

BYLAWS OF THE TEXAS ASSOCIATION OF SOCCER COACHES, INC (TASCO)

Article I: Name and Location

1.01 Name

The name of the Association is the Texas Association of Soccer Coaches, INC, hereinafter referred to as TASCO.

1.02 Location

The address of the registered office of TASCO is

TASCO may also have offices at such other locations within the State of Texas as the business and affairs of TASCO may require.

Article II: Purpose

2.01 Purpose

TASCO is incorporated under the Texas Non-Profit Corporation Act to help its members excel in their coaching careers as well as advances the coaching of soccer, thereby improving players, through a commitment to provide the best coaching education, convention, member services, and benefits to the soccer community.

Article III: Membership

3.01 Classes of Membership and Qualifications

Any person engaged in the coaching of high school soccer or any person or organization interested in the game of high school soccer, and desiring affiliation with the purposes of TASCO is eligible for membership. There shall be the following five classes of members:

- A. Active Member. Active Membership shall be open to any soccer coach who is employed by a school governed by the University Interscholastic League (UIL). Membership is defined as anyone who is a Head Coach, Assistant Coach or a Middle School Coach who is in general good standing and made payment of the

annual TASC0 membership dues. Active Members will be classified in the membership database as affiliated with a particular constituency of the game (i.e., Varsity, Junior Varsity, Junior High) and, if in good standing, shall be eligible to vote at meetings of the members and to hold office. Voting in the election of constituent representatives to the Board of Directors will be restricted to active members who have identified themselves as Members of the given category.

- B. Associate (Non UIL) Member. Any individual who is employed as a soccer coach by a club or a non UIL School, or an institution, library, or other organization interested in high school soccer in the State of Texas and desiring affiliation with the purposes of TASC0 may become an Associate Member of TASC0 upon payment of the annual dues. Associate Members are not eligible to vote or hold an elected office. Associate Members can serve in a TASC0 position that is appointed by the Board of Directors and only in a non-voting capacity.
- C. Corporate Member. A business interested in high school soccer in the State of Texas and desiring affiliation with the purposes of TASC0 may become a Corporate Member upon payment of the annual corporate dues as set by the Board of Directors. Corporate Members are not eligible to vote or hold office.
- D. Honorary Member. Any individual distinguished in the game of soccer is eligible to become an Honorary Member of TASC0. The Awards Committee shall make nominations, subject to the approval of the Board of Directors by the unanimous affirmative vote of all of the Directors then in office. Honorary Members shall not be required to pay annual dues. Honorary members are not eligible to vote or hold office.
- E. Life Member (Emeritus). All Presidents of TASC0 and Hall of Honor Inductees are eligible to become a life member. All Presidents of the Association shall automatically become Life Members upon their completion of their term in office. Hall of Honor Inductees shall automatically become Life Members upon their induction. No Life Member shall hold office unless they meet the requirements of Active Membership excluding payment of dues. Life Members are entitled to voting rights.

3.02 Meetings

The annual meeting of the Members shall be held at such time and place as the Executive Board of Directors may determine and shall be held in conjunction with the annual convention of members. Regular meetings other than the annual meetings, if any, shall be held at such times and places as the Executive Board of Directors may determine. A special meeting of the Members may be called at any time by the President, the Executive Board of Directors or ten percent or more of

those Members entitled to vote at such a meeting. Emergency meeting of the Executive Board may be called by a majority vote by the Executive Board.

Meetings of the Board of Directors may be held virtually or at any location within the State of Texas. Meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order* and section 3.03

3.03 Notice

Written notice of the time and place of all meetings of the Members shall be given at least 14 days prior to the date of the meeting. Written notice shall be deemed given when delivered personally or sent by one of the following methods: (1) United States mail or other mail delivery companies, (2) fax transmission, (3) electronic transmission. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, addressed to the Member at the Member's most recent address listed in the records of TASCOS. In the case of special meetings, the notice shall specify the general nature of the business to be conducted. Proxy materials and copies of any motion to be submitted to Members for approval shall be sent with the written notice.

