

Bylaws of The El Paso Athletic Hall of Fame

Article One

Name, Location and Offices

- 1.01. **Name.** The name of this corporation is the El Paso Athletic Hall of Fame, Inc. (EPAHoF) (the “Corporation”). It is the successor to an unincorporated association created on the 20th day of January 1955.
- 1.02. **Principal Office.** The principal office of the corporation is located in **El Paso, Texas**, the registered office of the corporation is **720 Arizona Avenue, El Paso, Texas, 79902**. For the purposes of these Bylaws, any reference to the “principal office” of the corporation will refer to the location determined by the Board of Directors and set forth in a resolution duly adopted. The corporation may have other offices, either within or without the **State of Texas**, as the business of the corporation requires and the Board of Directors may determine.

Article Two

Induction Procedures

- 2.01 **Categories:** There will be five categories of awards as follows:
 - a. Athletes (3)
 - b. Coaches – Administrators (2)
 - c. Members of Sports Media – Supporters of Athletics (1)
 - d. Athletic Officials – Athletic Trainers (1)
 - e. Posthumous (1)

The number in parentheses indicates the maximum number of inductees that can be elected in any given year. There is no minimum number for inductees in any given year.

- 2.02. **Qualifications.** The candidate must have been born in El Paso County or lived in El Paso County for a period of not less than ten (10) years, not necessarily consecutive. If the individual’s performance in any award categories is of superior

quality; the individual could be considered eligible for election to the EPAHoF, earlier than the ten year resident requirement. A 2/3 vote of the members present is necessary to approve eligibility. The candidate need not be an El Paso County resident at the time of election. The candidate may be elected at any time during or after his/her athletic career has been completed. There shall be no restrictions as to race, creed, color, sex or nationality.

2.03. Method of Nominating Candidates.

- a. The committee will meet at the direction of the president not later than February 1 each year.
- b. At the first meeting of the year, the president will present the meeting dates for nominations, the formal recap of nominations and for the voting.
- c. There will be no restrictions on the number of nominations made by any member of the committee. Nominations will also be accepted from any person not a member of the committee with no restriction as to the number of nominations.
- d. The nominated person must concur with being nominated.
- e. The person submitting the nomination must provide 60 copies of the candidate's resume at the time the nomination is initially presented to the committee members.
- f. The person making the nomination will have a maximum of five (5) minutes for the initial presentation. Additional comments from other members will be limited to one (1) minute and welcomed at this time.
- g. The person making the nomination will have a maximum of two minutes for the recap presentation. There will be no exceptions or additional comments.
- h. The person making the nomination and the person nominated must agree to present two (2) photographs and a draft of the program biography (approximately 250 words) within one week of being elected for induction.

2.04. Method of Electing Candidates.

- a. In order to vote, a member has attended at least 50% of the meetings prior to the voting meeting during the current year. He or she must attend the voting meeting or vote by absentee ballot.

b. An absentee ballot will be available at the recap meeting or from the president, vice president, secretary or treasurer prior to the voting meeting. The absentee ballot must be properly completed and submitted to one of the above officers prior to the voting meeting.

c. Each voting member will cast a ballot for nominees in each category:

1. Three (3) YES votes will be cast for Athlete.
2. Two (2) YES votes will be cast for Coach – Administrator.
3. One (1) YES vote will be cast for Media Member – Supporter.
4. One (1) YES vote will be cast for Athletic Official – Trainer.
5. One (1) YES vote will be cast for Posthumous.

In the event there are fewer nominees than the number allowed for induction, then the number of vote(s) cast will be the number nominated in the category. The nominees receiving the most YES votes will be inducted. In the event a category has a single candidate, a YES or No vote will be conducted; a majority YES vote will be necessary for induction. If there is a tie in a category, there will be a tiebreaker vote by those present.

