



ARTICLE I. MISSION STATEMENT

The mission of Candlelight League is to enrich the lives of young boys and girls of Northwest Houston through the benefits and rewards offered by that of well-supervised and organized recreational sports activities. The purpose of Candlelight League is to maintain an organization and facilities to provide the young boys and girls with the opportunity to participate in organized sports. Candlelight League is a non-profit organization.

The mission statement defines our purpose and objectives. The statement "is not a social club" was suggested. Although this may be true, an objective of Candlelight League should also be to foster community spirit and long time friendships. The leadership of Candlelight League should dictate the atmosphere of the League. By law, Candlelight cannot be political or sectarian.

ARTICLE II. DEFINITIONS

The Texas Non-Profit Corporation known as Candlelight League is herein referred to as "Candlelight" or "The League". The Candlelight League Board of Directors is herein referred to as "The Board of Directors" or "The Board".

ARTICLE III. OFFICES

The principal office of The Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The League may have such other offices, either within or without the State of Texas, as The Board of Directors may determine or as the affairs of The League may require from time to time. The Corporation shall have and continuously maintain in The State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office need not be identical with the principal office in The State of Texas, and the address of the registered office may be changed from time to time by The Board of Directors. Information of the registered agent and all offices shall be kept updated and attached to these by-laws.

ARTICLE IV. MEMBERS

SECTION 1.

A member shall be any head coach, manager or parent or legal guardian of a child participating in any sports activity of Candlelight League or other individual recognized by the Board of Directors who has duly registered with the Secretary and paid the annual membership fee of \$ 5.00. The membership fee shall be due before the first day of June.

SECTION 2.

Membership standing and eligibility shall be determined by the Board of Directors. Any change in standing or eligibility shall require a two-thirds vote of the Directors in attendance at a regular or special meeting.

SECTION 3.

Each member shall be entitled to one vote on each matter submitted to vote of the members.

SECTION 4.

Membership in this corporation is not transferable or assignable.

Basically to be a member you must register and pay \$5 before June 1st to vote on anything in the following year. The Board has the ability to remove any Member by a 2/3 vote. A Member can only vote on a limited number of items such as selection of Board members and capital projects presented to it.

ARTICLE V. MEETING OF MEMBERS

SECTION 1.

A general membership meeting shall be held for the purpose of electing members to the Board of Directors and to approve any capital expenditures of over \$ 5,000.00.

SECTION 2.

A meeting for the purpose of the election of directors by the General Membership of the League shall be held at a time prior to November 15 of each year, but no earlier than September 1 of each year. This election shall be held on the regular ballot system, with sufficient space provided for write in candidates. A simple majority of votes shall constitute election to the Board of Directors.

SECTION 3.

The President shall determine the location of all meetings. All meetings shall be reasonably accessible to all members.

SECTION 4.

The Board of Directors shall notify each eligible member of a general membership meeting by mail not less than seven days or more than thirty days before the date of such meeting.

SECTION 5.

The members in attendance may vote on any action of a general membership meeting. A member may vote by written proxy. Such proxy shall only be valid for

that specific meeting. A majority of The Board or one tenth of the registered membership, which ever is greater, shall constitute a quorum.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1.

The affairs of The League shall be managed by it's Board of Directors.

SECTION 2.

The Board of Directors shall conduct a regular meeting once per month. The location and time shall be determined by the President.

SECTION 3.

The number of elected Directors shall be eleven. The Board of Directors may appoint up to 10 additional directors as it deems necessary. All Directors shall be registered members of The League. Appointed Directors shall serve a term specified by The Board of Directors and not more than 1 year.

SECTION 4.

Special meetings of the Board of Directors may be called by the President or at the request of any two directors. Such a meeting shall be held at any reasonable location and time with reasonable notice.

SECTION 5.

A majority of elected and appointed Board of Directors shall constitute a quorum for the transaction of business at any meeting of The Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. The presiding member shall only vote in case of a tie vote or on any action requiring a two-thirds majority vote.

SECTION 6.

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7.

The Board of Directors may replace any Director for any reasonable cause. The Board of Directors may fill any vacancy occurring in the Board at any regular board meeting. A two-thirds majority vote of the Board Members in attendance at any regular or special meeting is required to remove a Director.

SECTION 8.

Directors shall not receive any compensation or salary for their regular or assigned duties.

SECTION 9.

Any action required by law, to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors.

ARTICLE VII. OFFICERS

SECTION 1.

The officers of The League shall be the President, the Vice President, the Secretary/Treasurer, and the Registrar. No two offices may be held by the same person. No two offices may be held by persons from the same family unit.

SECTION 2.

The Board of Directors may fill a vacancy in any office for the unexpired portion of the term.

SECTION 3.

The President shall be the principle executive officer and shall in general supervise and control all of the business and affairs of the league. The President shall preside at all meetings of the members and the Board of Directors. The President shall also perform all such duties assigned to him / her by the Board of Directors.

SECTION 4.

In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions as the President. The Vice-President shall also perform all such duties assigned to him / her by the President or the Board of Directors.

