

By-Laws

Hill Country Cricket Association

(HCCA)

A Non Profit Corporation



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1 ARTICLE I- NAME AND PURPOSE

1.1 Name

The name of the corporation shall be "Hill Country Cricket Association" most commonly referred as HCCA.

1.2 Purpose of Organization

The Hill Country Cricket Association, hereinafter, referred to as the "Corporation" or "HCCA", is a private, non-political, non-religious, non-profit corporation for furthering and promoting the cause of the game of cricket in Central Texas.

2 ARTICLE II-MEMBERSHIP

2.1 Definition

Membership in the Corporation shall be available to any person, interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board. Membership shall be open to everyone regardless of his or her age, race, religion, national origin, sex, and playing abilities. Membership of any member may be terminated upon the vote of a majority of the members in good standing, or the Board of Directors.

2.1.1 Membership Contribution

Membership, unless renewed by paying the annual contribution, shall expire each year on December 31st. The annual membership and joining contribution shall be set each year at the Annual General Meeting (AGM) or by Board of Directors in accordance with the needs of the Corporation. The membership contribution must be paid on or before a date decided by Board of Directors. For existing members there shall be a late charge after a certain date decided by Board of Directors, of an amount approved at the AGM or by Board of Directors. Any existing member who does not pay his or her membership by March 31st shall lose his/her membership. New members who join mid-way through the year need only pay for the pro-rata share of the remaining quarters, including the quarter they are joining in. Membership contributions are not refundable.

2.2 Definition of Members in Good Standing

- Only members who paid their membership Contributions, agreed to, signed and submitted all required forms and supported the objectives and rules of the Corporation are in good standing.
- The Board of Directors, from time to time, at their discretion, may allow certain individuals to be HCCA members without needing to pay membership contribution or pay discounted membership, such as but not limited to Students, Youths, individuals facing financial hardship etc. Such members will also be considered in good standing as long as they support the objectives and rules of the corporations.
- Members must sign HCCA Code of Conduct, Liability waiver and declaration of good health forms in order to be considered members in good standing.

2.3 Membership Restrictions and Termination

- Membership shall automatically terminate if a member of the HCCA shall play for a non-HCCA team in any league or competition in which the HCCA fields team(s).
- Membership of any member may be terminated with or without reason, upon the vote of a majority of the members in good standing during AGM, or the Board of Directors. A person has to re-apply to be considered for membership again in the club.
- Membership of any member who is not in good standing as defined in section 2.3 is subject to termination at the discretion of Board of Directors.

2.4 Reinstatement of membership

- A person has to re-apply to be considered for membership again in the club.
- A member can also be reinstated at the discretion of the Board of Directors.

2.5 Volunteer Contribution Credit Program

In the spirit of a Non Profit Corporation, HCCA runs a volunteer credit program for its members to encourage them to volunteer and contribute towards the corporation and community events. Each member who participates in events as volunteer earns volunteer credits (in the form of points). In return, member receive

certain benefits based on number of credit earned (listed below). Some examples of events which may qualify for earning volunteer credits are as follows:

- Learn to fish event organized by Williamson county
- Volunteer events organized by HCCA such as net fixing, Crease marking, cleaning the shed etc.
- Volunteering during AGM or family picnic organized by HCCA
- Umpiring in league games
- Volunteering in HCCA promotion
- Paying membership contribution on time
- Member referrals

Board of Directors shall decide which event qualify for the earning credits and also how many credits can be earned for each event. Volunteer Credit program resets on Jan 1st of each year.

2.6 Benefits of Volunteer Credit Program

The number of credit earned by each member are used towards determining

- Eligibility for applying for Board of Director position
- Eligibility to be the Captain or Vice-Captain of a HCCA Team
- Most valuable member award of the year

In addition, Board of Directors may, from time to time, decide to provide certain additional benefits to its members based on the number of credit earned.

3 ARTICLE III- BOARD OF DIRECTORS

3.1 General duties of the Board of Directors

The Board is responsible for the overall policy and direction of the organization. The duties of the Board of Directors (also referred as BOD or BODs in this document) shall be the following:

- A. To make and enforce the policies which govern the operation of the organization.
- B. To assist in long term planning by establishing strategic goals and monitoring progress toward those goals.
- C. To be a custodian of the legal and financial well-being of the organization, including active participation in fund raising.
- D. To promote the Corporation to others and enhance its image in the community.
- E. To assist the board in looking at itself to see if its goals and responsibilities are being accomplished.
- F. To budget personal time to be in regular attendance of the Board meetings and functions.
- G. To use personal influence to persuade others to support the organization.
- H. To review and approve the annual budget.
- I. To select, or assist the selection or the composition of the teams.
- J. To select, appoint, or remove the Captains or Vice Captains of the Corporation.
- K. To set yearly (or periodic) objectives for the corporation.