2.05. Athletic Hall of Fame Committee. Hall of Fame members are automatically members of the Hall of Fame Committee.

2.06. Annual Awards Dinner. The awards will be made at the time of the annual Hall of Fame Dinner. The award recipient will receive a suitably engraved plaque. A second plaque will be placed in the El Paso Athletic Hall of Fame in the Don Haskins Center at the University of Texas El Paso campus. The same type of plaque will be awarded each year. The persons selected from the first four categories for induction will be present to receive the award at the dinner. In case of a posthumous award, a relative or other designated person should receive the award on his or her behalf.

2.07. Outstanding High School Athletes. A committee designated by the President may choose outstanding boy athletes and girls athletes for recognition. These athletes will be honored at the Awards Dinner. A framed certificate will be awarded to each of the selected high school athletes.

2.08. Special Recognition. A committee designated by the President may select individuals to be recognized for outstanding achievement at the Awards Dinner.

Article Three

Business of the Corporation

3.01. Purpose. The purpose or purposes for which this corporation is organized is as follows:

- a. To honor those athletes, both men and women, who have in their athletic fields of endeavor brought great credit upon themselves and El Paso County, Texas.
- b. The purposes and powers include all rights and powers conferred on non-profit corporations generally under the **Texas Nonprofit Corporations Act, as amended** including the power to contract, rent, buy or sell personal or real property.
- c. Notwithstanding any of the above the corporation will not regularly engage in any activities or exercise any powers not in furtherance of the primary purpose of the corporation.

3.02. Powers. The corporation will possess all corporate powers provided by the **Texas Non-Profit Corporation Act** and will be entitled to engage in any legitimate pursuit not in contravention of the laws of the **State of Texas** and permitted corporation's exempt from tax under Section **501 © of the Internal Revenue Code of 1986** as amended.

Article Four

Members

4.01. Membership. Membership will be open to all applicants interested in the corporation.

4.02. Prospective Membership. A community individual may attend a meeting and be individual may be approved to become a prospective member by a simple majority vote. A prospective member who attends at least 50% of the meetings that year will become a member the following year.

4.03. Inducted Members. Once an individual is inducted into the EPAHoF, he or she is immediately a member.

4.04. Members. A member of the EPAHoF retains his or her membership for his or her lifetime.

4.05. Voting Privileges. Each member may vote on matters submitted to the membership except for the election of candidates to be inducted into the EPAHoF. In

order to vote for the election of candidates, a member will have attended at least 50% of the meetings prior to the voting meeting during the current year.

4.06. Transfer and Assignment. Membership in this organization is not transferrable or assignable.

Article Five

Meetings of Members

5.01. Annual Meetings. An annual meeting of the members will be held during the month of January each year, at a time and place to be designated by the President or Board of Directors for the transaction of such business as may come before the meeting, including the election of directors.

5.02. Special Meetings. Special meetings of members may be called by the President or Board of Directors.

5.03. Place of Meeting. All meetings of members will be held at the registered office of the corporation in the **State of Texas** or at such other location as may be designated by the President or Board of Directors. If all of the members will meet at any time and place, either within or without the **State of Texas** and consent to the holding of a meeting, such a meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

5.04. Notice of Meeting. In case of a special meeting, written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, will be delivered not less than seven (7) nor more than ninety (90) days before the meeting either personally or by mail, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with the postage thereupon paid. In case of the annual meeting, such notice shall be discretionary at the election of the Board of Directors. Notice of the annual or a special meeting may be given in the association newsletter.

5.05. Quorum. Members holding one tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, will constitute a quorum.

5.06. Manner of Acting. The vote of the majority of votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present, will be the act of the members meeting, unless a vote of a greater number is required by

law. *Robert's Rules of Order* will be the primary parliamentary reference guide for the conduct of procedure at each meeting.

Article Six

Board of Directors

6.01. General Powers. The business and affairs of the corporation will be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of meetings and management of the business and affairs of the corporation as they may deem proper, consistent with the laws of the **State of Texas**, the Articles of Incorporation of this corporation or these Bylaws.

