

BYLAWS
OF
SENIOR ALL STAR BOWLING ASSOCIATION, INC.

The Bylaws (referred to as the "Bylaws") govern the affairs of Senior All Star Bowling Association, Inc., a nonprofit corporation (referred to as the "Association") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

ARTICLE 1

OFFICES

Principal Office

1.01 The principal office of the Association in the State of Texas shall be located at 2321 E. Common Street #200, New Braunfels, Texas 78130. The Association may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association. Meetings of Members and the Board of Directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

Registered Office and Registered Agent

1.02 The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2

DEFINITIONS

2.01 "Association" shall mean and refer to Senior All Star Bowling Association, Inc., its successors and assigns.

2.02 "Member" shall mean and refer to those persons entitled to membership in the Association.

2.03 "Board" shall mean Board of Directors

2.04 "Region" shall mean a geographical region wherein the Tournament Manager may schedule and conduct Association sponsored bowling tournaments

2.05 "Tournament Director" shall mean and refer to persons responsible for overseeing and conducting bowling tournaments within a specified Region sponsored by the Association.

2.06 "Tournament Manager" shall mean and refer to the person responsible for scheduling tournaments, taking entries, managing income/expenses, and recording scores.

2.07 "Act" shall mean the Texas Non-Profit Corporation Act

2.08 "President" shall mean the President of the Board of Directors

2.09 "Internet Website" shall mean the internet website maintained by the Association, presently at <http://www.sasba.com>

2.10 "Message Board" shall mean an electronic forum for the purpose of communication with and between Members on the Internet Website, presently at <http://sasba.websitetoolbox.com>

2.11 "Association Newsletter" shall mean both a written and electronic newsletter for Members. Newsletters shall be available electronically on the Association Internet Website, presently at <http://www.sasba.com/newsletters.html>

2.12 "Officer" shall refer to the President and Vice President positions.

2.13 "Director at Large" shall refer to non-Officer positions on the Board of Directors

ARTICLE 3

QUALIFICATIONS FOR MEMBERSHIP

Membership

3.01 The membership of the Association shall consist of male or female adults over fifty (50) years old who desire to promote and compete in tournaments in the sport of bowling.

3.02 Male or female adults over fifty years old may be admitted to membership in the Association by the Tournament Manager. The Board of Directors may adopt and amend application procedures and qualifications for membership in the Association. A Member may renew membership by paying all required fees and dues.

Membership Fees and Dues

3.03 The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues payable to the Association by Members. Members over the age of 70 on January 1 are exempted from paying annual dues. Dues shall be payable in advance on the first day of each year. Members joining in the 4th Quarter of any year are paid up through the following year.

Voting Rights

3.04 Each Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members. In order to remain in good standing and to be entitled to vote, a Member must be current in their dues and have participated in two (2) or more bowling tournaments sponsored by the Association in the twelve (12) month period immediately preceding the vote.

Resolution of Disputes

3.05 In any dispute between Members relating to the activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves or with assistance from the Tournament Director or Board of Directors, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Revised Civil Statutes of Texas only if the parties have met together with a mediator. This paragraph shall not apply to a dispute involving the Association as a party relating to the sanctioning, suspension, or expulsion of a Member from the Association. The Board of Directors shall have the discretion to authorize the use of the Association's funds for mediation or arbitration of a dispute described in this paragraph.

Sanction, Suspension, or Termination of Members

3.06 The President may impose reasonable sanctions on a Member, or suspend or expel a Member from the Association, for good cause after a hearing of the Board of Directors. Good cause includes the default of an obligation to the Association to pay fees or dues for a period of 60 days following delivery of notice of default, or a material and serious violation of the Association's articles of incorporation, Bylaws, SASBA rules, or rules of law. The Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing. The Tournament Director may disqualify a Member or bowler from a tournament for good cause. Good cause includes, for example, unsportsmanlike conduct or violation of SASBA rules.

