

**AMENDED AND RESTATED BYLAWS  
OF  
NORTH TEXAS CHAPTER OF THE NATIONAL COMMITTEE ON PLANNED GIVING**

**ARTICLE ONE  
NAME, PURPOSES, POWERS AND OFFICES**

Section 1.1. Name. The name of this corporation is The North Texas Chapter of the National Committee on Planned Giving (the "Corporation"). The corporation shall sometimes be referred in business as Dallas Council of Charitable Gift Planners.

Section 1.2. Purposes. The Corporation is organized and will be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the "Code"), including but not limited to, the making of gifts and grants in a manner consistent with the requirements for organizations described in Section 501(c)(3) of the Code, and to conduct, accomplish, and carry on its objectives, functions, and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within the State of Texas.

Within the scope of the foregoing purposes and not by limitation thereof, the Corporation is organized and operated to encourage the education and training of the philanthropic planning community and allied professionals in the North Texas area.

This Corporation is additionally organized to promote, encourage, and foster any other similar religious, charitable, scientific, or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate its assets, and all income therefrom, for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Code as it now exists or as it may hereafter be amended.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices. The registered office and the principal office of the Corporation in the State of Texas shall be located in the City of Dallas, Dallas County, Texas. The Corporation may have other such offices, either within or without Dallas County, Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE TWO  
MEMBERS**

Section 2.1. Membership. The Corporation shall have members. The membership of the Corporation shall consist of those individuals who may, from time to time, be admitted to membership in the manner and under the requirements specified herein. The members of the Corporation shall be entitled to vote on those matters submitted to the membership for a vote, including election or removal of

the Directors of the Corporation, the alternation, amendment, or repeal of the Bylaws or Certificate of Formation (formerly the Articles of Incorporation) of the Corporation, and the consolidation or dissolution of the Corporation.

Section 2.2. Powers and Duties. The members shall exercise such voting rights and perform such duties of members as may be provided by law, the Certificate of Formation, and these Bylaws. All other corporate power shall be exercised by or under the authority of the Board of Directors.

Section 2.3. Qualifications for Membership. Membership in the Corporation shall be open to all persons, without discrimination, who are interested in the goals and purposes of the Corporation, who are members of The National Association of Charitable Gift Planners, and who are willing to subscribe by these Bylaws.

Section 2.4. Interest of Members. No member of the Corporation shall have any right, title, or interest in or to the whole or any part of the assets of the Corporation, and no member shall be entitled to either the whole or any part of such assets in the event of the termination of such member's membership in the Corporation for any reason whatsoever.

Section 2.5. Member in Good Standing. Each member who maintains his or her membership in the Corporation by payment of dues to The National Association of Charitable Gift Planners and this Corporation shall be considered in good standing and entitled to full privileges of membership.

Section 2.6. Annual Meetings. An annual meeting of Members shall be held during the fourth quarter of each calendar year, for the election of Directors and Officers and the transaction of such other business as may lawfully come before the meeting. The date, time, and place for the annual meeting shall be designated from time to time by the Board of Directors. Written notice of the place, date and time of each annual meeting of Members shall be delivered not less than ten nor more than fifty days before the date of such meeting, either personally, by hand delivery, by facsimile transmission, or by mail or email, to each Member who on the record date for notice of the meeting is entitled to vote thereat, at the Member's address as it appears on the books of the Corporation at the time such notice is given.

Section 2.7. Special Meetings. Special meetings of the Members may be called by the President of the Corporation, the Board of Directors, or persons collectively possessing not less than one-tenth of the votes entitled to be cast by the Members of the Corporation. Written notice of the place, date, time and purpose of each special meeting of Members shall be given to each Member not less than ten nor more than fifty days prior to the date thereof. No business shall be transacted at a special meeting of Members except as stated in the notice of such meeting.

Section 2.8. Regular Meetings. Regular meetings of the members shall be held on such dates and at such times as the Board of Directors shall designate.

Section 2.9. Place of Meetings. Meetings of Members shall be held at such places as may from time to time be determined by the Board of Directors or as may be specified in the respective notices or waivers of notice thereof.

Section 2.10. Record Date. Only those persons who are Members of the Corporation at least ten (10) days immediately prior to the day upon which the Corporation mails notice of any meeting to its Members and are entitled to vote thereat shall be entitled to receive notice of such meeting.

Section 2.11. Quorum and Manner of Acting. The presence in person or by proxy of persons holding one-tenth of the votes entitled to be cast with respect to such matters as are presented at the

meeting, shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by any law, the Certificate of Formation, or these Bylaws, the act of a majority of the Members voting at any meeting of Members at which a quorum is present in person or by proxy shall constitute the act of the Members. If a quorum is not present at any meeting of the Members, the Members present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.12. Voting. Each Member shall be entitled to one vote on each matter submitted to a vote at any meeting of Members, except as otherwise provided by law, the Certificate of Formation or these Bylaws. A Member may vote in person or by written proxy.