6.02. Election, Number and Qualification. The number of Directors of the corporation will be three (3). The directors of the corporation, or if terms are staggered, those directors who are up for election, will be elected by an affirmative vote of a majority of the members of the corporation at a meeting each year. At the discretion of the Directors, the election of Directors may be conducted by mail. Candidates for the Board of Directors will include the current President and the immediate past two (2) Presidents. If those individuals are unable or unwilling to serve, then the primary slate of candidates will be filled by either one or two of the past Presidents in the reverse order of their service.

6.03. Removal of a Director. Any director may be removed by the Directors of the corporation, at a meeting duly called and held for such purposes, whenever in the collective judgment of the Directors the best interests of the corporation would be served thereby. Any Director who fails to attend three (3) consecutive meetings of the Board without excuse will be deemed to have resigned from the Board.

6.04. Annual Meetings. The annual meeting of the Board of Directors will be held within ninety (90) days following the annual meeting of the members. The purpose of such annual meeting will be the transaction of such business as may come before the meeting, including the election of officers. The annual meeting of the Directors will be called by the President or any two Directors of the corporation. The Board of Directors may provide, by resolution, the time and place with the **State of Texas**, for the holding of additional special meetings, without notice of such resolution.

6.05. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any Director. The President may fix any place within the **State of Texas**, as the place for holding any special meeting of the Board of Directors called by them.

6.06. Notice. Notice of the annual or any special meeting will be given at least seven (7) days previously thereto by written notice delivered personally or mailed to each Director at his or her business address, or by electronic communication (e-mail). If mailed, such notice will be deemed delivered when deposited in the United States mail so addressed, with postage thereupon prepaid. If notice is to be given by electronic communication, such notice will be deemed to be delivered when the electronic communication is received by the addressee. Any Director may waive notice of the meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors needs to be specified in the notice or waiver of such meeting.

6.07. Quorum. A simple majority of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

6.08. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

6.09. Informal Action by Directors. Unless specifically prohibited by the Articles of Incorporation of this foundation or these Bylaws, any action to be taken at a meeting of the Board of Directors, or any action which may be taken at such a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the Directors entitled to vote with respect to the subject matter thereof as the case may be. Any such consent signed by all of the Directors will have the same effect.

6.10. Vacancies. Any vacancy occurring in the Board of Directors of the corporation by the reason of resignation, removal or death of a Director may be filled by the President of the corporation. A Director so elected to fill a vacancy will be elected to serve until the next annual meeting of the members.

6.11. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be conclusively presumed to have assented to the action taken unless his or her dissent will be entered in the minutes of the meeting or unless he or she will file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or will forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such a right to dissent will not apply to a Director who voted in favor of such action.

6.12. Term. Each Director will hold office for a one year term and until the election and qualification of his or her successor. Provisions will be made, in the discretion of the Board of Directors, for increasing the terms of Directors not to exceed three (3) years and for a staggering of the terms of the office of various Directors.

Article Seven

Officers

7.01. Number. The officers of the corporation will be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Treasurer and a Secretary, and any other officers as will be elected by the Membership. Any two or more offices may be held by the same person, except the offices of President and Secretary. These individuals, together with the immediate past President will constitute the "Executive Committee".

7.02. Election and Term of Office. The officers of the corporation will be elected annually by the Members at the final meeting of the year. Vacancies may be filled or new offices filled at any meeting of the Membership. Each officer will hold office until such officer's successor will have been duly elected and will have qualified or until such officer's death, resignation or removal in the manner hereafter set forth for that purpose. Election or appointment of an officer or agent will not create contract rights.

7.03. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

7.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise will be filled by the Executive Committee for the unexpired portion of the term.

7.05. President. The President will be the principal executive officer of the corporation and will call and preside over meetings of the Board of Directors and will exercise such powers as may be delegated to him or her by the Board of Directors and will in general supervise and control all of the business and affairs of the corporation. He or she may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board of Directors or by these Bylaws to some officer or agent of the corporation, or will be required by law to be otherwise signed or executed; and in general will perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors from

time to time. The President will also appoint the chairmen of all special committees and standing committees, and serve as an ex officio member of all of those committees.