Resignation

3.07 Any Member may resign from the Association by submitting a written resignation to the Tournament Manager. The resignation need not be accepted by the Association to be effective. A Member's resignation shall not relieve the Member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

Reinstatement

3.08 A former Member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate membership on any reasonable terms that the Board of Directors or committee deems appropriate.

Transfer of Membership

3.9 Membership in the Association is not transferable or assignable. Membership terminates on the dissolution of the Association or the death of a Member. Membership in the Association is not a property right that may be transferred after a Member's death.

Waiver of Interest in Corporation Property

3.10 All real and personal property, including all improvements located on the property, acquired by the Association shall be owned by the Association. A Member shall have no interest in specific property of the Association. Each Member hereby expressly waives the right to require partition of all or part of the Association's property.

ARTICLE 4

MEETINGS OF MEMBERS

Annual Meeting

4.01 The annual meeting of the Members of the Association shall be held during the annual Team bowling tournament run by the Association in December after bowling has been completed on Saturday, or at an alternative time and date as designated by the Board of Directors.

Special Meetings

4.02 Special meetings of the Members may be called by the President, or by Members represented by at least fifteen (15) Members in good standing.

Place

4.03 Meetings of the Members shall be held within the State of Texas or at a meeting place as close thereto as possible as the Board may specify in writing.

Notice of Meetings

4.04 Notice of all Member's meetings shall be given by or at the direction of the President of the Association (or other persons authorized to call the meeting) in an Association Newsletter posted at the Association's Internet Website, by posting on the Message Board at the Internet Website, by mailing, or by personally delivering a copy of such notice at least seven (7) but not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address last appearing on the books of the Association with postage thereon paid.

Proxies

4.05 At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing or by email and filed with the Tournament Manager of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Tournament Manager of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

Quorum

4.06 The presence, either in person or by proxy, at any meeting, of at least twenty-five (25) Members of the Association entitled to cast a vote shall constitute a quorum for any action. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than forty-five (45) days from the meeting date.

Required Vote

4.07 The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of the Members, unless the vote of a greater number is required by statute.

Cumulative Voting

4.08 Cumulative voting shall not be permitted during the election of Directors.

Order of Business

4.09 The order of business at all meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reports of officers;
- (d) Reports of committees;
- (e) Election of directors and officers;
- (f) Unfinished business; and
- (g) New business.

ARTICLE 5

BOARD OF DIRECTORS

Number

5.01 The affairs of the Association shall be managed by a Board of Directors consisting of the President, Vice President, three Directors at Large, and the three most recent active past Presidents. In addition, all other past Presidents and Jamie Brooks will be considered voting members of the Board, all of whom must be active Members of the Association. The Board of Directors officer positions shall include President and Vice President. In the event that two or more members of a family hold positions on the Board of Directors only one will be considered a voting member. The Tournament Director(s) and Tournament Manager shall be considered nonvoting Members of the Board.

Term

5.02 Officers and Directors at Large shall be elected by Members to serve on the Board of Directors at the annual meeting or at a special meeting called for by the Board of Directors. Each Director shall serve a two (2) year term. Directors may serve multiple terms with the exception of the President who is limited to one two-year term in that position unless an additional term is approved by the Board of Directors. An additional term for the President's position will still require approval by majority vote of the Members at a Members meeting. Tournament Directors and the Tournament Manager shall be nominated by the Board of Directors and approved by majority vote of the Members at a Members meeting. The quorum requirement for approval of a new Tournament Director or Tournament Manager shall be fifty (50) Members in good standing, in person or by proxy

Removal

5.03 Directors may be removed from office with or without cause by a majority vote of the Members of the Association in good standing.

Vacancies

5.04 In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

Compensation

5.05 No Officer or Member at Large on the Board of Directors shall receive monetary compensation, for any service he may render to the Association in conjunction with his/her duties as a Director. A Director may receive occasional complimentary tournament entries and/or bowling balls as compensation for extraordinary time spent on projects approved by the Board of Directors such as, for example: computer programming, maintenance of the Association Internet Website, and maintaining tournament statistical records. Tournament Directors and the Tournament Manager shall be compensated at a fixed rate per paid tournament entry for the scheduling and conducting of bowling tournaments sponsored by the Association. Changes in compensation for the Tournament Directors and Tournament Manager shall be approved by the Board of Directors.