3.04 Quorum

Regular members in attendance at a meeting of the regular membership or the Board of Directors shall constitute a quorum. A majority vote of the quorum shall constitute the will of the membership or the Board of Directors.

3.05 Voting

Each Member entitled to vote shall be entitled to one vote on any matter submitted to a vote of the Members. If a quorum is present, (a) on those motions submitted to the Members in advance of a meeting, the actions approved by the affirmative vote of a majority of those Members voting, shall be the acts of the Membership, and (b) on motions entertained from the floor at any meeting of Members, the actions approved by the affirmative vote of a majority of the Members entitled to vote and present in person and registered at such meeting shall be the acts of the Members, unless in either case a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws

3.06 Dues

The Board of Directors shall determine the amount of annual membership dues to be paid. Dues keep membership active from the date of dues paid for one full calendar year.

3.07 Termination of Membership

The Executive Board of Directors, upon thirty days prior written notice and after a hearing in accordance with the procedures set forth by TASC0, may expel, temporarily suspend or otherwise discipline a Member for cause (other than for failure to pay dues, but including without limitation, failure to maintain the standard of conduct set forth in the *TASC0 Code of Ethics*). The Board of Directors may, upon ten days prior written notice, terminate the membership of any Member who shall have failed to pay dues. A Member, who has been temporarily suspended or expelled, shall be deemed to be a Member not in good standing and shall not be eligible to vote or to hold office. A Member who has been temporarily suspended or expelled may be reinstated in accordance with terms and conditions set forth in the *TASC0 Administrative Manual*. All actions by the Executive Board of Directors pursuant to this Section 3.07 shall require the affirmative vote of at least two-thirds of the Board of Directors present at the meeting at which such action is taken and the notice of such meeting shall indicate that disciplinary action with respect to a Member or Members is to be considered by the Board of Directors at such meeting.

Article IV: Directors

4.01 Responsibilities and Powers

The Executive Board of Directors of the Association shall have strategic planning and fiduciary responsibilities for the Association. The Board of Directors shall set policies and have oversight of the business and affairs of the Association, including, without limitation, establishing all committees and determining the duties and responsibilities of such committees and their chairpersons. In addition to the powers and authority expressly granted by these Bylaws, the Board of Directors may exercise all powers of the Association and do all lawful acts and things on behalf of the Association that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws.

4.02 Composition

The President (who shall serve as Chair of the Board), Immediate Past President, Vice President, Secretary, Treasurer, and Historian (See 5.01) shall comprise the Executive Board of Directors. The position of Historian is a position appointed by the President and is a non-voting position on the Executive Board of Directors. The Board of Directors shall be composed of 18 Directors; the above mentioned Executive Board of Directors, the Regional Directors, First Assistants, and Second Assistants. Each year, the general membership, from each of the four regions, shall elect a single Second Assistant to the Regional Director. The newly elected Second Assistant will serve a three year term on the board - becoming the First Assistant in year two and the Regional Director in year three. The Board of Directors may increase or decrease the size of the Board by a majority vote of the Directors.

4.03 Eligibility

All Directors of the Board must be active members of the association. They shall be a coach affiliated with high school or middle school soccer programs, as described in Section ~~4.02~~ 3.01 above. The term of an elected Director of the Board is three years. An elected Director of the Board may be elected for another full term. The term of an appointed Director of the Board is three association years. An appointed Director of the Board may be reappointed to another full term. Due to resignations, establishment of new positions or other circumstances, the Executive Board of Directors, by a majority vote of the Directors, may alter terms of a Director in the interest of avoiding significant turnover on the Board.

4.04 Nomination of Elected Constituent Directors

When the term of an elected Director is scheduled to expire, the Board of Directors shall notify constituent members by August 1st. Thereafter, the constituent members shall have until 21 days prior to the Fall Convention to submit the names of one or more nominees to the President for Executive Board of Director positions and to the Regional Director for Board of Director positions.