7.06. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there is more than one vice-president, the vice-president in the order designated, or in the absence of any designation, then in order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all of the restrictions upon the President. Any vice-president will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

7.07. Treasurer. The Treasurer will:

- a. Have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for dues or other funds due and payable to the corporation from any source whatsoever, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as will be selected in accordance with the provisions of Article Eight of these Bylaws.
- b. Pay all bills as authorized by the Board of Directors and/or President and keep accurate records of accounts and be ready at all times to report on the condition of the treasury.
- c. Make a report at each regular meeting and at the close of the year as to the status of the funds on hand and submit a financial statement with the books for audit to the Board of Directors and/or the Executive Committee.
- d. In general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or Board of Directors.

7.08. Secretary. The Secretary will:

- a. Keep the minutes of the meetings of the Board of Directors and all meetings of the Membership in one or more books and provide a copy of such minutes to all attendees.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
- c. Be the custodian of corporation records.

d. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors.

7.09. Salaries. Officers as such will not receive any salaries for their services.

7.10. Powers of the Executive Committee. The committee will (a.) plan and execute all meetings, the news conference and dinner; and (b) organize and present information regarding the activities of the Corporation and recommendations to be presented to the Membership at meetings.

Article Eight

Contracts, Loans, Checks and Deposits

8.01. Contracts. Contracts entered into in the ordinary course of business may be signed by the President of the corporation; provided, however, that any contract which is executed on the behalf of the corporation which is not in the ordinary course of business will first be authorized by the Board of Directors and will be signed by the President of the corporation. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument which in the ordinary course of business in the name of and on the behalf of the corporation, and such authority may be general or confined to specific instances.

8.02. Loans. No loan will be contracted on the behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

8.03. Checks and Drafts. All payments from corporate funds will be made by check to be signed by the President or any other officer of the corporation who may be designated by a resolution passed by the Board of Directors.

8.04. Deposits. All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article Nine

Committees

9.01. Committees Exercising Authority of the Board of Directors. The Board of Directors by resolution adopted by it at a regularly scheduled meeting, may designate one (1) or more committees, each of which will have and may exercise all of the authority delegated to it by the Board in such resolution. Each committee so designated

may consist of three (3) or more persons. The members of committees need not be Directors. The designation of such committees and the delegation thereto of authority will not operate to relive the Board of Directors, or any member thereof, of any responsibility imposed upon it by law.

9.02. Creation of Other Committees. By resolution, a majority of the Board of Directors may create other committees not having and exercising the authority of the Board in the management of the corporation.

9.03. Nominating Committee. A nominating committee may be appointed each year by the President of the corporation. The nominating committee may prepare an alternative slate of nominees for Directors and this slate will be presented to the general membership prior to the annual meeting of the Members.

9.04. Term of Office. Each member of a committee will continue as such until the next annual meeting of Directors of the corporation and until his successor is appointed, unless the committee will be sooner terminated, or unless such member is removed from such committee, or unless such member will cease to qualify as a member thereof.

9.05. Chairman. Unless otherwise specified herein, one member of each committee will be appointed chairman by the person or persons authorized to appoint the members thereof.

9.06. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.07. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

9.08. Rules. Each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors.

Article Ten

Indemnification of Directors and Officers

10.01. Right to Indemnification. The corporation will indemnify any person who is, or is threatened to be made a named defendant or respondent in a proceeding, whither civil, criminal, administrative, arbitrate, or investigative, including all appeals, by reason of the fact that a person is or was a Director, officer, employee, or agent of the corporation. Indemnification will be against all reasonable expenses, including without

limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except if that person is found liable on the basis he or she improperly received personal benefit, indemnification will be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and will not be made in respect of any proceeding in which the person will have been found liable for willful or intentional misconduct in the performance of his or her duty to the corporation.