Powers and Duties of the Board of Directors

5.06 The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in those Bylaws or as set forth, in the Articles of Incorporation of the Association. In addition, the Board of Directors shall have the powers and following duties:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five (25) Members who are entitled to vote;
- b. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- c. Provide direction to the Tournament Manager on scheduling/formats of Tournaments, approve final Tournament schedule and any changes to schedule
- d. Fix amount of the initial dues and the annual dues assessed the Members
- e. Fix the amount of tournament entry fees which include compensation of the Tournament Director and Tournament Manager, lineage paid to the bowling center, and contribution to the tournament prize fund;
- f. Manage awards presentations including champions jackets and banners, Bowler(s) of the Year, 1st and 2nd Team Senior, Super Senior, and Age 70 and Over bowlers, plaques, and trophies;
- g. Maintain the Association Internet Website;
- h. Maintain statistical records of Member's performance in bowling tournaments sponsored by the Association;
- i. Fix the geographical regions where Tournament Directors may conduct Association sponsored tournaments;
- j. Issue, or to cause an appropriate office to issue, upon demand by any Member, a certificate setting forth whether or not the dues and assessments for that Member have been paid;

- k. Procure and maintain, if possible, adequate liability and hazard insurance on property owned by the Association;
- l. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- m. Employ such accountants, attorneys, contractors or other persons or entities as they deem necessary to manage and administer the affairs of the Association;
- n. Select Senior, Super Senior, Age 70 and Over Bowlers of the Year and 1st and 2nd Team Bowlers; and
- o. Manage the affairs of the Association

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as directors of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

Actions of Board of Directors

5.07 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present. Only one Board member from the same family may vote.

Powers and Duties of Tournament Directors

5.08 The Tournament Directors shall have the powers and following duties:

- a. Conduct bowling tournaments sponsored by the Association and make decisions at the tournament site as required for efficient operation of the tournament. For decisions that must be made during a tournament that will affect a significant number of Members, the Tournament Director shall, when practical, call for an emergency meeting of Board Members present at the tournament site to assist in making the decision;
- b. Conduct bowlers meeting at start of Tournament;
- c. Make announcements at start and end of each squad;
- d. Make rulings as needed during Tournament;
- e. Announce Tournament cashers/champion and pass out prize checks. Powers

and Duties of the Tournament Manager 5.09 The Tournament

Manager shall have the powers and following duties:

- a. Schedule bowling tournaments sponsored by the Association and provide the primary point of contact with bowling centers where tournaments are held;

- b. Manage the collection of all fees in conjunction with bowling tournaments sponsored by the Association;
- c. Manage the sale of bowling balls/bags provided by Association sponsors (presently Brunswick Corporation) and maintain accurate records of sales and inventory;
- d. Administer finances of their Region and provide periodic financial reports to the Board of Directors; and
- e. Manage collection of annual dues from Members.
- f. Serve as primary point of contact with companies and organizations providing financial sponsorship of the Association, such as Brunswick Corporation or other entities approved by the Board;
- g. Ensure that all forms and filings required by the state of Texas and the Internal Revenue Service are completed/filed accurately and in a timely manner;
- h. Manage the Association Hall of Fame selection and induction process;
- i. Manage interface with vendors providing Association awards such as champion's jackets, plaques, trophies, rings and other awards; and
- j. Monitor content of information on the Association Internet Website and ensure posts made by Members on the Message Board do not exhibit poor sportsmanship and are in the best interests of the Association. The President shall have the power to remove posts deemed to be inappropriate.

ARTICLE 6

NOMINATION AND ELECTION OF DIRECTORS

Nomination

6.01 Nomination for election of Officers and Members at Large to the Board of Directors shall be made by a Nominating Committee as herein set forth.