3.2 Board of Director Roles and Responsibilities

The Board of the corporation shall be constituted of a **President**, a **Secretary**, a **Treasurer**, **Director of Recruitment** and a **Director of Communications**. The Board of Directors may elect or appoint such other Directors, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such Directors to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. An individual must be an active member of the corporation to serve as a Director.

- **The President:** The President shall perform general supervision and management of the affairs of the Corporation and of the other officers of the corporation. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.
- **Secretary:** The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal to all authorized documents requiring the seal. He shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.
- **Treasurer:** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. The treasurer shall disburse the funds of the Corporation as may be

ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his transactions as Treasurer and of the financial condition of the Corporation. The treasurer shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

- **Director of Communication:** The Director of Communication shall perform the media relation and community outreach, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall also be responsible for all internal communication to members. He shall also be responsible to communicate on social media platforms such as WhatsApp, Facebook, Instagram, Twitter.
- **Director of Recruitment and Infrastructure:** The Director of Recruitment and Infrastructure shall be incharge of recruitment of new members via all available online as well as offline channels and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He will also be responsible for devising strategies to increase the recruitment rate. He is responsible for all infrastructure owned or maintained by HCCA not limiting to grounds, astro turf pitches, nets, stumps, match and practice balls etc.
- **League Play Director:** League play director shall be responsible for conducting APCL efficiently throughout the year. He shall be responsible for creating league divisions, schedule creation, ground allocation, umpire assignment and all other activities pertaining to running APCL. He shall have the responsibility of updating and maintaining APCL rule book and to make sure laws of cricket are upheld and games are played in good spirit. He shall also work with Director of Communication to post regular updates about the league to social media.
- **Youth Director:** Youth Director shall be responsible for HCCA Youth Academy program. He shall recognize academy coaches for different age cateogories and work with coaches on syllabus and game plans. He shall work with other directors in recognizing youth committee and guide them through multiple tournaments and leagues throughout the year. Youth director will be working with USA Cricket Austin Youth Hub and will be the voting authority for electing Austin Hub executive committee from HCCA Youth Academy.
- **Delegating Powers to Other Directors:** In case of the absence of any Director of the Corporation, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other any director.

3.3 Eligibility

All Directors must be current and active members of corporations in good standing as defined in Section 2.3.

The President: The member must be regular member of Corporation for at least two (2) calendar years in good standing. President & Treasurer Eligibility Requirement:

To be eligible to serve as President or Treasurer of the Hill Country Cricket Association (HCCA), a candidate must have completed, or be completing during their current Board term, a minimum of one (1) continuous year of service as a duly elected or appointed member of the HCCA Board of Directors.

Clarifications:

- a. A candidate currently serving on the Board of Directors at the time of nomination or election is eligible, even if the one-year service requirement is completed during the current Board term, including after the AGM.
- b. The required one year of Board service must be continuous and uninterrupted; cumulative or non-contiguous service periods shall not qualify.
- c. The qualifying one-year Board service may have occurred in any year and need not immediately

precede the election year.

- d. Partial terms, interim or acting appointments, advisory roles, committee participation, or informal involvement do not qualify as Board of Director service for eligibility purposes.
- e. Service in non-Board roles (including captains, coordinators, volunteers, league officials, or youth program roles) shall not be counted toward this requirement.

All Other Directors: The eligibility for all other Directors are one (1) year member in good standingA member who has been with Corporation for six (6) months in good standing shall also be qualified for a Director position if recommended by an existing member of the Board of Directors, or if there is no alternative candidate available for that specific position.

Verification and Enforcement:

Eligibility shall be verified by the Board of Directors prior to finalizing the ballot. Any candidate not meeting this requirement shall be deemed ineligible and shall not be placed on the ballot.

3.4 Number of Directors

The number of Directors shall be no less than four (4) and no more than thirteen (13) persons.

3.5 Term/Tenure

All Board members shall serve two (2) year terms, but are eligible for re-election.

3.6 Nomination and Election Process

- **Nomination:** Nominations for vacant Directors Positions shall be submitted in writing to the Chair of the committee responsible for nominations. Nominations and withdrawals for each Board position can be made up to 48 hours prior to the AGM. Members cannot be nominated or withdraw their nominations less than 48 hours before the AGM. In the event there is no candidate for a position, the Board of Directors can accept nominations during the AGM.
- **Election:** These Directors shall normally be elected by a majority of only the “**Regular**” members in attendance personally (or by proxy if allowed) at the Annual General Meeting (AGM) of the Corporation. The election shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

3.7 Regular Meetings

Regular meeting of the Board of Directors shall be held at least twice each year. The time and venue of the meetings shall be determined by the President. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution. Each Director shall have one equal vote at the meetings of the Board of Directors.