4.05 Meetings

Regular meetings of the Board of Directors shall be held twice annually, once at the State Tournament and once at the Fall Convention. All regular meetings of the Board of Directors (including the two semi-annual meetings) shall be held at such times and places as the Executive Board of Directors may determine. In addition to the regular meetings, special meetings of the Executive Board of Directors or Board of Directors may be called as follows:

- A. The President or more than one-third of the Directors then in office may call a special meeting of the Board of Directors at any time.
- B. The President may call a special meeting relating solely to act on unbudgeted expenses as defined in Section 4.09 below at any time. Voting on unbudgeted expenses can take place in person or electronically.

Meetings of the Executive Board of Directors or Board of Directors may be held virtually or at any location within the State of Texas. Meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order*.

4.06 Notice

Written notice of the time and place of all regular meetings and special meetings of the Board of Directors shall be delivered personally, by mail (under separate cover and inclusion in any mailing or publication of the Association) or by electronic mail to each Director at least ten days prior to the date of such meeting and, in the case of special meetings, shall state the general nature of the business to be conducted.

Notice of meetings at which disciplinary action is to be considered shall so state the nature of business to be conducted. Notice of regular meetings of the Board of Directors shall be delivered personally, by mail (under separate cover and inclusion in any mailing or publication of the Association) or by electronic mail at least two days prior to the date of such meeting and shall state the general nature of the business to be conducted. Notice to a Director by telephone shall be deemed to be personal notice. If notice is mailed, such notice shall be deemed to have been given to the Director entitled thereto when deposited in the United States mail, postage prepaid, and addressed to the Director at the most recent address listed in the records of TASCOS.

4.07 Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors, unless applicable laws specifically require a greater portion, by the Articles of Incorporation or by these Bylaws. One or more directors may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other. Directors may not grant voting rights by proxy to other Directors.

4.08 Director Voting

Each Director shall be entitled to one vote on matters submitted to a vote of the Board of Directors. Directors shall not take part in any discussions or action on salaries, site selection, or other business from which he/she might derive personal benefit (conflict of interests). The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater portion of the affirmative votes is required, by applicable law, by the Articles of Incorporation or by these Bylaws.

4.09 Budget

The President with the help of the Treasurer and Vice President will create a proposed budget to present to the Board of Directors at the Fall Convention. Budget shall require at least a two-thirds majority of all the Directors present at the meeting of the Board of Directors at the Fall Convention.

4.10 Budget Responsibility

The approval of the annual budget shall require at least two-thirds majority of all the Directors present at the meeting of the Board of Directors when the annual budget is presented. Approval of any unbudgeted expense exceeding \$2,500 shall require a two-thirds majority of all Directors present at the meeting when any such unbudgeted expense is proposed.

4.11 Removal of Directors

Any Director whose business, profession or other activities or interest are detrimental to the interests of TASCOCO or otherwise tend to discredit TASCOCO may be removed from office for cause pursuant of article 2.01, upon a reasonable notice 7 days prior to the meeting and opportunity to be heard, may be removed as a Director by the affirmative vote of at least two-thirds of all Directors present at any meeting of the Board of Directors, provided that notice of the proposed removal is contained in the notice of such meeting.

4.12 Vacancy

Except as otherwise provided in the Bylaws, positions vacated by Directors during their term of office shall be filled by Presidential appointment within 30 days following confirmation of the vacancy, subject to ratification by a majority of the remaining Executive Board of Directors, though not less than a quorum, at the first meeting of the Board of Directors thereafter. Such appointments and subsequent ratification shall be for the balance of the unexpired term. Appointees in all Board of Director positions other than Regional First and Second Assistant positions, must have previous TASCOCO Board experience. The appointed and ratified Director shall then be eligible to be elected to a full three-year term at the conclusion of the unexpired term and run for a second, consecutive term. Should there be an increase in the number of Directors, the Executive Board of Directors shall determine how to fill those vacancies by a majority vote of the remaining Directors, though not less than a quorum.