Nominating Committee

6.02 The Board of Directors, no later than November of each year, shall appoint a committee of three Members of the Association as a Nominating Committee. The Committee shall be charged with the duty of nominating candidates for Officers and Members at Large of the Board of Directors to be elected at the next annual meeting.

Nomination of Candidates and Posting of Names

6.03 The Nominating Committee shall, at least twenty (20) days before the annual election, post on the Message Board of the Association Internet Website the names of the candidates selected by it to fill the places of outgoing Members of the Board of Directors or candidates selected for election to another term. Other candidates may be nominated to fill said places, or any of them, by petition signed by at least ten Members entitled to vote, provided such petition shall be received by the Tournament Manager at least seven (7) days before the annual election and provided any such nominee is a Member not in default on any fees due the Association. Upon receiving such petition, the Tournament Manager shall forthwith cause the same to be added to the list of nominees of the

Board of Directors. The names of all candidates nominated by the Committee or by petition, if any, shall be printed on the official ballot used at such election and none of such names may be withdrawn after the said names have been published on the Message Board in the manner above stated. All names shall be arranged alphabetically on the ballot. At least five (5) days prior to the annual election, the Tournament Manager shall post a copy of such official ballot on the Association Internet Website.

Election

6.04 Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise. The nominees receiving the highest number of votes shall be elected.

ARTICLE 7

MEETINGS OF DIRECTORS

Regular Meetings

7.01 Regular meetings of the Board of Directors shall be held quarterly, or as needed, at such place and at such time as may be fixed from time to time by resolution of the Board. Notice of the time and place of such meeting shall be delivered to each Member of the Board of Directors not less than three (3) nor more than thirty (30) days before the date of the meeting.

Special Meetings

7.02 Special meetings of the Board of Directors shall be held when called by the President or by any five (5) Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than three (3) days, or more than thirty (30) days prior to the date fixed for such meeting by email, written notice delivered personally, or sent by mail or telegram to each Director at his/her address as shown in the records of the Association. A special meeting may be conducted by conference call or by email as long as such meeting meets the requirements set forth in these bylaws.

Quorum

7.03 A quorum for the transaction of business by the Board of Directors shall be 50% or greater of the number of Directors constituting the Board of Directors as fixed by these Bylaws.

Voting Requirement

7.04 The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Articles of Incorporation of these Bylaws requires the vote of a greater number.

ARTICLE 8

COMMITTEES

Appointed by Board of Directors

8.01 The Board of Directors shall from time to time establish and appoint committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all Members of each such committee must be a Member of the Association.

Authority of Committees

8.02 The Board of Directors may grant to any committee this established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

Discharge of Committees and Committee Members

8.03 The Board of Directors may discharge any committee established by the Board and may remove and replace any committee Member appointed to any committee.

ARTICLE 9

OFFICERS

Enumeration of Officers

9.01 The Officers of this Association (who shall at all times be Members of the Board of Directors) shall be the President and Vice-President. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

Term

9.02 The Officers of the Association shall be elected at the Association annual meeting or at a special meeting of Members and each shall hold office for a term of two years, unless such officer shall sooner resign, be removed, or be otherwise disqualified to serve. The Tournament Manager and Tournament Directors shall be elected by the Board of Directors for two year terms and may serve an unlimited number of terms.

Resignation and Removal

9.03 Any Board member may resign at any time by giving written notice to the Board, the President, or the Tournament Manager. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

Multiple Offices

9.04 Any two or more offices may be held by the same person, except the offices of President and Tournament Manager.

Compensation

9.05 Officers shall not receive compensation for services rendered to the Association except as provided for in Article 5.05.

ARTICLE 10

PRESIDENT

Election

10.01 The President shall be elected at the annual meeting of the Members or at a special meeting called for by the Board.

