

BYLAWS

OF THE

HOUSTON VIOLA SOCIETY

TABLE OF CONTENTS

	Page
Article I MISSION STATEMENT	1
1.01 Mission.....	1
Article II OFFICES	1
2.01 Principal Office	1
2.02 Registered Office and Registered Agent.....	1
Article III MEMBERS	1
3.01 Membership	1
Article IV BOARD OF DIRECTORS	1
4.01 Management of the Corporation	1
4.02 Number, Qualifications and Tenure of Directors	2
4.03 Nominating Directors.....	2
4.04 Electing Directors	2
4.05 Vacancies	2
4.06 Annual and Regular Meetings	2
4.07 Notice of Annual and Regular Meetings	2
4.08 Special Meetings	2
4.09 Notice of Special Meetings.....	3
4.10 Quorum	3
4.11 Actions of the Board	3
4.12 Proxies.....	3
4.13 Compensation	4
4.14 Removal	4
4.15 Resignations	4
4.16 Affiliated Transactions.....	4
4.17 Action by Written Consent of Directors	5
4.18 Electronic Meeting.....	5
Article V COMMITTEES.....	5
5.01 Committees	5
5.02 Standing Committees	6
5.03 Advisory Committees	7
Article VI OFFICERS.....	8
6.01 Officers	8
6.02 Selection and Term of Office.....	9
6.03 Removal	9
6.04 Vacancies	9
6.05 Resignation	9
6.06 Compensation	9
6.07 Disallowed Payments.....	9
6.08 President.....	9
6.09 Vice President	10
6.10 Secretary	10
6.11 Treasurer	10

6.12	Parliamentarian	10
6.13	Assistant Officers	11
Article VII	TRANSACTIONS OF THE CORPORATION	11
7.01	Contracts	11
7.02	Checks and Drafts, Etc.....	11
7.03	Deposits.....	11
7.04	Gifts.....	11
7.05	Conflicts of Interest.....	11
7.06	Prohibited Acts.....	11
Article VIII	BOOKS AND RECORDS.....	12
8.01	Required Books and Records.....	12
8.02	Inspection and Copying	12
Article IX	FISCAL YEAR.....	12
9.01	Fiscal Year	12
Article X	INDEMNIFICATION.....	13
10.01	Indemnification of Directors and Officers	13
10.02	Determination of Indemnification.....	13
10.03	Good Faith	14
10.04	Expenses Payable in Advance	14
10.05	Nonexclusivity of Indemnification and Advancement of Expenses.....	15
10.06	Insurance.....	15
10.07	Certain Definitions.....	15
10.08	Survival of Indemnification and Advancement of Expenses.....	15
10.09	Limitation on Indemnification	15
10.10	Indemnification of Employees and Agents	16
Article XI	NOTICES	16
11.01	Notice.....	16
Article XII	AMENDMENT.....	16
12.01	Director Amendment	16
Article XIII	MISCELLANEOUS PROVISIONS.....	16
13.01	Nondiscrimination.....	16
13.02	Legal Authority Governing Construction of Bylaws.....	16
13.03	Legal Construction.....	16
13.04	Headings	17
13.05	Number	17
13.06	Gender.....	17
13.07	Seal.....	17
13.08	Power of Attorney.....	17
13.09	Parties Bound	17

BYLAWS
OF THE
HOUSTON VIOLA SOCIETY

These bylaws (“Bylaws”) govern the affairs of the Houston Viola Society, a nonprofit corporation organized under the laws of the State of Texas (the “Corporation”).

ARTICLE I
MISSION STATEMENT

1.01 Mission. The Corporation seeks to create a community among the professional, amateur and student violists in the Greater Houston area and Southeast Texas. The Corporation promotes interest in the viola by encouraging performance and recording at the highest artistic level, advocating the continued study and research of the viola and its repertoire, and fostering the ongoing development of the local violist community.

ARTICLE II
OFFICES

2.01 Principal Office. The Corporation’s principal office in Texas will be located at such location as the Board of Directors of the Corporation (the “Board”) shall determine by resolution. The Corporation may have such other offices, in Texas or elsewhere, as the Board may determine from time to time. The Board may change the location of any office of the Corporation, including the principal office.

2.02 Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted by the Texas Business Organizations Code.