10.02. Limitations on Indemnification.

a. No indemnification will be made for obligations resulting from a proceeding in which if a person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the corporation.

b. Indemnification made under this Bylaw will be available only after a determination has been made that the person acted in good faith, and:

1. In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interest of the corporation, or
2. In all other causes, reasonably believed his or her conduct to be at least not opposed to the best interests of the corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, will not be determinative that the person failed to act in accordance with these requirements. A person will be deemed to have been found liable in respect to any claim, issue, or matter only after the person will have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by Paragraph (B) above, must be made:

1. By a majority vote of a quorum of Directors not named as defendants or respondents in the proceeding, or
2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated by a majority vote of all Directors, consisting of two or more Directors not named defendants or respondents in the proceeding, or
3. By special legal counsel selected by the Board of Directors or by a committee of the Board by vote set forth in Subparagraphs (1) or (2)

above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors, or

4. By members in a vote that excludes the Directors who are named defendants or respondents in the proceeding.

Authorization of indemnification and determination of reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness or expenses will be made in the manner specified in Subparagraph (3) above, for the selection of special legal counsel.

10.03 Indemnity for Successful Defense. In spite of any limitations set forth in Paragraphs 10.01 and 0.02 above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person will be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorney's fees, court costs and expert witness fees.

10.04. Advancement of Expenses. Reasonable expenses incurred by a Director, officer, employee or agent of the corporation who was, is, or is threatened to be made a named defendant or respondent in an action, suit or proceeding may be paid or reimbursed by the corporation in advance of the final disposition as authorized by the Board of Directors. Before authorizing the advance, the Board of Directors must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive a written affirmation by the Director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification.

10.05. Indemnification Not Exclusive. The indemnification provided by this Article will not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the shareholders or disinterested Directors or otherwise. The indemnification provided by this Article will not be deemed exclusive of any other power to indemnify or right to indemnification that the corporation or any person referred to in this Article may have or acquire under the laws of the **State of Texas**. Indemnification will continue and inure to the benefit of the heirs, executives and administrators of any person entitled to indemnification under this Article.

10.06. Insurance. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, officer, employee or designated agent of the corporation or who is serving at the request of the corporation as a Director, officer, partner, venture, proprietor, employee, agent, or similar

functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or any other enterprise against the liability asserted against and incurred by that person in his or her status as such, whether or not the corporation would have the power to indemnify him or her under the provisions of this Article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of liability with respect to which the corporation would not have the power to indemnify the person only if including coverage for additional liability has been approved by the shareholders. Without limited the corporation's power to procure or maintain any kind of insurance or other arrangement, the corporation, for the benefit of persons it has indemnified, may (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by a grant of a security interest or other lien on the corporation's assets; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained or established within the corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement will be conclusive, and the insurance or arrangement will not be voidable and will not be subject to the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of insurance or arrangement.

Article Eleven

Amendments

11.01. Amendments. By the adoption of these Bylaws, the members hereby delegate the power to alter, amend or repeal these Bylaws and adopt new bylaws to the Board of Directors of the corporation. Any change or modification to the bylaws must be adopted by a two-thirds votes of the Members present at any duly called meeting; provided however, that in case of a special meeting, notice of the proposed changes will have been given in the notice of such meeting.

11.02. Adoption after Second Reading. As a prerequisite for any change to these Bylaws, the proposed change must be read for the first time at any meeting. Then, the proposed change must be then again read for a second time at a later meeting after which a vote on the Bylaw change may occur. Only members in good standing may propose or vote for a Bylaws change.

Article Twelve

No Solicitation

12.01. No solicitation. Lists of the names and addresses of the membership of this Association will not be used by any member for any commercial purpose whether or not the proceeds from any sale of such lists could be in furtherance of charitable purposes of this Corporation. Except as provided in the following, the officers, directors and members will not disclose the membership lists to any person without first receiving written consent from each member whose name and address is disclosed. Any member may request and receive a copy of the membership list, provided, that the member is then bound not to disclose the membership. Any member who receives a list and then discloses the list for any prohibited purpose is subject to expulsion by vote of the membership at a meeting called by the Directors or President for acting upon such an expulsion. Officers, directors and member may make disclosure without violation provided that the disclosure is in compliance with lawful court order.