4.13 Consent of Directors in lieu of Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent thereto in writing, setting forth the action so taken, shall be voted and agreed upon by all of the Directors.

Article V: Executive Officers

5.01 Executive Officers

Executive Officers of TASCOCO must be Active Members of TASCOCO. The Executive Officers shall be the President (who serves as the chair of the Executive Board of Directors), Immediate Past President, Vice President, Secretary, Treasurer, and Historian (non-voting). In addition to the powers and duties set forth in these Bylaws and except as otherwise provided under these Bylaws, each office shall have the powers and duties as the Executive Board of Directors may determine by resolution.

5.02 Eligibility and Term

Executive Officers of the Executive Board of Directors must be Active Members of TASCOS. They shall be coaches affiliated with high school and middle school soccer programs, as described in Section 4.03 above. In an effort to have greater representation from the general membership there shall not be more than one Executive Officer of the Executive Board of Directors married and living in the same dwelling. If two members of the same dwelling are elected to be voting Executive Officers of the Executive Board of Directors the lessor of the two positions loses their voting privileges, in which case the position they hold becomes a non-voting position and the Historian becomes a voting position until which time there are no longer two officers of the Executive Board married and living in the same house. If such conflict arises the order of position is President, Vice President, Treasurer, Secretary and then Past President.

5.03 Nomination of Executive Officers

The Executive Board of Directors will notify the Membership by August 1 each year that the election for Vice President is forthcoming. Thereafter, the Members shall have until 21 days prior to Fall Convention to submit the names of one or more nominees to the acting President.

5.04 Voting for Executive Officers

Elections shall take place at the Fall Convention. The offices of Vice President (elected yearly), and the offices of Secretary, and Treasurer (elected on a three year rotating basis) will be elected by the entire membership.

5.05 Vacancy

Should an Executive Officer be unable to complete a term of office, after already being seated at the first meeting of that term, the other Executive Officers shall recommend to the Executive Board of Directors if and/or how that office shall be filled. The Executive Board of Directors, by majority vote of those Directors eligible to vote, shall make a final determination on the manner in which the vacancy will be filled. Appointees to the Executive Board must have previous Board of Director experience.

5.06 Special Elections

In the event that a person who has been nominated and subsequently elected to office is unable to take office or fulfill their term and obligations to their office prior to being seated at the first meeting of the new term due to death, permanent disability, or other unique circumstances, a special election will be held.

5.07 Immediate Past President

The Immediate Past President shall be the retiring President and shall serve until the expiration of the term of office of the next succeeding President, normally one year. The Immediate Past President shall assist the President as requested. In the event the President is unable to fulfill his/her duties or term of office, the Immediate Past President shall serve as President until the completion of term of office or such time as the President is able to return to Office. The Immediate Past President serves as the liaison between the General Membership and the current Board of Directors. It is a voting position, and must be a member (3.01).

5.08 President

The President shall be the Vice President who has completed a minimum two-year term on the Board of Directors including a year as a Regional Director. The President serves as a voting member of the Executive Board and the Board of Directors only as outlined under *Robert Rules of Order*. The President serves as a non-voting member of all committees and councils. He/she shall serve as the liaison to the Finance and Budget Committee. The President shall have budgetary oversight of the general administration and Executive Committee/Board of Directors of accounts. The President shall be an official representative of the Association at appropriate events and will serve as a spokesperson for the Association. The President will preside over all official meetings of the Executive Board, Board of Directors, and the General Membership. The President will create and present the annual budget at the first official fall TASCOS board meeting. It is a voting position, and must be a member (3.01).

5.09 Vice President

The Vice President shall be an elected official who has served a minimum two-year term on the Board of Directors including a year as Regional Director. The Vice President will work in conjunction with the President on the TASCOS events including the Fall Convention and will fulfill duties on committees, councils and task forces as requested by the Executive Board. It is a voting position, and must be a member (3.01).