3.8 Special Meetings

Special meetings of the Board of Directors may be called by the Secretary at the request of the President or any Director, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine. The business to be transacted at the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business may be transacted at said meeting. Each Director shall have one equal vote at the meetings of the Board of Directors.

3.9 Notice for meetings

Notice of the annual, regular or any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by mail to each Director at their mail address as shown by the records of the corporation, by facsimile, email, or telephone. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.10 Quorum

A majority of the 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 any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.11 Board Decisions

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Each Director shall have one equal vote at the meetings of the Board of Directors.

3.12 Removal

A director shall automatically cease to hold office if a resolution to that effect is passed by a two-thirds (2/3) majority of the members of the Corporation voting at a meeting duly called for that purpose.

3.13 Vacancies and Additions

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining directors so long as a quorum of directors remains in office. A Director so elected shall remain in office for the duration of the vacant term (or until the next meeting at which directors are to be elected). The directors shall not fill a vacancy in the manner specified in this clause during the ninety (90) day period immediately preceding an annual general meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacant Director positions.

3.14 Compensation

Directors, as such, shall not receive any salaries for their services, however, they shall receive approved expenses conducted on behalf of the Corporation.

3.15 Absences

The unexcused absence of a Director from two (2) consecutive meetings of the Board may be cause for removal from the Board.

4 ARTICLE IV-HCCA OFFICERS

4.1 Officers- The Captain and Vice-Captain

Officers are members of corporation who fill in the Captain or Vice-Captain positions for each of the playing teams. These officers shall also be called the Captains or Vice Captains. In addition, Board of Directors may create additional officer positions to fulfill its short and long term objectives.

4.2 Duties, Roles and Responsibilities of the Captain

Captains shall lead team in matches, organize practice sessions, and manage equipments and grounds. Captains shall also perform other duties as may be deemed necessary by the Board of Directors. Below is the summary of such duties:

1. Lead the team on the field in league games.
2. Working with Umpires and other captain to ensure the game is played as per league rules and spirit of the game.
3. Work with Vice Captain and divide the tasks among themselves to ensure both leaders are contributing significantly towards getting best out of the team/players they are leading.
4. Set up a common communication channel between Team players (such as but not limited to WhatsApp, Email, yahoo groups, Team Apps etc.).
5. Work with VC to ensure availability polls are set up well in advance and communicated to the team.
6. Work with VC to announce the playing 11 (along with 12th man if available) well in advance (preferably by Wednesday for Saturday Game and by Thursday for Sunday Game).
7. Work with VC to ensure all supplies/equipment are available for the game such as Scorecards, Pen, Coin, Stumps, bails, Wicket keeping Kit, game balls, chalk etc.
8. Work with VC to ensure Drinks/food (wherever applicable) is arranged for the team. (Preferred option is to ask each player to volunteer for one game but its upto Captain and VC to decide the best working method).
9. Ensure that a first aid kit is available with team at all times during a game.
10. It is mandatory that at least one leader (either Captain or VC) must be available at the ground at least 30 minutes before the start of the game. Note that leading front the front what is expected from leaders.
11. Ensure the players are warmed up before the game. It is expected that either Captain and VC (or a delegate) will conduct the warm up session before the game.
12. Ensure that players clean up the waste after the game and dispose appropriately.
13. Ensure that all HCCA team members comply with HCCA code of conduct during the game and notify HCCA BODs if code of conduct is violated.
14. Return the equipment/supplies at its appropriate location after the game.
15. Communicate with HCCA/League for any game related incident, disciplinary issues and Umpiring feedback
16. Ensure that game scorecard is submitted to appropriate website before the deadline.
17. Ensure that the Game balls and Trophies are collected before the game.
18. Ensure that Match report is send to HCCA Email distribution list before the end of following week.
19. Ensure that Team Umpiring assignments are delegated/allocated to players.
20. Ensure that at least one team practice session is organized per week.
21. Collect the practice balls from BODs and ensure they are available to the team during practice sessions.

22. Encourage their members to participate in HCCA volunteer events.
23. Work with HCCA/League and other team leaders in conflict resolution.
24. Engage with community to contribute towards promotion and betterment of cricket.
25. Work with leagues to get required umpiring certifications for players.
26. Cascade the league related communication to HCCA BODs.
27. Work with team players to ensure HCCA membership dues are paid in time.
28. Work with HCCA BODs to recruit new players for the club and the team.

4.3 Duties, Roles and Responsibilities of the Vice-Captain

Vice Captains shall assist the Captains, and perform the responsibilities of the Captains when the Captain is absent for any reason.

1. Actively assist Captain in all his roles and responsibilities defined above.
2. Assume the role of the Captain when Captain is not available.
3. Be part of the team management to select the playing 11

4.4 Number of Officers

The number of these officers' positions shall depend on the number of teams formed by the Board of Directors.

4.5 Term/Tenure

The term of these officers will be decided by Board of Directors and will be communicated to each officer at the time of appointment.

