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# Weatherford Express

## By Laws

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Revised: August 2013



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**BY-LAWS  
OF  
Weatherford Express Basketball, Inc.**

**1. ARTICLE – NAME**

- i. Section** The official name of the corporation is **Weatherford Express Basketball, Inc.** herein after referred to as **Weatherford Express**.
- ii. Section** The name which will be used in public, in publicity and on stationary is either the full name as mentioned in Article 1 Section i, or some other suitable name which shall be filed as a fictitious business name with the proper state authorities.
- iii. Section** Whenever the word “organization” is used in these Bylaws or their amendments, it shall signify the legal entity of **Weatherford Express Basketball, Inc.** as herein established.

**2. ARTICLE – PURPOSES**

**i. Section General:**

The general purposes for which the corporation is organized **are exclusively for charitable and religious purposes**, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**ii. Section Specific**

The specific purposes for which the corporation is organized are:

- (1) to provide an opportunity to the youth of Weatherford, Parker County, Texas, and surrounding counties to learn and excel in sports, primarily basketball; learn how to function in a team concept; and, learn leadership skills through service and cooperation.
- (2) to serve alongside and with home schooling families committed to godliness and excellence by providing a sports outlet and ministry for the families and their local churches;
- (3) to spread the good news of the Gospel of Jesus Christ in the United States and the world; and,
- (4) to be operated in such a manner which allows the organization to obtain and maintain tax exempt status under Sec. 501c(3) of the Internal Revenue Code.

**3. ARTICLE – MEMBERSHIP**

**i. Section Categories of Membership.**

Membership in the organization will be determined by the Bylaws adopted herein. Members will be entitled to vote upon the election of the directors to the Board of Directors and amendments to



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the Bylaws. All other organizational business shall be conducted by the elected Board of Directors with at least annual reports to the membership relative to plans, finances, and other pertinent matters.

**ii. Section Membership.**

Membership in the organization will be on a “per family” basis with each family unit entitled to one vote. The Board of Directors will establish the criteria for membership which shall include at least a confirmation of acceptance of a simple statement of faith and payment of annual dues in an amount determined by the Board of Directors. All dues must be paid by the family before the family may vote as stated in Section i above.

**iii. Section Annual Meeting of the Members.**

The annual meeting of the members to this corporation shall be set by the Board of Directors to occur in the spring of each year. As a minimum, the annual meeting shall consist of a presentation of the financial status of the organization and election of any vacancies to the Board of Directors. A quorum of the members for the purposes of the annual meeting shall be at least 50% of the family units (qualified to vote) present or represented at the said meeting.

Members may also make and vote on any proposed amendment to these Bylaws at the said meeting. A proposed amendment to the Bylaws shall be provided to the members prior to the meeting in accordance with Article 6 herein. Any Articles amendment to the Bylaws shall not be effective except upon the vote of 60% of the votes cast for any such amendment. In any vote presented to the members, each separate family unit shall be entitled to one vote.

At least ten (10) days notice shall be provided for the annual meeting. The annual meeting may also be scheduled at other times upon thirty (30) days notice provided by the Board of Directors.

**iv. Section Special Meeting of the Members.**

The Board of Directors may schedule a special meeting of the members for the purposes of proposing amendments to these Bylaws upon thirty (30) days written notice. Notice shall be provided to the members in the same manner as other news, events, and notices are provided. For there to be a quorum, at least 50% of the family units entitled to vote shall be present at the special meeting.

**4. ARTICLE – BOARD OF DIRECTORS**

**i. Section The Authority of the Board of Directors.**

This entity is a non-profit organization and the management of its ministries, activities and affairs is vested in the Board of Directors, as state in the Texas Non-Profit Corporation Act.

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



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**ii. Section      The Number of Directors.**

The Board of Directors of this organization shall consist of at least three (3) and not more than twelve (12) individuals who have demonstrated a commitment to the carrying out of the purposes of this organization. The initial Board of Directors shall consist of three (3) individuals as selected by the incorporator as indicated in the organization's Articles of Incorporation. The three (3) Directors shall comprise the whole Board unless the number is changed in accordance with this Article.

**iii. Section      The Selection of Directors.**

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

The Board of Directors shall fill any vacancy in the Board which comes by resignation, removal or the end of a term of office for the remainder of the term of the vacancy. The Board of Directors shall fill the said vacancy by receiving a nomination from any director at any regular meeting. Such nomination shall be voted upon, if seconded, and the nominee shall be elected to the Board if the vote complies with the requirements found in Section v of this Article.

When the term for a Director expires a nominating committee chaired by a sitting member of the Board of Directors 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. A line will be provided on each ballot for members to write in a candidate.

Thereafter, the members of the corporation shall vote at the annual meeting to fill the vacancies that have occurred on the Board. The simple majority of votes are all that is needed to confirm the election of a candidate for a board position. Each member will be allowed to vote on each ballot only the number of times to fill all Board vacancies. (Example: Members may only vote for two candidates if there are only two openings available.)

**iv. Section      The Term of Directors.**

The term of each Director is for two years. The term of each director will continue for the remainder of the term for which they have been elected or appointed unless otherwise terminated as stated herein. Otherwise, the term of any director of the Board of Directors shall end upon the earlier of their resignation, death, dismissal in writing by a majority of the constituted Board of Directors or the conclusion of their two year term whichever occurs first.