ARTICLE III
MEMBERS

3.01 Membership. The Corporation shall have no members within the meaning of the Texas Business Organizations Code. For the avoidance of doubt, although the Corporation may from time to time designate certain donors and other persons who utilize the services of the Corporation as “members,” such designation confers no membership rights in the Corporation under its governing documents and such persons shall not be members within the meaning of the Texas Business Organizations Code.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Management of the Corporation. The Board shall manage the affairs of the Corporation.

4.02 Number, Qualifications and Tenure of Directors. The number of members of the Board (collectively, the “Directors”, and each, a “Director”) may be fixed by resolution of the Board adopted by at least two-thirds of the Directors then in office, though in no event shall the number of Directors be less than three (3) nor more than twenty-one (21). The initial Directors shall be those persons named as Directors in the Certificate of Formation of the Corporation. In no event shall a decrease in the size of the Board have the effect of shortening the term of an incumbent Director. Directors need not be Texas residents. Each Director shall hold office until the next annual meeting of the Board or until such Director’s successor is elected and qualified, unless such Director’s earlier death, resignation, retirement, disqualification or removal from office.

4.03 Nominating Directors. At any meeting at which the election of a Director is held, any Director may nominate any person other than himself or herself to serve as a Director.

4.04 Electing Directors. A person who meets the qualifications for Director and who has been duly nominated may be elected as a Director. Directors will be elected by the Board at the annual Board meeting. Any Director may be re-elected to serve consecutive terms of office.

4.05 Vacancies. The Board may fill any vacancy in the Board and any Director position to be filled due to an increase in the number of Directors. In the event that fewer Directors remain on the Board than are required for a quorum, a vacancy may only be filled by a unanimous vote of all of the remaining Directors. A Director elected to fill a vacancy will serve for the remainder of the unexpired term of his or her predecessor in office.

4.06 Annual and Regular Meetings. The Board shall, by resolution, provide for an annual Board meeting stating the time and place of such meeting. The Board may provide for regular Board meetings by resolution stating the time and place of such meetings. Subject to Section 4.18, the meetings must be held in Harris County, Texas.

4.07 Notice of Annual and Regular Meetings. Notice of any annual or regular meeting shall be delivered to each Director not less than fourteen (14) days before the date of the meeting, regardless of how notice is sent. Notice may be sent by mail, facsimile, telephone or e-mail. The notice shall state (a) the place, day and time of the meeting; (b) the specific purpose or purposes for which it is called; and (c) instructions for participating by teleconference. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where 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.

4.08 Special Meetings. Special meetings of the Board may be called by, or at the request of, the President or a majority of the Directors. A person authorized to call special meetings of the Board may fix any place within Harris County, Texas, as the place for holding a special meeting; provided that such person fixes a place for holding a special meeting that allows all other Directors to participate by teleconference if such other Directors desire. The person calling a special meeting will inform the Secretary of the Corporation of the information to be included in the notice of the special meeting. The Secretary of the Corporation will give notice to all of the Directors as these Bylaws require.

4.09 Notice of Special Meetings. Notice of any special meeting of the Board will be delivered to each Director not less than five (5) days before the date of the meeting if notice is sent by mail and not less than two (2) days before the date of the meeting if the notice is given by facsimile, telephone or e-mail, or, in either case, on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances. The notice will state (a) the place, day and time of the meeting; (b) who called it; (c) the specific purpose or purposes for which it is called; and (d) instructions for participating by teleconference. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where 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. At any special meeting, only such business shall be conducted as specified in the notice of meeting (or any supplement thereto).

4.10 Quorum. A majority of the Directors present in person constitutes a quorum for transacting business at any Board meeting. Directors voting by proxy may not be considered present for purposes of determining a quorum. If a quorum is never present at any time during a meeting, any Director present may adjourn and reconvene the meeting once without further notice.

4.11 Actions of the Board. The affirmative vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board, unless the act of a greater number is required by law, the Certificate of Formation or some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board (but not the existence of a quorum), a Director who is represented by proxy in a vote is considered present.

4.12 Proxies. Any Director may vote by proxy executed in writing or electronically signed (including via e-mail) by that Director and delivered to the President and/or the Secretary prior to the commencement of any meeting of the Board (or other person presiding at the meeting); provided that (a) the person authorized to exercise the proxy may only be a Director; (b) no proxy shall be valid after three (3) months from the date of its execution; and (c) each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. The Secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a Director who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the Secretary or other designated officer remains in force until the earliest to occur of the following:

- (a) an instrument revoking the proxy is delivered to the Secretary or other designated officer;
- (b) the proxy authority expires under the proxy's terms; and
- (c) the proxy authority expires by operation of law or under the terms of these Bylaws.