4.6 Eligibility

All Officers must be current and active members of corporations in good standing as defined in Section 2.3.

- **Captain:** To be eligible for being the Captain of an HCCA Team, members must meet at least one of the following criteria:
 1. Member should have served as BOD for minimum 1 year in the past OR
 2. Member should have held the position of Captain or Vice-Captain in the previous calendar year (only in past 1 year) or during current calendar year for a HCCA Team in a HCCA recognized tournament OR
 3. Member should have earned minimum 4 volunteer credit in the previous calendar year (only in past 1 year) or during current calendar year.
- **Vice-Captain:** To be eligible for being the Vice-Captain of an HCCA Team, members must meet at least one of the following criteria:
 1. Member should have served as BOD for minimum 1 year in the past OR
 2. Member should have held the position of Captain or Vice-Captain in the previous calendar year (only in past 1 year) or during current calendar year for a HCCA Team in a HCCA recognized tournament OR
 3. Member should have earned minimum 3 volunteer credit in the previous calendar year (only in past 1 year) or during current calendar year.

4.7 Eligibility Restrictions

A current Board of Director can't hold the position of Captain (or Vice-Captain) and vice versa at the same time to avoid conflict of interest.

4.8 Appointment of Officers

The Board of Directors shall either select or coordinate the selection of all officers. The Board of Directors shall decide the criteria for selection, which shall include, but not be limited to, past performances, interest demonstrated by potential candidates, leadership demonstrated by potential candidates both on and off the field, contribution to HCCA and Game of Cricket.

4.9 Removal

Any officer 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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.10 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.11 Compensation

Officers, as such, shall not receive any salaries for their services, however, they shall receive approved expenses conducted on behalf of the Corporation.

4.12 Absences

The unexcused absence of an officer from two (2) consecutive meetings called by the Board may be cause for removal from the office.

4.13 Additional Officers

From time to time, Board of Directors may create additional officer positions to fulfill the corporation's short and long term objectives. The eligibility criteria, roles/responsibilities and appointment/Termination process for such positions will be decided by Board of Directors and communicated to all members prior to filling such positions.

5 ARTICLE V – TEAMS

The number and the composition of the Teams to represent the Corporation in any tournament or league shall be determined by the Board of Directors. At time to time, the Board of Directors may delegate this responsibility to a Director or to an Officer, or to another Committee of the Corporation. The number of teams may vary from tournament to tournament, or vary for the same tournament from one year to the next year.

6 ARTICLE VI- INDEMNIFICATION

The corporation may, by resolution of the Board of Directors, provide for indemnification by the corporation of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a party, by reason of having been officers, directors, or employees of the corporation, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

7 ARTICLE VII- DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law), or to the federal government, or to a state or local government for a public purpose as the Board of Directors shall determine.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

8 ARTICLE VIII-AMENDMENT OF BY-LAWS

All validated proposed amendments shall be provided to all members in good standing no less than five (5) calendar days prior to the Annual General Meeting (AGM) or any special meeting at which they will be considered for discussion and voting.

Distribution may be carried out through any official communication method authorized by the Board of Directors, whether electronic or non-electronic, and shall be deemed complete once the amendments have been sent or made reasonably accessible to members through such authorized communication channels.

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by at least two-thirds (2/3) of the voting members at the annual general meeting or a special meeting or by means of electronic vote duly called for the said purpose.

9 ARTICLE IX- ANNUAL GENERAL MEETING (AGM)

9.1 Definition, Purpose and schedule

The Annual General Meeting (AGM) shall be held at least once a year. Fourteen days written notice or e-mail notification shall be given. The purpose of the AGM shall be to elect new directors, receive reports, and any other business deemed necessary by the Board of Directors. The Board of Director shall determine if sufficient members are present to hold the meeting. If the Board of Director determines there are insufficient members to hold the AGM then the President shall adjourn the meeting and set another meeting not less than seven, but not more than thirty days hence. The President shall provide written notice or e-mail notification to the members of the new meeting. The adjourned AGM shall conduct the business of the Corporation regardless of attendance.

9.2 Agenda

Agenda of AGM shall be communicated to all members at least 5 days prior to the day of meeting.

9.3 Financial Report

Treasurer shall present annual financial standing of the corporation during AGM including revenue, expenses and status of its financial assets.

10 ARTICLE X-DISCIPLINARY COMMITTEE

Team of Board of Directors will act as the disciplinary committee to address any conflicts related to corporation. Board can also form a separate committee to address a particular conflict as it deems fit.

