

BYLAWS OF THE

TEXAS ASSOCIATION OF SOCCER

COACHES (TASCO)

Article I: Name and Location

1.01 Name

The name of the Association is the Texas Association of Soccer Coaches Organization, 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 persons 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 TASCOS 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 TASCOS 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 Member. An institution, library, or other organization interested in high school soccer in the State of Texas and desiring affiliation with the purposes of TASCOS may become an Associate Member of TASCOS upon payment of the annual dues. Associate Members are not eligible to vote or hold office.
- C. Corporate Member. A business interested in high school soccer in the State of Texas and desiring affiliation with the purposes of TASCOS 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 TASCOS. 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 TASCOS 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 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 Board of Directors may determine. A special meeting of the Members may be called at any time by the President, the Board of Directors or ten percent or more of those Members entitled to vote at such meeting. Meetings of the general membership must take place in the State of Texas. All meetings of the members shall be conducted in accordance with *Robert's Rules of Order* and Pursuant of Section 3.03. Emergency meeting of the Executive Board may be called by a majority vote by the Executive Board.

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 August 1st to July 31. Deadline to pay dues is December 31st.

3.07 Termination of Membership

The Board of Directors, upon thirty days prior written notice and after a hearing in accordance with the procedures set forth by TASCOCO, 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 *TASCOCO 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 *TASCOCO Administrative Manual*. All actions by the Board of Directors pursuant to this Section 3.07 shall require the affirmative vote of at least two-thirds of the 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 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 Board of Directors shall be comprised of 17 Directors. The President (who shall serve as Chair of the Board), Immediate Past President, Vice President, Secretary, Treasurer, shall comprise the Executive Board. The position of Historian

is a position appointed by the President and is a non-voting position. The general membership shall elect 3 Regional representatives for each region; Each Region will elect a Regional Director, a First Assistant to the Regional Director, and a Second Assistant to the Regional Director. 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 members of the association. They shall be a coach affiliated with high school or middle school soccer programs, as described in Section 4.02 above. The term of an elected Director of the Board is three years. An elected Director of the Board may be elected for a second, consecutive 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 a second consecutive full term. Due to resignations, establishment of new positions or other circumstances, the 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 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 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 Board of Directors may determine. In addition to the regular meetings, special meetings of the 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 Board of Directors may be held 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 requires 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 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. Appointee **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 Board 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

Officers

5.01 Officers

Officers of TASCOCO must be Members of TASCOCO. The officers shall be the President (who serves as the chair of the 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 Board of Directors may determine by resolution.

5.02 Eligibility and Term

Officers of the Board must be 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 Officer of the Board married and living in the same dwelling. If two members of the same dwelling are elected to be voting Officers of the Board of Directors the lesser 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 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 Officers

The Executive Board 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 Officers

Elections shall take place at the Fall Convention. The offices of Vice President, Secretary, and Treasurer will be elected by the entire membership.

5.05 Vacancy

Should an officer be unable to complete a term of office, after already being seated at the first meeting of that term, the other officers shall recommend to the Board of Directors if and/or how that office shall be filled. The Board, 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 must have previous Board 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.

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 Finance, Budget and Audit 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 TASC0 board meeting.

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 TASC0 events including the Fall Convention and will fulfill duties on committees, councils and task forces as requested by the Executive Board.

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 TASC0 monies and report to the Board of Directors. The Treasurer is responsible for setting up the annual audit. The Treasurer shall serve a two-year term. They shall be in charge of registration at the annual convention.

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. They shall also help at registration at the annual convention.

5.12 Historian

The Historian will take photos at all TASCOS events, advise the Board on all policy matters, act as the liaison with Past Presidents, will complete all duties as assigned by the Executive Board at all TASCOS events, and will assist in gathering information for the digital dissemination of that information.

5.13 Chief Marketing Officer

The Chief Marketing Officer shall fulfill duties as assigned by the Executive Board, and is the primary sponsorship contact for the Board.

5.14 Membership Coordinator

Membership Coordinator shall assist the Treasurer and Board with the registration of membership throughout the year and also the Annual Fall Convention. The Membership Coordinator will have access to the website to enter any new memberships as well as assist members with login information to aid in voting processes.

5.15 Web Designer

Answers to the Board on all matters regarding the TASCOS website. 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.

5.16 Removal of Officers

Any Officer of the Association may be removed by the 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.

5.17 Delegation of Duties

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

5.18 Officer Stipends

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

ARTICLE VI

EXECUTIVE COMMITTEE

6.01 Executive Committee

There shall be an Executive Committee of the Board of Directors, which shall consist of the five elected Officers (4.02). The Executive Committee 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 Committee 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 Committee shall perform the following functions:

- A. The Executive Committee shall be responsible for the financial supervision of TASCOS. The Executive Committee 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 Committee shall have oversight of area of TASCOS's annual budget; with such responsibilities being designated from time-to-time (see Article V). The Executive Board shall select a firm to perform the annual audit and shall submit such audit to the Board of Directors each year.
- B. The Executive Board shall be responsible for submitting recommended changes in the Bylaws to the Board of Directors.
- C. The Executive Board shall be responsible for recommending to the Board of Directors the appointment, reappointment and salary levels of contract employees of TASCOS. The Executive Board 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 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 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

Marketing 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 TASCOCoaching 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 TASCOC and provide resources to support coaches and organizations to improve soccer at all levels. The Chief Marketing Officer shall serve as the Executive Committee liaison to the committee.
- E. Finance, Budget and Audit Committee. There shall be a Finance, Budget and Audit Committee that shall support all fiscal matters of TASCOC 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 audit 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 Historian, Vice President, and Regional Directors and the most recent class of inductees to the Hall of Honor.

7.03 ADVISORY COUNCILS

PAST PRESIDENTS ADVISORY COUNCIL

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

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 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 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 TASC0 under applicable law.

8.03 PROCEDURE FOR DETERMINING ENTITLEMENT TO INDEMNIFICATION

To determine whether any indemnification under this Article VIII is required, the Board 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 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 Officer, the obligations of the corporation to indemnify and to advance expenses to a Director or 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 Members at any official meeting of the Board by the affirmative vote of the majority of the votes cast by Members entitled to vote at any official meeting of the Members in line with current TASC0 voting guidelines; provided, however, that any amendments proposed to be acted upon at the annual business

meeting of the Members shall be submitted in writing to the Secretary at least 14 days prior to the general membership meeting of the Members and included by the Secretary with the notice to the Members of the annual.