4.13 **Compensation.** Directors as such shall not receive any stated salaries for their services but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Notwithstanding the foregoing, nothing herein shall prohibit the Board from adopting a resolution providing for the Corporation to reimburse Directors for their reasonable out-of-pocket expenses, if any, incurred for attending Board meetings.

4.14 **Removal.** Any Director may be removed, with or without cause, from the Board by a two-thirds vote of the remaining Board members.

4.15 **Resignations.** A Director may resign at any time by giving written notice, including by electronic transmission, to the Board or the chair of the Board. The resignation will take effect as of the date of receipt of notice, unless the notice prescribes a later effective date or states that the resignation will take effect on the occurrence of a future event. If the resignation is to take effect on a later date or on the occurrence of a future event, the resignation will take effect on that later date or the occurrence of that event. The resignation is irrevocable when it takes effect. The resignation is revocable before it takes effect, unless the notice of resignation states that it is irrevocable. Unless specified in the notice of resignation, the acceptance of the resignation will not be necessary to make it effective.

4.16 **Affiliated Transactions.**

- (a) Any transaction involving a conflict of interest or potential conflict of interest shall be governed by the Conflict of Interest Policy of the Corporation.
- (b) No contract or transaction between the Corporation and one (1) or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:
 - (i) the material facts concerning the financial interests are disclosed to the Board or a committee thereof and the Board or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members; or
 - (ii) the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board or a committee thereof.
- (c) An interested Director or committee member who is present may be counted toward a quorum for purposes of voting on the contract or transaction in which such Director or committee member has an interest, and such interested Director or committee member may make a presentation at the governing board or committee meeting; provided, however, that after the presentation, the interested Director or committee

member shall leave the meeting and may neither participate in the discussion of the matter nor vote on the contract or transaction. Nothing herein shall prevent retroactive approval of a transaction.

4.17 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by the number of Directors or committee members, as the case may be, as would be necessary to take such action at a meeting at which all persons entitled to vote on the action were present and voted. For purposes of this Section 4.17, an electronic transmission of a consent by a Director or committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the Director or committee member, as applicable, and the date on which it was transmitted. Such consent must be filed with the minutes of proceedings of the Board or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such Directors or officers were present and voted, and may be stated as such in any document. Prompt notice of the taking of any action by the Directors or committee members without a meeting by less than unanimous written consent shall be given to those Directors or committee members who did not consent in writing to the action.

4.18 Electronic Meeting. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of such Board or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 4.18 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE V COMMITTEES

5.01 Committees. The Board shall designate and appoint the standing committees set forth in Section 5.02 (collectively, the “Standing Committees” and each, a “Standing Committee”) and may, by resolution adopted by two-thirds of the Directors, designate and appoint one (1) or more additional committees, each of which shall consist of one (1) or more Directors or officers of the Corporation, unless such committee has and exercises the authority of the Board in the management of the Corporation, in which case such committee shall have at least two (2) Directors and be comprised of a majority of Directors. No such committee shall

have the authority of the Board in reference to (a) amending, altering or repealing the Bylaws; (b) electing, appointing or removing any member of any committee of the Board, any advisory committee of the Corporation or any Director or officer of the Corporation; (c) amending or altering the Certificate of Formation; (d) adopting a plan of merger or adopting a plan of consolidation with another entity; (e) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (f) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; (g) adopting a loan for the distribution of the assets of the Corporation; (h) amending, altering or repealing any resolution of the Board that, by its terms, provides that it shall not be amended, altered or repealed by such committee; or (i) amend the charter of any committee of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on the Board or any individual Director by law.