11 ARTICLE XI – HCCA Youth Program

11.1 Purpose

- a. To promote, encourage, foster and cultivate interest among youths in the sport of Cricket
- b. Increase the awareness of Cricket game at grass root levels such as elementary, middle, and high schools. .
- c. Encourage youths to play Cricket at HCCA facilities
- d. To initiate, sponsor, promote and carry out plans, policies, and activities that would further the development and advancement of Cricket
- e. Organize the youth Cricket leagues.
- f. To have Cricket as a curriculum sport on the sports calendar in the schools.
- g. To provide the facilities at the non-profit level rates.

11.2 Eligibility for Enrolment in Youth Program

- a. Minimum Age Requirements: Open to any youth above age of 6 Years on the enrollment date
- b. Maximum Age Requirements: Must be less than 15 years of age as of Dec 31st of current program year.

11.3 HCCA Youth Committee

HCCA Youth Program will be governed by a HCCA Youth Cricket Committee consisting of:

- HCCA Youth Operations Coordinator
- HCCA Youth Program Marketing Coordinator
- HCCA Youth Tournament Coordinator

All the Youth committee will directly report to and get directions from HCCA Board of Directors.

11.4 Tenure

- All the Coordinators in HCCA Youth Committee tenure will be from day of the appointment to the last day of the calendar year(31st December) of the appointment year.

11.5 Eligibility for Coordinator-Youth programs

- Active and Paid member for at least past 12 months
- If any conflict of interest as defined in Conflict-of-Interest section should be proactively mentioned while applying or anytime it comes up during the active tenure.

11.6 Selection Process

- BOD will request nominations via email to club members.
- All the candidates will be formally Interviewed by HCCA BODs
- BOD will perform Conflict of Interest check with candidates.
- Background Check may be requested by BOD.
- BOD will make the decision and announcement of the chosen candidates.

11.7 Role and Responsibilities

11.7.1.1 General

- a. BOD's will meet at least once a month with Coordinators and Youth Parents to listen for any feedback, concerns, issues and provide resolutions.
- b. Youth Parents can reach out directly to BOD's.
- c. All the coordinators would be providing regular updates to HCCA BODs and get necessary approvals (for finance, contracts, infrastructure arrangements, tournaments) .
- d. All the coordinators will keep in HCCA BOD's in loop for all the third-party communications.
- e. HCCA BOD's are responsible for signing contract with any third-party organization. '

11.7.1.2 HCCA Youth - Operations Corrdinator

- a. Ensuring smooth conduct of youth sessions
- b. Ensuring the youth parents have signed Waiver and Code of Conduct forms.
- c. Infrastructure, Equipment's management
- d. Provide Budget for youth program and work with Treasurer (HCCA BOD) to finalize.
- e. Ensuring nets and ground availability for youth games & practice sessions.
- f. Creating a roadmap for coaching structure with the help of coaches.

11.7.1.3 HCCA Youth – Marketing Coordinator

- a. Develop partnership with School administrations
- b. Develop and build nationwide Partnerships with other youth programs/academies
- c. Reach out for Sponsors
- d. Maintaining and updating Social media Accounts on regular basis

11.7.1.4 HCCA Youth – Tournament Coordinator

- a. Scheduling and Proposing Youth tournament at HCCA
- b. Working with APCL Legaue Play director on scheduling the youth games and tournaments.
- c. Develop and build partnership with clubs in nearby cities (Dallas, Houston, San Antonio etc.) for intercity games/leagues.

11.8 Compensation

Youth Committee members shall not receive any salaries for their services, however, they shall receive approved expenses conducted on behalf of the Corporation.

11.9 Termination

- a. Automatic termination if member is not in good standing as defined in section 2.3 of HCCA By-laws and Code of Conduct.
- b. Subject to termination at the discretion of majority of Board of Directors.
- c. If the Conflict of Interest as defined is not specified to the BOD if they occur at any time of the tenure, then the Coordinator can be terminated.

11.10 Conflict of Interest

A conflict of interest exists (or is perceived to exist) when an Officer's personal interests, relationships, or participation in an activity interferes, appears to interfere, or may interfere with their judgment in performing their job, leads to the improper use of organization assets or resources, or competes against the organization.

12 ARTICLE XII – Conflict of Interest Policy

Section 1 : Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of HCCA Organization , when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member, employee, or member of the Organization, or might result in a possible excess benefit transaction as defined by the Internal Revenue Service. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

This section outlines key terms crucial for understanding and applying the policy. An "Interested Person" is defined as any director, officer, committee member, employee, or member who holds a direct or indirect financial or personal interest in matters concerning the organization. A "Financial Interest" occurs when an individual, through business, investment, or family connections, has an ownership or investment stake in an entity with which the organization has a transaction or arrangement; has a compensation agreement with such an entity; or is negotiating potential ownership or compensation arrangements. "Compensation" encompasses both direct and indirect payments, including substantial gifts or favors. A "Personal Interest" refers to nonfinancial relationships or affiliations that could potentially interfere with a person's objectivity or impair their judgment within the organization, thereby influencing their decisions.

