

BY-LAWS
OF
SOUTHWEST LOUISIANA HOMESCHOOL ATHLETIC CLUB
(A Nonprofit Corporation)

ARTICLE I

The Corporation is organized and shall be operated for the purposes of promoting the human formation of homeschooled students by organizing and supporting athletic competition amongst the students in the southwestern region of Louisiana.

ARTICLE II
OFFICES

1. Principal office. The principal office of the Corporation shall be in the Town of Ragley, Parish of Beauregard, and State of Louisiana.

2. Other offices. The Corporation also may have offices in other places, both within and without the State of Louisiana, as the Board of Directors may from time to time determine, or the business of the Corporation may require.

ARTICLE III
MEMBERS

1. Qualification of Members. Standing Board Members shall be persons who are Parents/Legal Guardian of Knights Athletes, and Approved Coaches and Spouse.

2. Members as Directors. Each and every Member of the Corporation shall be eligible to serve as a Director of the Corporation. A new Member shall be accepted into the Corporation by a majority vote of the Board of Directors.

3. Termination of Membership. Any member shall cease to be a member of the Corporation upon resignation, death, or the vote of two-thirds of the Board of Directors.

4. Annual meeting. Members shall hold an annual meeting each year for the purpose of electing Directors and transacting other business properly brought before the meeting. Unless provided otherwise by the Board of Directors, this meeting shall be held on the first (1st) Monday of June. Should the Members fail to elect Directors on the day designated for their annual meeting or before an adjournment thereof, the Board of Directors shall call a special meeting of the Members as soon thereafter as practical.

5. **Special meetings.** The President or a majority of the Board of Directors may call a special meeting of Members for any purpose or purposes, unless otherwise prescribed by statute. The President shall call a special meeting at the written request of a majority of the Members. The President shall set the date of all meetings called by member request or Board of Directors request no earlier than fifteen (15) nor later than sixty (60) days following the request.

6. **Place of meetings.** The Board of Directors may designate a place, either within or without the State of Louisiana, as the place of meeting for the annual meeting or for a special meeting called by the Board of Directors. Special meetings called at the written request of Members shall be held at the Corporation's registered office in the State of Louisiana; provided, however, that a waiver of notice signed by all Members at a meeting called at the written request of members may designate a place, either within or without the State of Louisiana, as the place for holding the special meetings.

7. **Notice of meetings.** The Corporation's secretary or corporate counsel shall deliver to each Member, not less than ten (10) nor more than thirty (30) days before the meeting date, a written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his or her address as it appears on the books of the Corporation .

8. **Record dates.** For the purpose of determining Members entitled to notice of, or to vote at, any meeting of members, or an adjournment thereof, or in order to make a determination of members for other corporate purposes, the Board of Directors may fix, in advance, a date as the record date for that determination. That date shall be not more than sixty (60) days, and not less than ten (10) days, prior to the date of the particular action requiring determination. Absent a record date fixed by the Board of Directors, Membership shall be fixed at the time the secretary or corporate counsel delivers the first notice of the meeting.

9. **List of Members.** Prior to every election of Directors, the secretary shall prepare a complete list of Members entitled to vote at the election, arranged in alphabetical order, with the residence of each. Any Member may examine this list at the Corporation's principal office during the ten (10) days immediately preceding the election. The list shall be produced and kept at the place of election during the whole time thereof and subject to inspection by any Member.

10. **Business.** The President shall preside at the meetings of the Members, confine the business to the objects stated in the call and, when in order, approve all minutes prepared by the Secretary. The President may specify a manual or other authority of parliamentary procedure as a guide for conducting the meeting; provided, however, that once a manual is selected, that manual shall control for all meetings. The President may rely upon the interpretations of corporate counsel in all matters of parliamentary law.

11. **Quorum.** Except as otherwise provided by statute, by the Articles of Incorporation or by the By-laws, the Members, regardless of their number, shall constitute a quorum at all meetings of Members.

12. **Vote.** Each Member regardless of the amount of annual dues contributed shall be entitled to one vote on any matter on which Members are entitled to vote. At a meeting, the vote of the majority of the Members present shall decide questions brought before the meeting unless the question is one which by the express provisions of the Louisiana Nonprofit Corporation Law, the Articles of incorporation or these By-laws requires a different vote.

13. **Proxy.** Voting by proxy shall not be permitted.

14. **Written consents.** Unless otherwise restricted by the Articles of Incorporation or these By-laws, Members may authorize action otherwise requiring a meeting of Members by signing a unanimous consent to that effect certified by the Corporation's secretary.

ARTICLE IV DIRECTORS

1. **General.** The property and business of the Corporation shall be managed by a Board of Directors exercising all powers of the Corporation and empowered to do all lawful acts and things, not directed or required to be exercised or done by the members, by statute, the Articles of Incorporation or these By-laws.