5.10 Treasurer

The Treasurer shall be an elected official who has served a minimum two-year term on the Board of Directors including a year as Regional Director. The Treasurer will account for all TASCOS monies and report to the Board of Directors. The Treasurer is responsible for setting up the annual review of accounts. The Treasurer shall serve a three-year term. They shall be in charge of registration at the annual convention. It is a voting position, and must be a member (3.01).

5.11 Secretary

The Secretary shall be an elected official who has served a minimum two-year term on the Board of Directors including a year as Regional Director. The Secretary shall record all minutes for all meetings of the Executive Board, Board of Directors, and General Membership. The Secretary shall serve a three-year term. They shall also help at registration at the annual convention. It is a voting position, and must be a member (3.01).

5.12 Historian

The Historian shall be an official who is appointed by the Executive Board of Directors who has served a minimum two-year term on the Board of Directors including a year as Regional Director. The Historian will advise the Board of Directors on all policy matters, act as the liaison with Past Presidents, will complete all duties as assigned by the Executive Board of Directors at all TASCOS events, and will assist in gathering information for the digital dissemination of that information. They will also be the Chairperson for the Hall of Honor Committee and be responsible for the planning of the annual Hall of Honor Induction Ceremony and dinner at the Fall Convention. It is a non voting position, with the exception of 5.02 and must be a member (3.01).

5.13 Chief Operating Officer

The Chief Operating Officer shall fulfill duties as assigned by the Executive Board of Directors, and is the primary sponsorship contact for the Board of Directors. This person will manage any staff hired by the board. It is a non voting position, and must be a member (3.01).

5.14 Web Designer

Answers to the Board on all matters regarding the TASCOS website. It is a non voting position, and must be a member (3.01) The web designer will be charged with current designs of the website and all changes in regard to the site. They will also be able to assist all Board members with regards to registrations and marketing. The web designer will primarily be responsible for all digital elections by the membership.

5.15 Removal of Executive Officers

Any Executive Officer of the Association may be removed by the Executive Board of Directors at any time, with cause, by the affirmative vote of two-thirds of the Directors then in office whenever, in the Board's judgment, the best interests of the Association will be served thereby. Such removal shall be without prejudice to the contract rights of any person so removed.

5.16 Delegation of Duties

In the absence of any Executive Officer of TASCOS or any other reason deemed sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them, of such Executive Officer to any other Executive Officer or to any Director or other current board member that the Executive Board of Directors may select.

5.17 Officer Stipends

Except as otherwise restricted in these Bylaws, the Executive Board of Directors shall have the authority to fix the compensation of Officers for their services.

ARTICLE VI: Executive Board of Directors

6.01 Executive Board of Directors

There shall be an Executive Board of Directors, which shall consist of the five elected Officers (4.02) and the Historian in a non voting capacity (5.01). The Executive Board of Directors shall be subject in all respects to the authority and direction of the Board of Directors and, between meetings of the Board, shall exercise the power and authority and direction of the Board of Directors of oversight of the business and affairs of TASCOS. The Executive Board of Directors shall not have any power or authority as to (a) the submission to Members of any action requiring approval of the Members under the Nonprofit Corporation Law of 1988; (b) the filling of vacancies on the Board of Directors; (c) the adoption, amendment or repeal of the Bylaws; and (d) the amendment or repeal of any resolutions of the Board.

6.02 Responsibilities and Powers

In addition to acting on behalf of the Board between meetings of the Board of Directors, the Executive Board of Directors shall perform the following functions:

- A. The Executive Board of Directors shall be responsible for the financial supervision of TASCOS. The Executive Board of Directors shall be responsible for the reviewing and reporting on the financial records of TASCOS submitted each year at the annual meeting. Members of the Executive Board of Directors shall have oversight of the area of TASCOS's annual budget; with such responsibilities being designated from time-to-time (see Article V). The Executive Board shall perform the annual review of accounts and shall submit such review to the Board of Directors each year.