Section 3: Duty to Disclose

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

Section 4: Determining Whether a Conflict of Interest Exists

After disclosure of the financial or personal interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 5: Procedures for Addressing the Conflict of Interest

1. Recusal of Interested Person

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. Appointment of Disinterested Person or Committee

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. Consideration of Alternatives

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. Decision

If a more advantageous transaction or arrangement is not reasonably possible without creating a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best

interest, for its own benefit, and whether it is fair and reasonable. Based on this determination, they shall decide whether to enter into the transaction or arrangement.

Section 6: Violations of the Conflict of Interest Policy

1. Failure to Disclose

If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.

2. Disciplinary Actions

If, after hearing the member's response and after making further investigation as warranted, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from their position within the Organization.

Section 7: Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

1, The names of the persons who disclosed or were found to have a financial or personal interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest existed, and the governing board's or committee's decision regarding the conflict of interest.

2, The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion (including any alternatives to the proposed transaction or arrangement), and a record of any votes taken in connection with the proceedings.

Section 9: Annual Statements

Each director, officer, committee member, and employee shall annually sign a statement affirming that they:

- Have received a copy of the Conflict of Interest Policy;
- Have read and understand the policy;
- Agree to comply with the policy; and
- Understand that the Organization is a non profit organization and must engage primarily in activities which accomplish its tax-exempt purposes under federal and state law.

Section 10: Periodic Reviews

To ensure that the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

13 APPENDIX I: AMENDMENTS

All the amendments made to HCCA By-Laws will be documented in this section. Every amendment will contain the amendment description, date, venue, polling and results.

13.1 Amendment I: Various Topics

- **Amendment Date:** 11/24/2004
- **Amendment Venue:** Online Voting
- **Proposed Amendment Description:**
 - 1) Creation of Director of Communication position in the BOD,
 - 2) Restricting HCCA members to play for only HCCA in a tournament or league where HCCA fields one or more teams,
 - 3) Relaxing the eligibility criteria for Board of Director Positions,
 - 4) Captains/Vice Captains will be selected by the BOD or their designees,
 - 5) Team Selection: Will be done by the BODs or their designees.
- **Polling:** Approve-40, Reject-3
- **Result:** Passed
- **Communication:** This amendment was communicated to all members via email on 11/25/2004.

13.2 Amendment II: BOD Term

- **Amendment Date:** 10/12/2011
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** Introduce a 2 year term for HCCA BOD members where every year 2 out of the 4 BODs members will be replaced with new members.
- **Polling:** Approve-28, Reject-1, Show of Hands
- **Result:** Passed
- **Communication:** This amendment was communicated on October 12, 2011 and was passed by a vote of 28-1 during the AGM held on November 19, 2011 by a show of hand with members attending the AGM and was communicated by the then Director of Communications Saleel Limaye on November 21, 2011

13.3 Amendment III: Eligibility for HCCA Team Captain Role

- **Amendment Date:** 10/12/2011
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** People elected to the BODs are not eligible for captainship positions.
- **Polling:** Approve-28, Reject-1, Show of Hands
- **Result:** Passed
- **Communication:** This amendment was communicated on October 12, 2011 and was passed by a vote of 28-1 during the AGM held on November 19, 2011 by a show of hand with members attending the AGM and was communicated by the then Director of Communications Saleel Limaye on November 21, 2011

13.4 Amendment IV: Eligibility for HCCA Team Captain Role

- **Amendment Date:** 11/23/2014
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** The following are the eligibility criteria to qualify for HCCA Captains position:

- a) Must have served one year as an HCCA BOD member prior to the current year
- b) The above criteria of serving as an HCCA BOD member cannot be combined with HCCA captaincy during the same year
- **Polling:** Approve-20, Reject-0
- **Result:** Passed
- **Communication:** This amendment was communicated on November 13, 2014 and was passed by a vote of 20-0 during the AGM held on November 23, 2014 by a show of hand with members attending the AGM and was communicated by the then Director of Communications Raajit Lall on November 24, 2014

13.5 Amendment V: Modification in Eligibility Criteria for HCCA BOD Role

- **Amendment Date:** 12/03/2017
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** Members must have earned minimum 3 volunteer credits in order to apply for the position of Board of Director. This amendment should be used in addition to the existing eligibility criteria defined in this document.
- **Polling:** Show of hands: Yes-27, No-3. Neutral-10
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the then Director of communication Tara Singh via email dated 12/03/2017.

13.6 Amendment VI: Modification in Eligibility Criteria for HCCA Team Captains

- **Amendment Date:** 12/03/2017
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** To be eligible for being the Captain of an HCCA Team, members must meet at least one of the following criteria:
 - Member should have served as BOD for minimum 1 year in the past OR
 - Member should have held the position of Captain or Vice-Captain in the previous calendar year (only in past 1 year) or during current calendar year for a HCCA Team in a HCCA recognized tournament OR
 - Member should have earned minimum 4 volunteer credit in the previous calendar year (only in past 1 year) or during current calendar year.
- **Polling:** Show of hands: Yes-35, No-2
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the then Director of communication Tara Singh via email dated 12/03/2017.