2. **Number of Directors.** The Board shall consist of not less than three (3) nor more than fifteen (15) directors except that if there are fewer than three (3) members of the Corporation having the right to vote there need be only as many directors as there are members. The directors of the Corporation shall be divided into three classes to be known as Class One, Class Two and Class Three respectively, with a minimum of one and a maximum of five directors in each class. The term of office of the Class One directors shall begin at the first annual meeting and shall expire at the second annual meeting; the term of office of the Class Two directors shall begin at the first annual meeting and shall expire at the third annual meeting; and the term of office of the Class Three directors shall begin at the first annual meeting and shall expire at the fourth annual meeting. Except as wherein provided, upon the expiration of the terms of office of the directors, as set forth above, their successors shall be elected for a term of three years so that only one class of directors shall be elected annually. In addition to the Class One, Class Two and Class Three directors, the President of the Corporation shall be an ex officio member of the Board of Directors.

3. **Vacancies.** If a vacancy occurs on the Board because of death, resignation, retirement, disqualification or removal from office, a majority of Directors then in office, though less than a quorum, may choose a successor or successors, and the director so chosen shall hold office until the next annual election and until his successor is duly elected and qualified, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute. If at the time of filling the vacancy, the Directors then in office shall constitute less than a majority of the whole Board, the proper court may, upon application of at least ten percent (10%) of the total number of Members having the right to vote for Directors, summarily order an election to fill the vacancies, or to replace Directors chosen by the Directors then in office.

4. **Absences.** If a director fails to attend three consecutive meetings of the Board of Directors, regardless of whether those meetings are regular meetings or special meetings, the Board of Directors in its absolute discretion may determine that the absent director shall be considered to have resigned as a director of the Corporation and shall no longer be a member of the Board of Directors without any further action on part of the absent director or on the part of the Corporation.

Meetings of the Board

5. **Place.** Directors may hold their meetings, both regular and special, either within or without the State of Louisiana.

6. **First meeting.** The first meeting of each newly constituted Board shall be held at the time and place fixed by vote of the members at the annual meeting. No notice of that meeting to the newly elected Directors and to the continuing directors shall be required in order to legally constitute the meeting, provided that a quorum shall be present. Alternatively, the Directors shall meet in the place and at the time as shall be fixed by written consent of all Directors.

7. **Regular meetings.** Regular Board meetings may be held without notice at such time and place as shall be, from time to time, determined by the Board.

8. **Special meetings.** Special Board meetings may be called by the President on forty-eight (48) hour's notice to each Director, either personally, by telephone or by mail or telegram. Special meetings shall be called by the President or Secretary, in like manner and on like notice, on the written request of one (1) Director.

9. **Quorum.** At all Board meetings, a majority of Directors shall constitute a quorum for transaction of business, except as otherwise provided by statute or in the Articles of incorporation. If less than a majority is present at a meeting, a majority of Directors present may adjourn the meeting, from time to time, without further notice, until a majority is present.

10. **Vote.** Unless otherwise provided, if a quorum is present, the affirmative vote of a majority of Directors present shall be required for Board action.

11. **Deliberations.** The President shall conduct Directors' meetings, may designate a parliamentary manual or authority as a guide, and may rely upon the parliamentary interpretations of corporate counsel. Upon demand of a Director, the President shall exclude from the meeting all persons, other than Directors, Participating Members, the Corporation's Secretary and corporate counsel.

12. **Compensation.** By resolution of the Board, the Directors may receive reimbursement for their expenses, if any, of attendance at each Board meeting, and may receive a regular sum fixed by them for attendance at each Board meeting or a stated salary as Director. No such payment shall preclude Directors from serving the Corporation in other capacities and receiving compensation therefor.

13. **Written consent.** Unless otherwise restricted by the Articles of incorporation or these By-laws, action required or permitted to be taken at the Board meetings, or of Board committees, may be taken without a meeting, if all members of the Board, or Board committee, as the case may be, consent thereto, in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

14. **Telephonic meetings.** The members of the Board of Directors may participate in and hold a meeting of the Board by means of conference, telephone or similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other. Participation by a person in the above manner shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Committees of Directors

15. **Designation.** The Board may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one (1) or more corporate Directors, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board in managing the corporate business and affairs, and may have power to authorize the seal of the Corporation to be fixed to all papers which may require it. The committees or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

16. **Minutes.** The committees shall keep regular minutes of their proceedings and shall report to the Board when required.

ARTICLE V NOTICE

1. **Method.** Whenever notice is required to be given to a Director or member under provisions of the statutes, Articles of incorporation, or of these By-laws, notice shall not be construed to mean personal notice, but may be given in writing, by mail or telegram, addressed to the Director or member at the address which appears on the corporate books. Notice shall be deemed to be given at the time that they are mailed or transmitted.

2. **Waiver of notice.** Whenever notice is required to be given under provisions of the statutes, Articles of Incorporation or of these By-laws, a waiver thereof, in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and the waiver need not specify the purpose of or the business to be transacted at the meeting.

ARTICLE VI OFFICERS

1. **Designation.** The Corporation officers shall be a President, an athletic director, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except that no one may hold the offices of President and Treasurer at the same time if the Corporation has more than one Member possessing the power to vote.