SECTION 5.

The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the League; receive and give receipts for moneys due and payable to the League from any source whatsoever, and deposit all such moneys in the name of the League in such banks or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of the Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings; see that all notices are given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of The League and see that the seal of The League is affixed to all documents, the execution of which on behalf of The League under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary/Treasurer by such member. The Secretary/Treasurer shall also perform all such duties assigned to him / her by the President or the Board of Directors.

SECTION 6.

The Board shall create any position or appoint any member to perform specific duties as it deems necessary to operate The League as allowed by these bylaws.

ARTICLE VIII. ELECTIONS

SECTION 1.

A minimum of one half of the elected Board of Directors shall be elected each year at the regular annual membership meeting. The membership shall elect the general Board Members. The President and Registrar shall be elected in an alternate year than the Vice-President and Secretary/Treasurer.

SECTION 2.

The term of an elected member of The Board of Directors is two consecutive years.

SECTION 3.

A committee appointed by the Board of Directors shall nominate candidates for the election. The Nominating Committee shall present a list of candidates to the Board prior to the election that will be made available to mail to the general membership. No Director or individual seeking election shall serve on this committee.

SECTION 4.

The members of the Board of Directors shall elect the officers of the League.

SECTION 5.

A newly elected Director shall begin his term on January 1st of the year after the Board of Directors elections.

ARTICLE IX. COMMITTEES

SECTION 1.

The Board of Directors may appoint committees for the purpose of performing specified tasks. The Board of Directors shall impose on the committee any requirements, restrictions and duration deemed necessary.

SECTION 2.

No committee shall have the authority to amend, alter or repeal the by-laws; electing, appointing or removing members or officers; adopting any policy; or otherwise conducting any other business of the League.

SECTION 3.

The President or the Board of Directors shall appoint all members of a committee and select the committee chairperson.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1.

The Board of Directors may authorize any officer or officers, agent or agents of the League, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the League, and such authority may be general or confined to specific instances.

SECTION 2.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the League, shall be signed by such officer or officers, agent or agents of the League and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the League.

SECTION 3.

All funds of the League shall be deposited to the credit of The League in such banks or other depositories as the Board of Directors may select. The Treasurer shall insure that all funds are deposited within 72 hours of their receipt.

SECTION 4.

The Board of Directors may accept on behalf of The League any contribution, gift, bequest or device for the general purpose or for any special purpose of The League.

SECTION 5.

The League shall maintain a minimum reserve balance of \$ 5,000.00 of all accounts. This money shall only be spent in the case of an emergency as determined by a two-thirds majority of the Board of Directors in attendance at a regular or special meeting. A proposal must be made to reconcile the reserve amount.

SECTION 6.

The President may authorize payment of funds up to \$ 500.00 without approval of The Board.

ARTICLE XI. BOOKS AND RECORDS

SECTION 1.

The League shall keep correct and complete books and records of account and shall keep minutes of the proceedings of it's members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote.

SECTION 2.

The Secretary/Treasurer shall keep and maintain all records. These records must be made available at the request of any member for any proper purpose at any reasonable time.

SECTION 3.

The Secretary/Treasurer shall be required to maintain a book that contains all documentation required to keep a record of business of The League including these by-laws, resolutions, amendments, addenda, and minutes of the meetings and any other policies of the League set forth by the Board of Directors. This book will serve as a dynamic guide for The League.

ARTICLE XII. FISCAL YEAR

The Fiscal Year of The League shall begin on the first day of September and end on the last day of August in each year.

ARTICLE XIII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Corporate Seal of the Candlelight League ".

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the League, A waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. RESOLUTIONS, ADDENDUM, POLICIES

All resolutions, addendum and policies approved and adopted by the board of Directors shall become part of these by-laws.

ARTICLE XVI. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds vote of the Board of Directors at any regular or special meeting.

KNOW ALL MEN BY THESE PRESENTS:

That the above subscribed by-laws of The Candlelight League were adopted by the Board of Directors at a meeting held at Candlelight League park facilities, Houston, Harris County, State of Texas on the 10th day of January, 2007 AD. Said by-laws being subject to amendment as it is therein provided.

PRESIDENT, CANDLELIGHT LEAGUE And the Board Members present:

President

Annette Lockridge

Vice President

Leonard Lamson

Secretary/Treasurer	Donya Eaves	_____
Registrar	Yesenia Merchan	_____
Field Main. Sup.	John Eaves	_____
Baseball Director	Mark Derkowski	_____
Director	Alfred Olivo	_____
Director	Jerry Messer	_____
Director	John Miata	_____
Director	Bobby King	_____
Director	Billy King	_____
Director	Robert Arrellano	_____
Director	Steven Jaeger	_____
Director	Giovanni Merchan	_____
Director	Mark Menchaca	_____

Candlelight League is a 501(3) C non-profit organization Tax ID No. 30000617636.

A Nonprofit Texas Corporation Charter No. 240105 IRS ID #26010510