13.7 Amendment VII: Modification in Eligibility Criteria for HCCA Team Vice Captains

- **Amendment Date:** 12/03/2017
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** To be eligible for being the Vice-Captain of an HCCA Team, members must meet at least one of the following criteria:
 - Member should have served as BOD for minimum 1 year in the past OR
 - Member should have held the position of Captain or Vice-Captain in the previous calendar year (only in past 1 year) or during current calendar year for a HCCA Team in a HCCA recognized tournament OR

- 3. Member should have earned minimum 3 volunteer credit in the previous calendar year (only in past 1 year) or during current calendar year.
- **Polling:** Show of hands: Yes-35, No-2
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the then Director of communication Tara Singh via email dated 12/03/2017.

13.8 Amendment VIII: Approval of Financial Transactions

- **Amendment Date:** 11/11/2018
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** Approval of President and Treasurer will be required for any transaction above \$500. Approval of President, Treasurer and at least one other BOD will be required for any transaction above \$1500. One of the BOD will initiate the approval request via HCCA BOD official email id hcca_bod@googlegroups.com and request must be approved by replying to same email with words like "Approved", "Agreed", "I am good with this" or anything that will indicate/implies the approval.
- **Note#1:** This by-law is specific to the amount of one financial transaction. BODs will continue to take majority based decision for all tasks regardless of the monetary value of carrying out that task.
- **Note#2:** This by-law cannot be misused by dividing the higher amount into multiple chunks of lower amount thereby reducing the amount per transaction or by distributing the amount via various mode of payments. **For example:** Let's say, total amount to be paid for pitch carpet replacement is \$1600 then email approval for \$1600 will be required even if \$1600 is paid in 4 installments for \$400 (which is below \$500 limit) each or paid by various mode of payments such as Check, PayPal, Online banking etc.
- **Polling:** Show of hands. Majority voted "Yes"
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the then Director of communication Tara Singh via email dated 11/19/2018.

13.9 Amendment IX: Ambiguity in the existing By-laws

- **Amendment Date:** 11/11/2018
- **Amendment Venue:** Annual General Meeting
- **Proposed Amendment Description:** Ambiguity in any clause present in existing By-laws and scenarios not covered in existing by-laws will be resolved by Majority vote of BODs.
- **Note:** BODs or Members can request to update the by-laws anytime (preferably during AGM) if they feel that ambiguity need to be removed or addition of new by-law is required to cover scenarios not covered already. The main purpose of this by-law is to make decision-making process more efficient for BODs and at the same time safeguard HCCA and its board from legal challenges should any issue arise.
- **Polling:** Show of Hands. Majority voted "Yes"
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the then Director of communication Tara Singh via email dated 11/19/2018.

13.10 Amendment X: HCCA Youth Program, Youth Committee, Roles and Responsibilities

- **Amendment Date:** 12/20/2020
- **Amendment Venue:** Annual General Meeting at HCCA ground.
- **Proposed Ammendment Description:** Provided a formal structure to the HCCA youth Program by defining the HCCA Youth Committee and the coordinators within that committee and their roles and responsibilities.
- **Note:** Depending upon how the HCCA Youth program is moving forward members and/or Board of Directors can change the structure and amend the ByLaws as per the process defined in ammeding ByLaws section.
- **Polling:** Show of hands. Majority voted "Yes"
- **Result:** Passed
- **Communication:** This amendment was communicated to all members by the communications Director Harsha Rentala via email dated 12/31/2020.

13.11 Amendment XI: Recuritement director was changed to Recruitemet and Infrastructure Director. Communications also include social media

- **Amendment Date:** 12/10/2022
- **Amendment Venue:** Annual General Meeting at HCCA ground.
- **Proposed Ammendment Description:** Recruitemet director role has been chaned to include Infrastructure as well. Communication mode now includes social media platforms as well.
- **Polling:** Show of hands. Majority voted "Yes"
- **Result:** Passed
- **Communication:** This amendment was communicated to all members via WhatsApp messages.

13.12 Amendment X: Board of Members to now include League Play Director and Youth Director

- **Amendment Date:** 11/08/2023
- **Amendment Venue:** Online via Google Form.
- **Proposed Ammendment Description:** Extend board of members to include League Play Director and Youth Director
- **Note:** APCL executive committee cease to exists after passing this amendment. LPD will handle responsibility of umpiring director as well.
- **Polling:** Online voting resulted Yes.
- **Result:** Passed
- **Communication:** This amendment was communicated to all members President Bahubali Kagi.