Duties

10.02 The President shall:

- (a) Preside over all meetings of the Members and of the Board;
- (b) Sign as President all contracts, and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser Officer, Tournament Director, or Tournament Manager;
- (c) Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than three (3) days.
- (d) Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.
- (e) Be responsible for the monitoring of the financial transactions of the Association with the goal of insuring financial stability and accountability for the Association. The President may assign an Audit Committee to assist in the discharge of this duty.

ARTICLE 11

VICE-PRESIDENT

Election

11.01 The Vice-President shall be elected at the annual meeting of the Members or at a special meeting called for by the Board.

Duties

11.02 The Vice-President shall:

- (a) Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act;
- (b) Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

ARTICLE 12

TOURNAMENT MANAGER

12

Election

12.01 The Tournament Manager shall be nominated by the Board of Directors and approved by majority vote of the Members at a Members meeting.

Duties

12.02 As part of the Powers and Duties enumerated in Article 5.09, the Tournament Manager shall:

- (a) Keep a record of all meetings and proceedings of the Board and of the Members;
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring said seal;
- (c) Serve such notices of meetings of the Board and the Members required either by law or by these Bylaws;
- (d) Keep appropriate current records showing the Members of this Association together with their addresses;
- (e) Sign all contracts and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Tournament Manager by duly adopted resolution.
- (f) Ensure that Form 1099 be provided to each Member of the Association as and when required by the Internal Revenue Service.
- (g) Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;
- (h) Be responsible for, and supervise the maintenance of, books and records to account for such funds and other Association assets;
- (i) Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures;
- (j) Prepare and distribute quarterly financial statements for the Board of Directors and Association

ARTICLE 13

BOOKS AND RECORDS

Maintenance

13.01 Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

Inspection

13.02 The Bylaws of the Association, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Director for any proper purpose at any reasonable time.

ARTICLE 14

Amendments

14.01 These Bylaws may be modified, altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors present and voting, in person or by proxy, at any annual or special meeting or election called for that purpose; provided, however, that a statement of the proposed modifications, alterations, amendments, or repeal and proposed new Bylaws shall be delivered to the Board of Directors at least seven (7) days before the date of such meeting or election; and it shall be the duty of the Board of Directors to cause a copy of such proposed modifications, alterations, amendments, or repeal and proposed new Bylaws to be posted on the Association Internet Website at least seven (7) days before such meeting or election.

ARTICLE 15

INDEMNIFICATION

When Indemnification is Required, Permitted and Prohibited

15.01 (a) The Association shall indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as a director, officer, partner, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nobis contendere* or its equivalent does not necessary preclude indemnification by the Association.

(c) The Association shall pay or reimburse expenses incurred by a director, Officer, Member, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Association may indemnify a director, officer, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 15.01(a), above.

(e) Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Association or one or more Members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Association may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses

(including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

15.02 (a) Before the Association may pay any indemnification expense (including attorney's fees) the Association shall specifically determine that indemnification is permissible, authorize indemnification and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 15.02(c), below. The Association may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 15.02(a)(i) or 15.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- (iv) Majority vote of Members, excluding directors who are named defendants or respondents in the proceeding.

(b) The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 15.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the Bylaws, or a resolution of members of the Board of Directors that require the indemnification permitted by paragraph 15.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under 15.02(a), above. The met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

(d) Any indemnification or advance of expenses shall be reported in writing to the Members of the Association. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to Members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 16

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

16.01 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

16.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

16.03 The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

16.04 Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

16.05 The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Senior All Star Bowling Association", "Texas", in one circle and the word "Incorporated" together with the date of incorporation of the Association in the other circle.

Power of Attorney

16.06 A person may execute any instrument related to the Association by mean of a power of attorney if an original executed copy of the power of attorney is provided to the Tournament manager of the Association to be kept with the Corporation records.

Parties Bound

16.07 The Bylaws shall be binding upon and inure to the benefit of the Members, directors, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF PRESIDENT

I certify that I am the duly elected and President of Senior All Star Bowling Association, Inc. and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted by the Board of Directors on July 5, 2017.

DATE: July 5, 2017

Douglass L. Barron

Name: Douglass L. Barron

President of the Corporation