**v. Section      Voting of the Board of Directors.**

Notwithstanding any other provision of these Bylaws, the Directors shall operate on the principles of unanimity in a spirit of humility with each director regarding one another above himself with respect to as many of the decisions affecting this organization and its ministry as possible. If the Directors are unable to come to a unanimous decision, then the matter shall be decided by a majority vote.



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**vi. Section Place of Meetings.**

Notwithstanding anything to the contrary provided in the Bylaws, any meeting of the Board of Directors may be held at any place within or without the State of Texas.

**vii. Section Regular Meetings.**

Regular meetings of the Board of Directors shall be held at least two (2) times per year at the place and time designated by the Chairman.

**viii. Section Special Meetings.**

Special meetings of the Board of Directors may be called at any time by order of the Chairman or by a quorum of the members of the Directors. Adequate notice shall be given for such meeting. Such notice shall be at least seven (7) days if by mail and three (3) days if notice is given in person or by telephone.

If all Directors are in agreement, they may schedule a special meeting at any time with or without notice. If no notice or improper notice has been given, then such defect may be cured by all Directors signing a unanimous consent form.

**ix. Section Quorum.**

Two-thirds (2/3) of the Directors serving at the time of any duly held meeting shall constitute a quorum.

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

**x. Section Telephonic Meetings.**

The Board of Directors may meet for any purpose over the telephone, by television conferencing or by any other electronic means which allows for communication among the directors to decide the issues at hand. This provision shall only apply if all Directors have had notice and an opportunity to participate in the said meeting.

**5. ARTICLE – OFFICERS**

**i. Section Appointment of Officers.**

After the initial Board of Directors is in place, it shall appoint individuals who are above reproach to fill the following offices within the organization: Chairman and Secretary for Weatherford Express and a Treasurer for each sport.

The Board may also appoint an Assistant Secretary and Assistant Treasurers to help perform the functions and duties of the respective offices.



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**ii. Section      Qualifications.**

Each person appointed to one of the offices mentioned in Section i shall have demonstrated a commitment to the carrying out of the purposes of this organization.

Any officer appointed by the Board must be a Director of this organization, except in the case of Assistant Secretary or Assistant Treasurer or any staff positions.

**iii. Section      Term of Office.**

The term for each office shall be one year.

**iv. Section      Offices Held.**

Any one person may hold more than one office except that the Chairman cannot also hold the office of Secretary or Assistant Secretary.

**v. Section      Job Descriptions.**

**Chairman** – The Chairman shall preside at all meetings, formulate the agenda with input from other officers and directors, and generally be in charge of the affairs and operations of the organization.

**Secretary** – The Secretary shall be the record keeper of the minutes of all meetings of the Board of Directors.

**Treasurer** (for each sport) – Each Treasurer shall be responsible for keeping and maintaining and reporting all financial records and information regarding the particular sports program on behalf of the organization and its activities.

**Athletic Director** (for each sport) – The Athletic Director (AD) for each sport shall be a voting Officer of the Board. The AD for each sport shall serve at the pleasure of the Board of Directors and shall not be subject to a two year term as identified in Article 4 Section iv, Terms of Directors. The Athletic Director's term shall end upon the earlier of their resignation, death or dismissal in writing by the majority of the Constituted Board of Directors.

The Board of Directors shall have the freedom and authority to create other offices and staff positions as may be needed to carry out the ministry of the organization.

**6. ARTICLE – AMENDMENTS TO THE BYLAWS AN ARTICLES OF INCORPORATION**

**i. Section      Process.**

The Directors, upon thirty (30) days notice to all Directors, may, at a regularly held meeting or a special meeting, propose an amendment to these Bylaws or to the Articles of Incorporation. Thereafter, at a meeting following the thirty (30) days notice, such amendment shall be approved if at least three-fourths (3/4) of the directors then serving have voted in favor of the proposed amendment(s).

Thereafter, the proposed amendment shall be presented to the membership at the annual meeting or in a special meeting called for that purpose upon thirty (30) days notice.



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**7. ARTICLE – MISCELLANEOUS PROVISIONS**

**i. Section Resolution of Conflicts.**

In the event that the Directors cannot agree on some decision that needs to be made or in the event that an insoluble dispute arises involving this organization, its officers or directors, then this organization shall submit the said matter to mediation or arbitration.

This organization shall commit to, where at all possible, resolving all disputes, whether with employees, vendors or other third parties, in accordance with this same process.

**ii. Section Records.**

Accurate and timely records for the purpose of information to help the organization minister in a better way should be kept at all times by those so charged.

**iii. Section Proxies.**

In any and every vote taken in a meeting of the Board of Directors which affects the activities and ministry of this organization, no proxies shall be allowed for the purpose of being included in any vote count.

**iv. Section Indemnification.**

This organization shall indemnify each officer and director of this organization against any personal loss or judgment that he/she may suffer as a result of having served in their respective capacities to the full extent allowed by Texas law.

Further, this organization does hereby elect to be covered by the Texas Charitable Immunity and Liability Act of 1987, 84.001 et.seq. of the Texas Civil Practice & Remedies Code.

This indemnification, however, shall not cover any willful or malicious acts of any officer or director, whether serving in their respective capacities or not.

**Certification of Adoptions:**

The foregoing Bylaws consisting of seven (7) pages, were duly adopted by the Board of Directors of **Weatherford Express Basketball, Inc.** at a duly held meeting on the 20<sup>th</sup> day of August, 2013.

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SIGNATURE ON FILE \_\_\_\_\_.

Secretary