Section 2.13. Proxies. A member may vote by proxy executed in writing by such member. No proxy shall be valid after eleven months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

Section 2.14. Written Consent of Members. Any action required or permitted to be taken at any meeting of the Members or any committee 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 Members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted, as the case may be. Such consent must be filed with the minutes of proceedings of the Members or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such Members were present and voted, and may be stated as such in any document.

Section 2.15. Electronic Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, Members may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of the Members by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate 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 2.15 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 THREE BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, by the Certificate of Formation or by these Bylaws. Each member of the Board of Directors will make all reasonable efforts to encourage individuals who are gift planning or philanthropic officers, allied professionals and other individuals interested in gift planning and philanthropic planning to participate in the activities of the Corporation and to become members of the Corporation.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of not less than three Directors nor more than twenty-one Directors, with the number of Directors to be determined from

time to time through election by the Members. No decrease in number of Directors shall have the effect of shortening the term of any incumbent director. A director need not be a resident of the State of Texas. The Board of Directors shall be comprised of individuals employed by a non-profit organization as a development or gift planning professional, as well as other professionals with knowledge, expertise or interest in gift planning who are not employed by non-profit organizations. Consideration shall be given to the experience, background and current position of potential candidates with a view towards selection of a Board of Directors that includes individuals from a good complement of different disciplines with various expertise in planned philanthropy.

Section 3.3. Ex-Officio Members of Board. Any individual who is a member of the Corporation and is also serving as an officer or director of The National Association of Charitable Gift Planners shall be an ex-officio member of the Board of Directors during such time as he or she is serving as an officer or director of The National Association of Charitable Gift Planners. An ex-officio member of the Board of Directors shall be entitled to attend and speak at each meeting of the Board of Directors in the same manner as any other member of the Board of Directors. No ex-officio member of the Board of Directors shall have the right to vote on any matter before the Board.

Section 3.4. Term of Office. The Directors have staggered three-year terms. Each Director shall hold office until the end of his or her three-year term and the election of his or her successor, or until his or her earlier death, resignation, disqualification, or removal from office. No Director may serve for more than two consecutive elected three-year terms, although a Director may be re-elected to the Board of Directors after being off the Board of Directors for at least one year following his or her last service as a Director. The election of Directors shall be held at the annual meeting of the members of the Corporation, except as needed to fill a vacancy on the Board of Directors.

Section 3.5. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, disqualification or removal from office of any director shall be filled by the affirmative vote of a majority of the Members present at any meeting of the Members at which a quorum is present. Any Director elected or appointed to fill a vacancy shall hold office for the duration of the term of the Director the newly elected or appointed Director fills, or until the newly elected or appointed Director's earlier death, resignation, disqualification or removal from office.

Section 3.6. Removal. Any Director may be removed, either for or without cause, by the affirmative vote of a majority of the Directors present at any meeting of the Directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

Section 3.7. Place of Meeting. Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.8. Annual Meetings. An annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held each year. At such annual meeting, the Directors shall transact any and all business as may properly come before the meeting.

Section 3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 3.10. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than five days notice to each director, either personally, by hand delivery, by mail or email, by facsimile transmission, or by telephone. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two or more directors. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.11. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Formation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of a majority of the Directors present in person or by proxy 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, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.12. Directors' Compensation. Directors shall not receive any compensation for their services.

Section 3.13. Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee 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 members of the committee, as the case may be, required for taking the action. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 3.14. Electronic Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors 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 of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate 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 3.14 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.

Section 3.15. Minutes. At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine from time to time. In the absence of the Secretary, the Board of Directors shall appoint at each meeting a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting, which shall be delivered to the Secretary of the Corporation to be placed in the Minute Books of the Corporation.

#### ARTICLE FOUR COMMITTEES

Section 4.1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more committees that, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each committee shall consist of two or more persons, at least one of whom is a Director. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or such Director by law.

Section 4.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The Board of Directors shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation shall be served by such removal.

Section 4.3. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the Directors of the Corporation, and until each member's successor is appointed, unless the board or committee is sooner terminated, or unless the member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 4.4. Chair. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee shall be appointed chair, or co-chair, by the Board of Directors.

Section 4.5. Vice Chairs. Each Vice Chair, if any, shall generally assist the Chair 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 committee Chair.

Section 4.6. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.7. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 4.8. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Members or Board of Directors.

## ARTICLE FIVE NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any Member, director, or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission by electronic mail transmission, or by mail, postage prepaid, addressed to such Member, director, or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission shall be deemed to be delivered upon successful transmission or electronic mail transmission of such facsimile or electronic mail.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any Member, director, or committee member of the Corporation under the provisions of any law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE SIX OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Officers. The elected officers of the Corporation shall include a President, Vice President, Program Chair, Secretary, and Treasurer. Vice Chairs may be appointed from time to time by the Board. The elected officers shall be members of the Board of Directors.

