

**BYLAWS
OF
LAKE CREEK VOLLEYBALL CLUB**

1.

General

1.1 Name of Corporation. The initial name of the Corporation shall be Lake Creek Volleyball Club., ("the Corporation") as set forth in the Certificate of Formation filed with the Secretary of State. The assumed name of the Corporation shall be the Lake Creek Volleyball Club. The Board of Directors may change the name by filing a Certificate of Amendment or a Restated Certificate of Formation with the Secretary of State.

1.2 Purpose. The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. The Corporation shall develop and promote good fellowship, encourage sponsorship and generally support the volleyball program related to Lake Creek High School, including junior programs feeding into Lake Creek High School, within the Montgomery Independent School District. The activities of the Corporation include, but are not limited to: 1) raising funds and purchasing personal property and services to be used by the Lake Creek High School volleyball program 2) developing closer relationships between Lake Creek High School staff, parents and athletes; 3) administering any programs set forth in the bylaws; and performing any other activities that may be appropriate or necessary to fulfill the purposes of the Corporation, as set forth in the Certificate of Formation.

1.3 Duration. The Corporation's duration shall be perpetual. The Board of Directors may alter the duration as may be necessary for the Corporation.

1.4 Registered Office. The Corporation's initial registered office and registered agent shall be

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Republic Registered Agent LLC, 17350 State Hwy 249, Ste 220, Houston, TX 77064, as set forth in the Certificate of Formation. The Board of Directors may change the registered office and/or registered agent by filing the appropriate Statement of Change. Any successive registered agent shall be of reliable character such that the agent shall immediately furnish the papers of any lawsuit to the attorneys for the Corporation to ensure the Corporation is not exposed to liability by a default judgment.

1.5 Offices. The Corporation may have offices at locations other than the registered office, as the Board of Directors determines are needed.

2.

Board of Directors

2.1 Management. The management of the Corporation shall be vested in the Corporation's Board of Directors. The Directors shall exercise or authorize the exercise of the necessary powers to conduct and manage the business and affairs of the Corporation. The Board of Directors shall exercise all such powers of the Corporation and do all such acts and things as are not prohibited by law, the Certificate of Formation, or these Bylaws.

2.2 Number. The number of Directors of the Corporation shall never be less than three. The number of Directors authorized may be fixed as the Board of Directors may from time to time designate. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

2.3 Qualification. Directors must be Members of the Corporation with a student in the Lake Creek Volleyball program.

2.4 Term. Each elected director shall serve a term of (2) years or until a successor has been duly elected or appointed, unless any Director's term is reduced according to the provisions herein.

2.5 Removal. A Director may be removed from office, with or without cause, by the Board of Directors, by an affirmative vote of fifty-one percent (51.00%) after an appropriate hearing.

2.6 Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of a Director; an increase in the number of Directors on the Board; or a failure to elect, appoint, or designate the number of Directors required at an annual or other meeting during which such an election appointment or designation was necessary. A vacancy in the Corporation's Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office. A vacancy in the Board occurring because of an increase in the number of Directors shall be filled by election at an annual or regular meeting, or at a special meeting called for that purpose. A future vacancy to be created by a Director's tendered resignation may have a designated replacement to fill the vacancy elected prior to the effective date of the resignation.

2.7 Place of Meetings. Any meetings of the Board of Directors may be held at any location within or without the State of Texas as may be determined by the Board of Directors.

2.8 Regular Meetings. The Board of Directors shall hold at least one annual meeting of the Board at the beginning of the school year, and may hold additional regular meetings of the Board, without notice at such time and place as determined by the Board of Directors.

2.9 Special Meetings. Special meetings of the Board of Directors for any purpose may be called with notice at any time by the President, or if the President is unable, by the Secretary or two Directors.

2.10 Notice. Any required notice of the date, time, place, or purpose of meetings may be provided to a Director in writing either personally or mailed at least three days before the day of

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the meeting so as to be delivered at least three days before the meeting. Notice also may be delivered by electronic transmission on consent of the Director. Such notice shall be considered provided when transmitted to a facsimile number or electronic mail address provided by the intended Director for the purpose of receiving notice; posted on an electronic network and a message sent to the Director at the address provided by the Director for the purpose of alerting the Director of a posting; or communicated to the Director by any other form of electronic transmission consented to by the Director.

2.11 Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors stated in the Certificate of Formation as it exists at the time of the meeting but shall never be less than three Directors. A Director present by proxy at a meeting may not be counted toward a quorum.

2.12 Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order except when in conflict of these Bylaws or the Certificate of Formation.

2.13 Action by Directors. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors. A Director may vote by proxy executed in writing by the Director no more than three months prior to the date of the vote. A written consent stating the action to be taken and signed by the number of Directors equal to a majority of all directors eligible to vote on the action at that time shall be considered an act of the Board as if it had met and voted on the matter. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting to another time and location or may temporarily adjourn the current meeting until a quorum is present. Notice of a temporary adjournment may be an announcement at the meeting.

