other such duties as the Board of Directors or President may prescribe.

#### **ARTICLE IV** **Committees**

The Board of Directors may establish various committees to accomplish the goals and perform the programs of the Corporation. There shall be one standing committee—the Executive Committee. Unless otherwise required, members of committees may, but need not, be members of the Board of Directors.

The Executive Committee shall consist of the President, Vice President and Secretary. The Executive Committee shall be chaired by the President and shall meet at such times and places and by such means as the Chair shall determine. The Executive Committee shall report regularly about its activities to the Board. A majority of the members of the Executive Committee shall constitute a quorum and a vote by a majority of the quorum is required to authorize any Executive Committee action. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

The President may appoint an Audit Committee annually to serve for the corporate year. The Audit Committee shall consist of three Board members.

The President may appoint a Nominating Committee and present it in writing to the Board of Directors no later than two months before the annual Board meeting. The Nominating Committee shall consist of two Board Members. The Nominating Committee shall prepare a slate of nominees for the appropriate offices and present it in writing to the Board of Directors no later than one month before the Annual Board meeting. The Board of Directors shall vote on the nominees for the appropriate offices at the annual Board meeting.

The Board may authorize the creation of such standing or ad hoc committees as may be needed to carry out the work of the Corporation or special projects.

#### **ARTICLE V** **Contracts, Loans, Checks**

Section 1. The Board of Directors may authorize an officer or officers, agent or agents, or

President of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By-Laws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. All checks, drafts, or other orders for payment of money by the Corporation can be signed by the following individuals or by such person or persons as the Board of Directors may from time to time designate by resolution:

President  
Treasurer

Section 3. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

#### **ARTICLE VI** **Indemnification**

Section 1. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fees and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director, employee or agent is liable for negligence or misconduct in the performance of his duties to the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person was liable for negligence or misconduct in the performance of his duties to the Corporation.

(b) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) of this section or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) reasonably incurred by him in connection therewith.

(c) Expenses incurred in defending a civil or criminal action, suit, or any proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(d) The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other Article or section of these By-Laws, resolution, authorization or agreement adopted after notice by a majority of the Board of Directors, and

(ii) shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

## **ARTICLE VII**

### **Purpose**

Section 1. The Corporation shall make payments or distributions out of its funds in such amounts and for, including but not limited to, such Charitable Purposes (as defined in Article VIII), or for the use of such Charitable Organizations (as defined in Article VIII) as the Board of Directors shall from time to time determine. The Corporation may make payments or distributions to any State of the United States, any political subdivision or any State of the United States, or to the United States or the District of Columbia, but only for exclusively public purposes which are also Charitable Purposes (as defined in Article VIII).



Section 2. Limitations/Prohibited Activities. Income or principal derived from contributions to the Corporation shall be distributed by the Corporation for use solely for religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in each of Sections 501 (c)(3), 2055(a)(2), and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to, or be payable to or for the benefit of, any private shareholder or individual (except to the extent consistent with the Charitable Purposes of this trust), and no substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code). No part of the activities of this Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Corporation shall make distributions each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Corporation to tax under Section 4943 of the Code, from retaining or making any investments which would result in tax liability under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE VIII** **Definitions**

- (a) Statutory References. All statutory references herein to the “Code” are to sections of the Internal Revenue Code of 1986 as now in force, or as the same may be amended from time to time.
- (b) “Charitable Purpose(s)”. As used herein, the term “Charitable Purpose” or “Charitable Purposes” shall be limited to such purposes that constitute religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in each of Sections 501(c)(e)(3), 2055(a), 2522( a)(2) and 170(c)(2)(B) of the Code.
- (c) “Charitable Organization(s).” As used herein the terms “Charitable Organization” or “Charitable Organizations” shall be limited to and shall include only

corporations, trusts, funds, foundations or community chests described in each of Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to, or is payable to or for the benefit of, any private shareholder or individual (except to the extent consistent with the Charitable Purposes of this trust), and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except to the extent permitted by Section 501(h) of the Code), and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

- (d) “Incapacity.” Incapacity of any Director or Officer shall mean inability to conduct business affairs and shall be deemed to exist or to terminate when so certified in writing by two physicians in good standing with the community in which such person resides, one of whom **must be the** physician then attending the person to whom such certification applies.

#### **ARTICLE IX**

#### **Compensation of Directors and Officers**

Notwithstanding anything contained herein or applicable law to the contrary, no officer or director of the Corporation shall be entitled to receive compensation for such officer’s or director’s services as an officer or director. Each officer or director of the Corporation shall be entitled to reimbursement for any reasonable expenses incurred by him or her individually on behalf of the Corporation.

#### **ARTICLE X**

#### **Dissolution**

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**Amendments**

Amendments to or revisions of these By-Laws may be made at any regular meeting of the Board of Directors by the affirmative vote of two-thirds or more of those present, provided that a quorum is present and that notice of the proposed changes has been given prior to the meeting.

**ADOPTED** by the Board of Directors at the organizational meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Board Member at Large