- B. The Executive Board of Directors shall be responsible for submitting recommended changes in the Bylaws to the Board of Directors.
- C. The Executive Board of Directors shall be responsible for recommending to the Board of Directors the appointment, reappointment and salary levels of contract employees of TASCO. The Executive Board of Directors will present its recommendations to the Board of Directors at least thirty days prior to any contract renewal notification deadline.

ARTICLE VII: Standing Committees and Advisory Councils

7.01 GENERAL PROVISIONS

The President appoints such committees/councils of the Board (and in each case, the chairperson and members thereof) including, without limitation, the Standing Committees and Advisory Councils described below. The President's appointments shall be subject to ratification by the Board. All Standing Committee and Advisory Council chairs must be Members of the Association. Members of the Executive Committee shall serve as non-voting liaisons to Standing Committees and Advisory Councils but shall not chair such committees or councils. Staff members, who may be liaisons or members of such committees, shall not chair Standing Committees or Advisory Councils. The Executive Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law. Advisory Councils shall be advisory in nature, providing counsel to members of the staff, Board members or others, but shall have no authority to set policy, nor shall they have responsibility for operations or management unless requested by the person or group being advised to assist as such. All Standing Committees and Advisory Councils may be disbanded, or any member thereof removed, at any time by the Board of Directors with or without cause. The composition of all Standing Committees and Advisory Councils shall, insofar as possible and appropriate, represent Varsity, Junior Varsity and Junior High programs as well as diverse groups within the TASCO.

7.02 Standing Committees

There shall be Standing Committees as described below. The Executive Board of Directors shall have the authority to eliminate Standing Committees or create new ones.

- A. Awards Committee. There shall be an Awards Committee that shall be responsible for selecting recipients for all awards created by the Association other than awards specifically set forth as the responsibility of another committee. The committee shall keep data files of all nominees, maintain a cumulative record of all award recipients and establish policies and procedures pertaining to all awards subject to the approval of the Board of Directors. The Awards Committee shall also be responsible for preserving the historical archives of the Association, engaging in research concerning the history of Texas High School Soccer. The Historian and Secretary shall serve as the Executive Committee liaison to the Awards Committee.
- B. Convention Committee. There shall be a Convention Committee that shall be responsible for coordinating, planning, programming and physical arrangements for the Annual Fall Convention. The Vice President, President and Chief Operating Officer shall serve as the Executive Committee Liaisons to the Convention Committee.
- C. Education Committee. There shall be an Education Committee that shall oversee the TASCOS Coaching Education Program and other coaching endeavors. The Past President shall serve as the Executive Committee liaison to the Education Committee. The committee will consist of the Past President and the newly elected Regional Assistants.
- D. Foundation Committee. There shall be a Foundation Committee that shall support the mission of TASCOS and provide resources to support coaches and organizations to improve soccer at all levels. The Chief Operating Officer and the Board appointed Foundation Chairperson shall serve as the Executive Committee liaisons to the committee.
- E. Finance and Budget Committee. There shall be a Finance and Budget Committee that shall support all fiscal matters of TASCOS under the fiduciary responsibilities of the Executive Committee and the Board of Directors including financial policies and procedures and review of the annual budget and review of accounts process. The President and Treasurer shall serve as the Executive Committee liaisons to the committee.
- F. Hall of Honor Committee. There shall be a Hall of Honor Committee that shall oversee the selection of Hall of Honor inductees. The committee shall consist of the Vice President, Past President and President. There will be 2 current Hall of Honor members in good standing that hold the Chairmen A and Chairmen B positions. These Chairmen positions are on a 3 year term. New Chairmen are selected by the current President. These are the 5 voting members. The Historian chairs the committee, hosts the annual meeting and will have a tie breaking vote when needed and also provide a vote if a committee member recused themselves.