Any meeting of the Board of Directors or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a

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manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Should the matter submitted be a fundamental action, the affirmative vote of the majority of the Directors shall be required for approval. Should the Corporation hold no assets at the time of the vote, not have solicited any assets or otherwise engaged in activities, the vote required for approval of a fundamental action consisting of an amendment to the Certificate of Formation to cancel an event requiring winding up, the voluntary winding up under Chapter 11, or a distribution plan of property authorizing its transfer or conveyance shall be the affirmative vote of a majority of the Directors.

2.14 Committees. The Board of Directors, by resolution adopted by the majority of the Directors then in office, may designate one or more committees to have and exercise the authority of the Board in the management of the Corporation to the extent provided in the resolution or the Certificate of Formation, or these Bylaws as either exist at the time of the resolution.

The Board of Directors, by resolution adopted by the majority of the Directors at a meeting at which a quorum is present also may designate and appoint one or more committees that do not have the authority of the Board of Directors in the management of the Corporation. The President also shall have the authority to designate such committees.

All committee members who are not Directors shall have the same responsibility with respect to the committee as committee members who are Directors.

2.15 Interested Directors. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

A contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any entity or other organization in

which one or more of the Corporation's Directors or officers is a managerial official or has a financial interest, shall be void or voidable solely for this reason.

The contract or transaction, however, shall not be void or voidable solely because of the above if the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board of Directors or a committee, or the material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, or the committee, and the Board of Directors, or the committee, in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors or committee members be less than a quorum.

2.16 Compensation of Directors. The Directors may not receive compensation for their services. Reimbursement for actual expenses shall not be considered compensation.

2.17 Resignations. A Director may resign at any time by providing written notice to the Corporation. Such resignation shall take effect at the date of the Corporation's receipt of the notice unless the notice specifies it is to take effect on a future date or event, in which case, the resignation shall be effective upon that date or event. A Director's resignation shall be revocable until its effective date or event.

3.

Members

3.1 Membership. The Corporation may have multiple levels of membership as established by the Board of Directors. Members must meet the following qualifications for membership: applying for membership in the Corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

3.2 Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of a fifty-one percent (51.00%) of the Board of Directors shall be required for election.

3.3 Termination of Membership. The Board of Directors, by affirmative vote of fifty-one percent (51.00%) of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.

3.4 Resignation. Any member may resign by filing a written resignation with the Secretary.

3.5 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of fifty-one percent (51.00%) of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

3.6 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

3.7 Special Members' Meetings to Remove a Director. A special meeting to remove a Director shall be called by the President when petitioned by members having not less than eighty percent of the votes entitled to be cast at such meeting. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members. Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors

may be held.

3.8 Notice of Member's Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile, notice is deemed to be given on successful transmission of the facsimile.

3.9 Voting of Members. Each member, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws. Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by facsimile transmission, or by any combination of the two. At each election for directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election the member has a right to vote, or, if expressly authorized by the Certificate of Formation, to cumulate the member's vote by giving one candidate as many votes as the number of such directors multiplied by such member's vote shall equal, or by distributing such votes on the same principle among any number of such candidates. Any member who intends to cumulate votes as herein authorized shall give written notice of such intention to the secretary of the Corporation on or before the day preceding the election at which such member intends to cumulate votes. The vote of the majority

of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

3.10 Quorum of Members. Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

3.11 Fixing Record Dates for Determining Members Entitled to Vote and Notice. The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given. such date in any case not be earlier than the 60th day before the date the action requiring the determination of members is originally to be taken. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

3.12 Voting Lists. After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The list must show the address and number of votes each voting member is entitled to cast at the meeting. The Corporation shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members. Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection. The Corporation shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

4.

Officers and Agents

4.1 Officers In General. The officers of the Corporation shall be a President and a Secretary. The Corporation may also have a Vice President and Treasurer as the Board of Directors determines are needed for the Corporation. The Board of Directors may, at its discretion, elect or appoint additional officers or positions as the Board of Directors deems necessary. Any additional officers may be elected at the same or subsequent meetings, as may be determined by the Board. Any two or more offices, other than President and Secretary may be held by the same person.

The Board of Directors shall elect or appoint the first President and Secretary at its first meeting if those offices were not filled at the organizational meeting.

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A properly designated committee may perform the functions of an officer. A single committee may perform the functions of any two or more officers, including the functions of President and Secretary.

4.2 Compensation. The officers and agents of the Corporation may not receive compensation. Reimbursement for actual expenses is not compensation.

4.3 Term of Office and Removal. Each elected or appointed officer or agent of the Corporation shall hold office at the pleasure of the Board of Directors, or until the officer's death, resignation, removal from office, or until the end of that officer's term as set by the Board of Directors and the election and qualification of the officer's successor. The Board of Directors may remove an officer or agent with or without cause, but such removal shall not prejudice any contract rights of the officer or agent removed.

The officers shall serve for terms as determined by the Board of Directors, but in no case shall a term of office exceed three years.

4.4 Employment and Other Contracts. The Board of Directors may authorize any officer or officers or agent or agents to perform any of the duties in the management of the Corporation. The Board of Directors may authorize any officer or agent to enter into contracts regarding employment or other matters on behalf of the Corporation when such is in the Corporation's best interest.