5.02 Standing Committees. The Standing Committees shall be as set forth below:

- (a) *Officers Committee.* The Officers Committee shall consist of (i) the President, (ii) the Vice President, (iii) the Treasurer, (iv) the Secretary, (v) the Parliamentarian, and (vi) any additional persons designated by the President to serve as members of the Officers Committee. The Officers Committee shall be chaired by the President and shall meet at the call of the President or any two (2) members of the Officers Committee. The Officers Committee shall (a) conduct the day-to-day operations of the Corporation, (b) carry out the directions of the Board, and take action on policies when they affect the work of the Committee or when the Board directs, (c) test ideas, study (or direct others to study) important issues and present findings to the Board, (d) consider the need for additional temporary or permanent advisory committees to address issues that fall outside the scope of Standing Committees or advisory committees and report such need to the Board, (e) initiate the Board's involvement in developing a strategic plan and guiding other Board initiatives at the Board's request, (f) bring to the attention of the Standing Committees and advisory committees matters involving or affecting the Corporation when the Committee determines appropriate for such Standing Committees or advisory committees, as applicable, consideration or further investigation (as such Standing Committees or advisory committee deems appropriate), and (g) provide advice to the Board, any Standing Committee, or any advisory committee as may be requested. A majority, but never less than three (3) of the members, of the Officers Committee in office shall be sufficient to constitute a quorum at any meeting of the Officers Committee, and all action taken at such a meeting shall be by a majority of those present. Vacancies in the Officers committee shall be filled by appointment by the Board. The Officers Committee shall have authority to make rules for the holding and conduct of its meetings. All actions and meetings of the Officers Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action and meetings shall be made to the Board at or before the Board's next meeting. The

minutes of the Board shall reflect that such a report was made along with any action taken by the Board with respect thereto.

- (b) *Election and Nominating Committee.* The Election and Nominating Committee shall assist the Board in identifying individuals qualified to serve as Directors and recommending that the Board select such persons as nominees for directorships. The Election and Nominating Committee shall have the responsibility for recommending replacements as vacancies occur in committee and advisory committee memberships (whether resulting by resignation, death or removal of a committee or advisory committee member or by the increase in the number of such members permitted under these Bylaws). The Election and Nominating Committee shall be chaired by a Director or officer of the Corporation, in either case as appointed by the board. The Election and Nominating Committee shall report regularly to the Board.
- (c) *Bylaws and Governance Committee.* The Bylaws and Governance Committee shall be responsible for reviewing, on a regular basis, (i) the Corporation's Certificate of Formation, Bylaws and other corporate governance documents of the Corporation (ii) the overall corporate governance of the Corporation and recommending amendments and improvements to the Board, as necessary, to ensure that the Bylaws and corporate governance structure are best serving the interests and mission of the Corporation. The Bylaws and Governance Committee shall be chaired by the Parliamentarian and, notwithstanding Section 5.01, its membership shall consist solely of Directors. The Bylaws and Governance Committee shall report regularly to the Board.

5.03 Advisory Committees.

- (a) The Board may, by resolution adopted by two-thirds of the Directors, from time to time create one (1) or more advisory committees, which shall serve at the discretion of the Board. The general purposes of an advisory committee shall be to assist with tasks as set forth in the advisory committee charter and as may be requested by the President, the Officers Committee or the Board. No person, solely by his or her membership on an advisory committee, shall have voting or any other rights as a Director or officer of the Corporation and, unless the advisory committee charter expressly provides otherwise, no decision or recommendation of, or action by, an advisory committee or any member thereof (solely by reason of such person's membership on such advisory committee) shall be binding on the Corporation.
- (b) An advisory committee may be created only by resolution of the Board adopting an advisory committee charter for the advisory committee being created. Subject to the other provisions hereof, the advisory committee charter may specify: (i) the general purpose for which the advisory

committee was created; (ii) the specific goals or objectives, if any, of the advisory committee; (iii) the qualifications and considerations, if any, for any members of the advisory committee and any chairperson thereof; (iv) the size of the advisory committee; (v) the term, if any, of the advisory committee and/or of each advisory committee member; (vi) the frequency and manner of setting meetings of the advisory committee; and (vii) such other items as the Board deems necessary or appropriate. The advisory committee charter may be modified from time to time by resolution of the Board.

- (c) Each advisory committee shall be comprised of no less than three (3) members. Members of an advisory committee may be employees, officers or Directors of the Corporation but are not required to be so and may also serve on more than one (1) advisory committee. Advisory committee members shall be selected by the Board unless otherwise specified in the advisory committee charter; provided, however, that notwithstanding anything to the contrary in the advisory committee charter or herein, the Board shall have the right to veto any selection, or to remove any advisory committee member, in its sole discretion at any time.
- (d) The Board may designate any member of an advisory committee as the chairperson for that advisory committee. Notwithstanding anything to the contrary in the advisory committee charter or herein, the Board may remove any advisory committee chairperson in its sole discretion at any time.
- (e) Unless otherwise provided in its advisory committee charter, an advisory committee shall meet at such times and places as set forth in the advisory committee charter.
- (f) The Board may, by resolution, provide compensation for, and/or reimbursement of expenses incurred by, advisory committee members for attending each advisory committee meeting and/or serving on the advisory committee. An advisory committee member may serve the Corporation in any other capacity and receive compensation for those services in accordance with applicable law.