7.03 Advisory Councils

PAST PRESIDENT'S ADVISORY COUNCIL

There shall be a Past President's Advisory Council that shall exist to advise the Executive Board of Directors and staff on issues affecting TASCO. If the Past Presidents want to present anything to the Board of Directors they must go through the Immediate Past President who will present items to the Board of Directors on behalf of the Past Presidents and act as the Executive Board of Directors liaison to the Past President's Advisory Council.

7.04 Ad Hoc Committees, Advisory Councils and Task Forces

Subject to the same policies and procedures as Standing Committees, the President may appoint other ad hoc committees, advisory councils, or task forces that are short term, project specific in nature. These committees or task forces shall be disbanded after completion of their responsibilities.

7.05 Term of Office and Vacancies

Appointments to committees shall be for one year, commencing upon ratification by the Executive Board of Directors at the Fall Convention, and shall continue until his/her successor is appointed, if the committee member is no longer willing or able to serve, or the committee is disbanded. If a vacancy occurs during a committee member's term, the President shall have the power to appoint a replacement, subject to ratification by the Executive Board of Directors at its next scheduled meeting.

7.06 Quorum and Voting

A majority of the members of a committee or council shall constitute a quorum for the transaction of any business. The acts of a majority of the committee or council members present at any meeting with a quorum shall be considered the acts of the committee or council.

7.07 Consent of Committee Members in Lieu of Meeting

Any action that may be taken at a meeting of any committee may be taken without a meeting if consent thereto in writing, setting forth the action so taken, shall be voted in favor of by all of the respective committee members and subsequently filed with the Executive Board of Directors.

ARTICLE VIII: Indemnification

8.01 Right to Indemnification

TASCO shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such a person is or was a Director or Executive Officer of TASCO, or was serving at the request of TASCO as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise or entity, whether or not for profit, whether domestic or foreign, including service with respect to an employee benefit plan, its participants or beneficiaries, against all liability, loss and expense (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by such person in connection with such proceeding, whether or not the indemnified liability arises or arose from proceeding by or in the right of the corporation, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation.

8.02 Advance of Expenses

Expenses incurred by a Director or Executive Officer in defending a proceeding may be paid by TASCO in advance of the final disposition of such proceeding, subject to the provisions of applicable law, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by TASCO under applicable law.

8.03 Procedure for Determining Right to Indemnification

To determine whether any indemnification under this Article VIII is required, the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceeding may, and on request of any such person seeking indemnification or advance expenses shall be required to, determine in each case whether the applicable standards of conduct have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if attainable, if a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any Director or Executive Officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the corporation.

8.04 Modification or Repeal

No modification or repeal of any provision of this Article VIII shall affect, to the detriment of the Director or Executive Officer, the obligations of the corporation to indemnify and to advance expenses to a Director or Executive Officer in connection with a claim based on any act or failure to act occurring before such modification or repeal.

8.05 Indemnification not Exclusive; Inuring of Benefit

The indemnification and advancement of expenses provided by this Article VIII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Board shall have the power to give other indemnification to the extent not prohibited by applicable law.

ARTICLE IX: Amendment of Bylaws

9.01 Amendment

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by the Active Members at any official meeting of the Board of Directors by the affirmative vote of the majority of the votes cast by Active Members entitled to vote at any official meeting of the Active Members in line with current TASCO voting guidelines; provided, however, that any amendments proposed to be acted upon at the annual business meeting of the Active Members shall be submitted in writing to the Secretary at least 14 days prior to the general membership meeting of the Active Members and included by the Secretary with the notice to the Active Members of the annual meeting.

ARTICLE X: Order of Business

10.01 Order of Business:

Order of business for meetings of the Board of Directors and General meetings.

- A. Roll Call
- B. Review Past Minutes
- C. Review Treasurer's Report
- D. Old and Unfinished Business
- E. New Business
- F. Reports of Committees
- G. Reports of Officers
- H. Adjournments