Section 6.2. Election. So far as is practicable, all elected officers shall be elected by the Members at each annual meeting thereof.

Section 6.3. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 6.4. Two or More Offices. Any two or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 6.5. Compensation. No officer shall receive compensation for his or her service as an officer. The Board of Directors may from time to time delegate to the President the authority to fix the compensation of any or all of the other employees and agents of the Corporation. Any employee or agent of the Corporation (including an employee or agent who is a "disqualified person" with respect to the Corporation within the meaning of Section 4946 of the Internal Revenue Code and the regulations promulgated thereunder) shall be entitled to compensation and reimbursement of reasonable expenses (including reasonable advances for expenses anticipated in the immediate future) for the performance of "personal services" as defined in the Treasury Regulation Section 53.4942(d)-3(c) which are reasonable

and necessary to carry out the exempt purposes of the Corporation, provided that such compensation and reimbursement of reasonable expenses shall not be excessive.

Section 6.6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. The normal term of office for each elected officer shall be one year, unless the officer is elected to fill the term of an officer who has died, resigned, retired, was disqualified or removed from office.

Section 6.7. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal, if any, thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by law, the Certificate of Formation or these Bylaws. 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 then by other officers, in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 6.8. 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.

Section 6.9. Program Chair. The Program Chair shall have the responsibility for researching and coordinating topics and setting the programs for the year following that in which the Program Chair serves.

Section 6.10. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President, or the Board of Directors.

Section 6.11. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary 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 Secretary, the President, or the Board of Directors.

Section 6.12. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the

accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President, or the Board of Directors.

Section 6.13. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer 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 Treasurer, the President, or the Board of Directors.

Section 6.14. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

## ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 7.4. Conflicts of Interest. No contract or agreement may be entered into by and between the Corporation and any of following: (a) a Member, director, officer, committee member, of employee of the Corporation (hereinafter an “Insider”); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an “Entity”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; and (ii) if one or more of the parties to the contract or transaction is a “disqualified person” with respect to the Corporation within the meaning of Section 4946 of the Code, such transaction does not result in act of self-dealing under Section 4941 of the Internal Revenue Code; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including but not limited to, a charitable contribution of cash or property to the Corporation, an interest-free loan or a wholly gratuitous lease, a pledge, a guarantee, or an assumption of liability. All Insiders shall, as a condition of qualifying and continuing to qualify as a director, officer, committee member and/or employee of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and file such conflict of interest disclosure statements as the Board of Directors shall direct.

## ARTICLE EIGHT MISCELLANEOUS

Section 8.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Members, directors, or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided in Section 6.5 of Article Six hereof.

Section 8.2. Loans to Members, Officers and Directors Prohibited. No loans shall be made by the Corporation to its Members, officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.4. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.5. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.6. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 8.7. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

## ARTICLE NINE AMENDMENTS

Section 9.1. Amendments. These Bylaws may be amended or repealed, or new bylaws may be adopted at any annual or special meeting of the Members at which a quorum is present by the affirmative vote of a majority of the Members provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Members from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. In the event the Corporation has no members such right shall be given to the Board of Directors.

## ARTICLE TEN INDEMNIFICATION

Section 10.1. Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 10.2, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director, officer, employee, or agent of the Corporation or (ii) while serving as a governing person, is or was serving at the request of the Corporation as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the Texas Business Organizations Code; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 6.01(ii) and who is not a director to such extent, consistent with law, as may be provided by the Corporation's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

Section 10.2. Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 10.1 by right of his or her holding a position named in Section 10.1, the Corporation shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

Section 10.3. Non-Exclusive. The indemnification provided by this Article 6 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

Section 10.4. Continuation. The indemnification and advance payment provided by this Article Ten shall continue as to a person who has ceased to hold a position named in Section 10.1 and shall inure to his or her heirs, executors, and administrators.

Section 10.5. Insurance. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in Section 6.01, against any such expense, liability, or loss, to the extent permitted by the Texas Business Organizations Code and without regard to whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Texas Business Organizations Code.

Section 10.6. Reports. Indemnification payments, advance payments, and insurance payments made under this Article Ten shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE ELEVEN  
OPERATION AND DISSOLUTION

Section 11.1. Nonprofit Operation. The Corporation is organized and operated primarily for the purposes set forth under Article One of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered or realization of any other form of private gain.

Section 11.2. Distribution of Assets. The Corporation pledges its assets for use in performing the Corporation's charitable functions. It directs that on discontinuance of the Corporation by dissolution or otherwise, the assets are to be transferred to a charitable, religious, educational, or similar organization(s) that qualifies under Section 501(c)(3) of the Code and is not a private foundation.

Section 11.3. Decision Making Authority. The Corporation's Members, or in the event the corporation has no members with voting rights, the Board of Directors shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

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The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were duly approved by the Board of Directors of the Corporation effective the 1st day of November, 2016, and were adopted by a vote of the membership of the Corporation on the 8th day of November, 2016.

\_\_\_\_\_  
Secretary