ARTICLE VI OFFICERS

6.01 Officers. The Corporation's officers shall include a President, a Vice President, a Secretary, a Treasurer and a Parliamentarian. The Board may create additional officer positions, define the authority and duties of each such person and elect or appoint persons to fill the positions. The same person may hold any two (2) or more offices, except for President and Secretary.

6.02 Selection and Term of Office. Unless otherwise provided in these Bylaws, the Corporation's officers shall be appointed biennially by the Board at an annual Board meeting. If officers are not appointed at that time, they will be appointed as soon thereafter as practicable. Each officer will hold office until a successor is duly selected and qualified. An officer may be appointed to succeed himself or herself in the same office.

6.03 Removal. Any officer appointed by the Board may be removed by the Board at any time with or without cause. Removing any officer will be without prejudice to the officer's contractual rights, if any.

6.04 Vacancies. Unless otherwise provided in these Bylaws, the Board may select a person to fill a vacancy in any office for the remaining, unexpired portion of the officer's term.

6.05 Resignation. Any officer may resign at any time by delivering written notice to the President or the Secretary of the Corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date. Unless specified in the notice of resignation, the acceptance of the resignation will not be necessary to make it effective.

6.06 Compensation. The compensation, if any, of each of the officers of the Corporation shall be fixed from time to time by the Board, provided that such compensation, if any, shall not be excessive. Any officer, employee or agent of the Corporation (including an officer, employee or agent who is a "disqualified person" with respect to the Corporation within the meaning of Section 4946 or Section 4958 of the Internal Revenue Code and the regulations promulgated thereunder) shall be entitled to the payment or reimbursement of expenses (including reasonable advances for expenses anticipated in the immediate future) for the performance of personal services which are reasonable and necessary to carry out the exempt purposes of the Corporation.

6.07 Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him or her, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Board to enforce repayment of each such amount disallowed.

6.08 President. The President is the Corporation's chief executive officer. He or she shall supervise and control all of the Corporation's business and affairs, preside at all meetings of the Board and be the chair of the Officers Committee. The President may execute any deeds, mortgages, bonds, contracts or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, Certificate of Formation or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President. The initial President shall be appointed for a term of office of one (1) year. Successor Presidents shall be appointed for a term of office of two (2) years and shall be appointed biannually by the Board at the annual Board meeting. Except for the initial President, to be eligible for appointment to the office of President an

appointee must have at least one (1) year of experience as an officer or Director of the Corporation within the five (5) years prior to the date the appointee assumes office.

6.09 Vice President. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice President, unless otherwise determined by the President or the Board. The Vice President shall serve on the Officers Committee. In the event of a vacancy of the office of the President, the Vice President shall fill the vacancy for the unexpired portion of the President's term, unless otherwise determined by the President or the Board.

6.10 Secretary. The Secretary shall (a) give all notices as provided in these Bylaws and the Certificate of Formation or as required by law; (b) take minutes of meetings of the Board and meetings of the Officers Committee and keep the minutes of the Board, any committees, and any advisory committees as part of the corporate records; (c) maintain custody of the corporate records and corporate seal, if any; (d) if applicable, affix the corporate seal to any documents when authorized; and (e) keep a register of each Director and officer of the Corporation; (f) perform duties as assigned by the President or the Board; (g) serve on the Officers Committee; and (h) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

6.11 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, at the cost and expense of the Board, in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall present an annual financial statement correctly reflecting the financial condition of the Corporation, or statements at any other time when so directed by the President or by the Board. The Treasurer shall serve on the Officers Committee. Unless otherwise determined by the President or by the Board, the Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

6.12 Parliamentarian. The Parliamentarian shall be a Director and shall be responsible for assisting the Board with the development, assessment and execution of the Corporation's mission and strategic plan. The Parliamentarian shall also (a) serve on the Officers Committee, (b) act as a liaison between the advisory committees and the Officers Committee, (c) continuously evaluate the internal processes and procedures of the Corporation and work with the Board and other officers to implement process improvements and, (d) generally perform all the duties incident to the office of Parliamentarian and such other duties as from time to time may be assigned to him or her by the President or the Board.