13.13 Amendment XI: President and Treasurer Eligibility

- Ammendment Date: 11/15/2025
- Ammendment Venue: 305 Denali Pass Dr, Cedar Park, TX 78613
- Proposed Ammendment Description: Require one calendar year of Board service for President and Treasurer candidates.
- Note: The intent of this amendment is to ensure that anyone serving as President or Treasurer has meaningful prior governance experience with HCCA. By requiring one continuous year of Board service at any point in a candidate's past—not necessarily in the preceding year—the amendment ensures that these key leadership roles are filled by individuals who understand HCCA's operations, responsibilities, and decision-making processes. This requirement strengthens leadership readiness, promotes informed decision-making, and supports continuity and stability within the organization..
- Polling: Show of hands. Majority voted "Yes"
- Results: Passed
- Communication: This ammendment was communicated to all the members by Sandeep Belkhode via E-mail to BOD and Members via What's app messages on Dec 17,2025.

13.14 Amendment XII: Bylaws Amendment Notice Requirement

- Ammendment Date: 11/15/2025
- Ammendment Venue: 305 Denali Pass Dr, Cedar Park, TX 78613
- Proposed Ammendment Description: Require five (5) days' advance notice of proposed bylaws amendments before AGM voting.
- Note: The intent of this amendment is to strengthen transparency and member participation in HCCA's governance process by ensuring that all proposed bylaw changes are shared with the membership at least five (5) days prior to the AGM vote. This advance notice requirement allows members sufficient time to review, understand, and evaluate proposed amendments, enabling more informed decision-making and meaningful engagement in the organization's governance. The amendment reinforces fairness, openness, and accountability in how substantive bylaw changes are communicated and considered.
- Polling: Show of hands. Majority voted "Yes"
- Results: Passed
- Communication: This ammendment was communicated to all the members by Sandeep Belkhode via E-mail to BOD and Members via What's app messages on Dec 17,2025.

13.15 Amendment XIII: Conflict of Interest Definition Enhancement

- Ammendment Date: 11/15/2025
- Ammendment Venue: 305 Denali Pass Dr, Cedar Park, TX 78613
- Proposed Ammendment Description: Expand and clearly define Conflict of Interest terms with detailed procedures and disclosure requirements.
- Note: This amendment provides a comprehensive definition of what constitutes a conflict of interest within the organization. It establishes clear criteria for identifying potential conflicts, outlines mandatory disclosure obligations for Board members, committee members, and volunteers, and details the step-by-step procedures for reporting, reviewing, documenting, and resolving such conflicts. The amendment further defines required recusals, voting restrictions, and the

responsibilities of the Board in ensuring impartial decision-making, thereby strengthening transparency, accountability, and ethical governance across all organizational activities.

- Polling: Show of hands. Majority voted “Yes”
- Results: Passed
- Communication: This amendment was communicated to all the members by Sandeep Belkhode via E-mail to BOD and Members via What's app messages on Dec 17,2025.

14 APPENDIX II: KEY DOCUMENTS AND FORMS

14.1 HCCA Code of Conduct, Liability Waiver and Declaration of Good Health



HCCA_Code_of_Conduct_Liability_and_-

-----End of the Document-----

Bylaws Updated by:

Sandeep Belkhode

Sandeep Belkhode (Dec 17, 2025 09:42:19 CST)

Sandeep Belkhode , Communications Director 2025

Date: 12/12/2025

CERTIFICATION OF BYLAWS

Version 13 – December 2025

CERTIFICATION STATEMENT

I hereby certify that the foregoing document constitutes the Bylaws of the Hill Country Cricket Association (HCCA), a Texas non-profit corporation, as amended and approved by membership vote at the Annual General Meeting held on November 15, 2025, at 305 Denali Pass Dr, Cedar Park, TX 78613

This “Version 13 December 2025 Final” reflects all amendments duly adopted and supersedes all prior versions of the HCCA Bylaws.

2025 AMENDMENTS APPROVED (November 15, 2025 AGM)

Three amendments were adopted at the November 15, 2025, Annual General Meeting:

Amendment XI: President and Treasurer Eligibility (*Modified Article 3.3 page 9-10*)

- Requires 1 continuous year of prior Board service

Amendment XII: Bylaws Amendment Notice Requirement (*Modified Article 8 page 18*)

- Requires 5-day advance notice before AGM voting on amendments

Amendment XIII: Conflict of Interest Definition Enhancement (*Added Article 12 page 24*)

- New Article XII with comprehensive conflict of interest policy and procedures

Certified by:

Tushar Oza

Secretary, 2025

Signature: Tushar Oza (Dec 17, 2025 22:02:50 GMT+5.5)

Date: 12/17/2025

Acknowledge By:

Sanjay Saksena

President, 2025

Signature: Sanjay Saksena (Dec 18, 2025 08:19:06 GMT+5.5)

Date: 12/17/2025