Article Thirteen

Prohibition against Sharing Corporate Earnings

13.01. No reversion. No Director, officer of, employee of, or a member of a committee of, or a person connected with the Corporation, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Corporation; however, this shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the execution of such services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of any of the Corporation and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such moments as the Board of Directors may determine by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Corporation under the provisions of Section 501 ©(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption available under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

13.03. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article Fourteen

Whistleblower Policy

14.01. Introduction and Purpose. El Paso Athletic Hall of Fame (the Corporation) requires its directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of this policy is to encourage and enable employees and volunteers of the Corporation to report any action or suspended action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation, to a source within the Corporation before turning to outside parties for resolution. This policy applies to any matter which is related to the Corporation's business and does not relate to private acts of an individual not connected to the business of the Corporation. This policy is intended to supplement but not replace the Corporation's unlawful harassment and discrimination policy, "open door policy" and/or any other grievance procedure, and any applicable state and federal laws governing whistleblowing applicable to nonprofit and charitable organizations.

14.02. Violations: Reporting in Good Faith. All employees and volunteers of the Corporation are encouraged to report any action or suspected action taken within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation (each, a Violation). Anyone reporting a Violation must act in good faith, without malice to the Corporation or any individual in the Corporation, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. (Any report which the complainant has made maliciously or

any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.)

14.03. No Retaliation. No employee or volunteer who in good faith reports a Violation or cooperates in the investigation of a Violation shall suffer harassment, retaliation or adverse employment or volunteer consequences. Any individual within the Corporation who retaliates against another individual who in good faith reported a Violation or cooperated in the investigation of a Violation is subject to discipline, including termination of employment or employment or volunteer status. If an individual believes that someone who has made a report of a Violation or has cooperated in the investigation of a Violation is suffering harassment, retaliation or other adverse employment or volunteer consequences, the individual should contact the Compliance Officer. Any individual who reasonably believes he or she has been retaliated against in violation of this policy shall follow the same procedures as for filing a complaint (outlined in 14.04).

14.04. Reporting Process. If an individual reasonably believes that a Violation has occurred, the individual is encouraged to share his or her questions, concerns, suggestions or complaints with any person within the Corporation who may be able to address them properly. In most cases, the direct supervisor of an individual is the person best suited to address a concern. However, if an individual is not comfortable speaking with his or her supervisor or if he or she is not satisfied with the supervisor's response, the individual is encouraged to speak directly to the Compliance Officer, a Director or to any other officer he or she feels comfortable approaching.

14.05. Confidentiality. The Corporation encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of a Violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously in writing to any officer. Reports of Violations or suspected Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

14.06. Compliance Officer: Handling Reported Violations. The supervisor, manager or board member who receives the report of a Violation from a complainant is required to notify the Compliance Officer of that report, except for as provided below with respect to a report relating to the Compliance Officer. The Compliance Officer will notify the complainant and acknowledge receipt of the report of a Violation within ten business days, but only to the extent that the complainant's identity is disclosed or a return address is provided. The Compliance Officer, or his or her designee, is responsible for

promptly investigating all reported Violations and for causing appropriate corrective action to be taken if warranted by the investigation. The complainant will be notified about what actions will be taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations. If no further action or investigation is to follow, an explanation of the decision will be given to the complainant. If the event the Compliance Officer is suspected of having committed a Violation, then the Violation will be reported a Director, who will conduct the investigation.

Any of the Directors on the El Paso Athletic Hall of Fame Board can serve as the Compliance Officer for a Violation. Once an investigation is completed, the prescribed actions will be discussed with the EPAHoF Executive Committee.

Bylaws were approved on February 10, 2010.

Underlined changes and notation on 14.06. were approved on February 24, 2010.