6.13 Assistant Officers. The Board may appoint assistant officers to serve co-terminously with other officers of the Corporation. Each assistant officer, if any, shall generally assist their superior officer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the superior officer, the President or the Board.

ARTICLE VII TRANSACTIONS OF THE CORPORATION

7.01 Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument or it may be extended to any number and type of possible contracts and instruments.

7.02 Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer; **provided, however,** that any such instrument for an amount greater than one thousand dollars (\$1,000) shall require the prior approval of the Officers Committee.

7.03 Deposits. Except for de minimus amounts that the Board may authorize to be held by an officer or designated employee for “petty cash” or similar purposes or as may otherwise be directed by the Board, all of the Corporation’s funds will be deposited to the credit of the Corporation in banks, trust companies or other depositaries that the Board selects.

7.04 Gifts. The Board may accept, on the Corporation’s behalf, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board may make, on the Corporation’s behalf, gifts and charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law or provisions set out in applicable tax law that must be complied with to maintain the Corporation’s federal and state tax-exempt status.

7.05 Conflicts of Interest. Any transaction involving a conflict of interest or potential conflict of interest shall be governed by the Conflict of Interest Policy of the Corporation. The Corporation may not make a loan to any Director, officer or Member of the Corporation.

7.06 Prohibited Acts. As long as the Corporation exists, and except with the Board’s prior approval, no Director or officer of the Corporation may:

- (a) do any act in violation of the Certificate of Formation, these Bylaws or a binding obligation of the Corporation;
- (b) do any act with the intention of harming the Corporation or any of its operations;
- (c) do any act that would make it impossible or unnecessarily difficult to carry on the Corporation’s intended or ordinary business;
- (d) receive an improper personal benefit from the operation of the Corporation;

- (e) use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill;
- (g) use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business; or
- (h) disclose any of the Corporation's business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII BOOKS AND RECORDS

8.01 Required Books and Records. The Corporation shall keep correct and complete books and records of account, records of attendance and minutes of the proceedings of the Board and committees having any of the authority of the Board, a record at the registered or principal office giving the names and addresses of each Director and such other records as required by law. The Board shall annually prepare or approve a financial report for the Corporation as required by applicable law. The Board shall cause the Corporation to maintain its books, records and reports for a period of at least three (3) years following the close of the applicable fiscal year or such longer period as may be required by applicable law.

The records shall also include a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the Corporation's IRS information and/or tax returns (for example, Form 990 and all schedules thereto), and a copy of the Certificate of Formation, Bylaws, and Amendments.

8.02 Inspection and Copying. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies no later than five (5) business days after the Corporation receives a proper written request.

Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.

ARTICLE IX FISCAL YEAR

9.01 Fiscal Year. The Corporation's fiscal year will begin on the first day of January and end on the last day of December, provided, however, that the Board may from time to time change the fiscal year of the Corporation by resolution.

ARTICLE X
INDEMNIFICATION

10.01 Indemnification of Directors and Officers. Upon a determination made in accordance with Section 10.02, the Corporation shall indemnify any person (an “Indemnified Person”) who is a Director, officer, committee member, advisory committee member or previously served in such a position, including any such person serving or who served as a representative of the Corporation at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, who was, is or is threatened to be made a respondent in:

- (a) a threatened, pending or completed action or other proceeding, whether civil, criminal, administrative or investigative;
- (b) an appeal of any such action or proceeding; or
- (c) an inquiry or investigation that could lead to any such action or proceeding

against a judgment and against expenses (including attorney’s fees), other than a judgment, that are reasonable and actually incurred by the Indemnified Person in connection with any such action or proceeding.

10.02 Determination of Indemnification.

- (a) The Corporation may only indemnify an Indemnified Person pursuant to Section 10.01 upon a determination that:
 - (i) such person:
 - (1) acted in good faith
 - (2) reasonably believed (A) in the case of conduct in the person’s official capacity, that the person’s conduct was in the Corporation’s best interests and (B) in any other case, that the person’s conduct was not opposed to the best interests of the Corporation, and
 - (3) in the case of a criminal proceeding, did not have a reasonable cause to believe such person’s conduct was unlawful;
 - (ii) with respect to expenses, the amount of expenses other than a judgment is reasonable.