2. **Election.** The Board of Directors, at its first meeting after each annual meeting of the members, shall choose a President, one or more Vice-Presidents, a Secretary and a Treasurer.

3. **Agents.** The Board may appoint such agents on behalf of the Corporation as it shall deem necessary, for such terms and to exercise such powers, and to perform such duties, as shall be determined, from time to time, by the Board, and not conflicting with these By-laws or the Articles of Incorporation.

4. **Salaries.** The salaries of all officers and agents of the Corporation shall be fixed by the Board.

5. **Term.** The officers of the Corporation shall hold office for one year or until their successors are chosen and qualified unless sooner removed or displaced. An officer elected or appointed by the Board may be removed at any time by affirmative vote of a majority of the entire Board whenever, in their judgment, the best interest of the Corporation would be served.

6. **Vacancy.** Vacancy in an office due to death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

President

7. **President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall supervise and control all the business and affairs of the Corporation. He or she, when present, shall preside at all meetings of Members and shall be ex-officio a member of all standing committees. He or she, when present, also shall preside at all meetings of the Board of Directors. He or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President may sign deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof may be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

Vice-President

8. **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

Secretary

9. **Secretary.** The Secretary shall attend all meetings of the members and Board meetings, and keep minutes of those meetings in one or more books provided for that purpose. He or she shall also:

- (1) See that all notices are duly given in accordance with the By-laws as required by law;
- (2) Be custodian of the corporate records and of the corporate seal, if one is authorized, and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized ;
- (3) Keep a register containing the post office address of each member which shall be furnished to the Secretary by the member ;
- (4) Sign, with the President, certificates of membership in the Corporation, the issuance of which shall have been authorized by Board resolution; and
- (5) 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.

Treasurer

10. **Treasurer.** The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board. He or she will perform all duties incident to the office of the 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 disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and he or she shall render to the President and Directors, at the regular Board meetings or whenever they may require it, an account of all his or her transactions as Treasurer and of the Corporation's financial condition.

11. **Athletic Director.** The AD is the official liaison with the Knights and any sports association. He or she will oversee the duties of all coaches including rosters, schedule of games and sports conferences. He or she will assist in the selection of coaches and the evaluation of each athletic program on an annual basis which shall be completed within a three week conclusion of each season. The AD will perform any other such duties as prescribed by the board of directors.

Assistants

12. **Assistants.** One or more Assistant Secretaries and/or Assistant Treasurers may be designated and chosen by the Board and shall have such duties as may be delegated to them by the Board of Directors.

ARTICLE VII. INDEMNIFICATION OF OFFICERS & DIRECTORS

Each and every director and officer, and former corporate director and officer, and each person who may have served at the request of the Corporation as a director or officer of another Corporation in which this Corporation owns shares of capital stock or of which this Corporation is a creditor (and the heirs, executors or administrators of each such director or officer or former director or officer or person) shall be indemnified to the fullest extent permitted by the Louisiana Nonprofit Corporation Law or any successor provision thereof.

ARTICLES VIII CERTIFICATES OF MEMBERSHIP

The Corporation may issue certificates representing membership. If it does so, those certificates shall be in the form determined by the Board. All certificates shall be signed by the President or Vice-President and by the Secretary or Treasurer. All certificates shall be consecutively numbered and shall contain the name and address of the member to whom the certificate is issued.

**ARTICLE IX
GENERAL PROVISIONS**

1. **Expenditures** . The officers and employees of the Corporation shall not make purchases or expenditures on behalf of the Corporation without the authorization of the President. Without the authorization of the Board of Directors, the President of the Corporation shall not make or approve purchases or expenditures on behalf of the Corporation of \$500 or more in any calendar month and shall not enter into a contract or agreement on behalf of the Corporation which contract or agreement is for a term of one year or more and requires consideration on behalf of the Corporation of \$500 or more.

2. **Checks**. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors, from time to time, designates; provided, however, that all checks shall be signed by two officers of the Corporation or other persons designated by the Board of Directors.

3. **Corporate Seal**. The Corporation may provide a corporate seal which shall be circular in font and shall inscribe thereon the name of the Corporation, the state of incorporation and "Corporate Seal".

4. **Calendar year**. The Corporation's year shall end on the last day of December each year.

5. **Spiritual Advisor** . The Person appointed by the Board of Directors shall be the Spiritual Advisor to the Corporation, who will cooperate with the local diocesan Bishop.

**ARTICLE X
AMENDMENTS**

These By-laws may be altered, amended or repealed, and new By-laws adopted by an Affirmative vote of the majority of the directors of this Corporation.

CERTIFICATION

I, Monica Savage, the duly elected Secretary of Southwest Louisiana Homeschool Athletic Club, hereby certifies that these By-laws are the By-laws duly adopted by the directors of Southwest Louisiana Homeschool Athletic Club and that these By-laws are in full force and effect.

Dated:

Monica Savage, Secretary