4.5 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the Corporation's business and affairs. The President shall act as an ex officio member of all standing committees. The President shall preside at all meetings of the Board of Directors if there is no Chairman. The President shall have all powers and duties as the Board of Directors may prescribe.

4.6 Secretary. The Secretary shall attend and record all votes and the minutes of all proceedings of the meetings of the Board of Directors. The Secretary shall perform like duties for any committees. The Secretary shall be responsible for notice of all meetings of the Board of Directors. The Secretary shall be the custodian for the Corporation's seal and the Corporation's records. The Secretary shall have all other powers and duties as the Board of Directors may prescribe.

4.7 Vice President. The Vice President shall have all such powers to perform the usual and customary duties of that office as may be determined and prescribed by the Board of Directors, including presiding over meetings in the absence or inability of the President or Chairman. There may be more than one Vice President, each of whom may have separate and distinct powers and duties. The Vice President shall act as the President in the absence of the President or Chairman unless otherwise prohibited.

4.8 Treasurer. The Treasurer shall be responsible for all the Corporation's funds, deposits, and securities in all banks, savings, or other depositories as the Board of Directors may designate. The Treasurer shall maintain full and accurate accounts of all receipts payable to the Corporation and disbursements of the Corporation's funds. The Treasurer shall provide the Directors an accounting of the Corporation's finances and the Treasurer's activities, when requested. The Treasurer shall have all other powers and duties as the Board of Directors may prescribe.

4.9 Assistant Secretary. If the Corporation's Officers should include an Assistant Secretary, the Assistant Secretary shall have all such powers to perform the duties of the Secretary during any absence or inability of the Secretary. There may be more than one Assistant Secretary, each of whom may have separate and distinct powers and duties as the Board of Directors may prescribe.

4.10 Bonding. The Board of Directors may require a bond from anyone serving as an officer of the Corporation to insure the proper performance of that officer's duties. The amount and form of such bond may be as the Board deems appropriate.

4.11 Resignation and Removal. Any officer or agent may be removed, with or without cause, by the Board of Directors at a regular or special meeting if the Board determines the removal is in the best interests of the Corporation. The removal of the officer or agent shall be without prejudice to any contract rights of the person removed. An officer or agent may resign at any time by providing written notice to the Corporation. Such resignation shall take effect at the date of the Corporation's receipt of the notice unless the notice specifies it is to take effect on a future date or event, in which case, the resignation shall be effective upon that date or event.

4.12 Vacancies. Upon any vacancy of any office, the Board of Directors may elect a replacement for that office or an acting successor to the office until such time as a permanent replacement is elected.

5.

Financial Affairs

5.1 Dividends. A dividend shall not be paid to, and no part of the income of the Corporation shall be distributed to the Corporation's Directors or officers.

6.

General Provisions

6.1 Alternative Forms of Meetings. The Directors and members of any committee for the Corporation may hold and/or attend and take part in meetings by use of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

6.2 Books and Records. The Corporation shall keep accurate records, books, and annual reports

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of its financial activity including accounts, properties, business transactions, assets, liabilities, receipts, and minutes of the proceedings of its Board of Directors, and committees at the Corporation's registered or principal office in Texas, as that location may change from time to time, for at least three years after the close of the fiscal year. Such records may be in written paper form or another form capable of being converted into written paper form within a reasonable time.

All of the Corporation's records, books, and reports shall be made available to the Members, Montgomery Independent School District representatives, or any individual approved by the Board of Directors, for inspection and copying at the Corporation's registered or principal office during reasonable times. The Corporation may charge its costs for preparing a copy of a record or report and satisfy this responsibility by making the information available in electronic format.

6.3 Fiscal Year. The Fiscal Year for the Corporation shall be December 31.

6.4 Seal. The Board of Directors may adopt an official seal for the Corporation. The seal may be used both as an embossed or stamped mark for the Corporation. Any officer authorized by these Bylaws or the Board of Directors may affix the seal to any document in the manner required.

6.5 Indemnification. The Corporation shall indemnify persons serving as its Directors, officers, agents and all others authorized to act for the Corporation, both current and former, for the reasonable expenses actually incurred by that person in connection with a proceeding in which the person is a respondent because of the person's capacity with the Corporation if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding. The Board of Directors also may extend indemnification for such persons to the extent allowed by the Texas Business Organizations Code, as it may be amended from time to time.

6.6 Insurance. The Board of Directors may purchase and maintain insurance for the benefit of the Corporation and for the indemnification of its Directors, officers, agents and others authorized to act on its behalf.

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6.7 Amendment of Bylaws. The Board of Directors may alter, amend or repeal these Bylaws or adopt new Bylaws.

6.8 Amendment of Certificate of Formation. The Board of Directors may adopt an amendment to the Certificate of Formation at its meeting upon the affirmative vote of the majority of the Directors.

6.9 Invalid Provisions. If any part of these Bylaws is held to be invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall remain valid and operative.

6.10 Relation to Certificate of Formation. These Bylaws are subject to, and governed by, the Certificate of Formation as it may be amended from time to time.