The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnified Person did not meet the standard under Section 10.02(a)(i).

- (b) The determination pursuant to Section 10.02(a) shall be made by:
 - (i) a majority vote of the disinterested and independent Directors, regardless of whether they constitute a quorum;
 - (ii) a majority vote of a committee of the Board that is comprised solely of one (1) or more disinterested and independent Directors, regardless of whether they constitute a quorum;
 - (iii) special legal counsel selected in accordance with clauses (i) or (ii) above; or
 - (iv) such other manner as permitted by applicable law.
- (c) Notwithstanding anything to the contrary, upon application by an Indemnified Person, a court with proper jurisdiction may order the Corporation to indemnify such person to the extent that such court determines that such person is reasonably entitled to indemnification in view of all relevant circumstances, regardless of whether the person satisfies the requirements of Section 10.02(a)(i), has been found liable to the Corporation or has improperly received a personal benefit.

10.03 Good Faith. For purposes of any determination under Section 10.02(a)(i), an Indemnified Person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The provisions of this Section 10.03 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 10.02(a)(i).

10.04 Expenses Payable in Advance. Expenses (including attorneys' fees) incurred by an Indemnified Person in defending any action or proceeding shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of (a) a written affirmation by such Indemnified Person of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article X and all relevant provisions of the Texas Business and Organizations Code and (b) a written affirmation by or on behalf of such Indemnified Person to repay such amount if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified by the Corporation as authorized in this Article X.

10.05 Nonexclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Formation, these By-Laws, agreement, vote of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in this Article X shall be made to the fullest extent permitted by law. The provisions of this Article X shall not be deemed to preclude the indemnification of any person who is not an Indemnified Person but whom the Corporation has the power or obligation to indemnify under the provisions of the Texas Business Organizations Code, or otherwise.

10.06 Insurance. The Corporation may purchase and maintain insurance on behalf of any Indemnified Person, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article X.

10.07 Certain Definitions. For purposes of this Article X, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article X with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. The term "another enterprise" as used in this Article X shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. All other terms shall have the meanings given to such terms in the Texas Business Organizations Code.

10.08 Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Indemnified Person and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.09 Limitation on Indemnification. Notwithstanding anything contained in this Article X to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 10.02(c)), the Corporation shall not be obligated to indemnify any Indemnified Person (or his or her heirs, executors or personal or legal representatives) or advance expenses in connection with an action or proceeding (or part thereof) initiated by such person unless such action or proceeding (or part thereof) was authorized or consented to by the Board.

10.10 Indemnification of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to Indemnified Persons.

ARTICLE XI NOTICES

11.01 Notice. Any notice required or permitted by these Bylaws to be given to a Director or officer of the Corporation may be given by written notice delivered personally or sent by certified mail, nationally recognized overnight courier, e-mail or facsimile to each such person at his or her address, e-mail address or facsimile number as shown by the records of the Corporation. Notice shall be deemed to be delivered: (a) if sent via certified mail, when delivered to the recipient; (b) if sent by nationally recognized overnight courier, when delivered with written verification of receipt; (c) if sent via e-mail, when sent via e-mail without receipt of a delivery error by the sender; and (d) if sent by facsimile, when confirmation of receipt is received by transmitting party. Any Director may at any time waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where 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 or special meeting of the Board needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE XII AMENDMENT

12.01 Director Amendment. These Bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Board. The notice of any meeting at which these Bylaws are altered, amended or repealed, or at which new bylaws are adopted, will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repealed. Alternatively, such notice may include a fair summary of those provisions.

ARTICLE XIII MISCELLANEOUS PROVISIONS

13.01 Nondiscrimination. Neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, religion or creed, sex or gender, age, culture, national origin or ancestry, marital status, sexual preference or physical or mental disability.

13.02 Legal Authority Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

13.03 Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and

maintaining all tax exemptions that may be available to nonprofit corporations. If any provision of these Bylaws is held invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision, and these Bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

13.04 Headings. The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

13.05 Number. All singular words include the plural and all plural words the singular.

13.06 Gender. Words of either gender used in these Bylaws shall be construed to include the other gender and the neuter, unless the context requires otherwise.

13.07 Seal. The Board may provide for a corporate seal.

13.08 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

13.09 Parties Bound. These Bylaws will bind and inure to the benefit of the Directors, officers, Members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as these Bylaws otherwise provide.