

BYLAWS
OF
HOUSTON ASSOCIATION OF SCHOOL ADMINISTRATORS

TABLE OF CONTENTS

	Page
1. NAME, OFFICES	1
1.1. Formation	1
1.2. Name	1
1.3. Principal Offices	1
1.4. Registered Office and Registered Agent	1
2. PURPOSES, DISTRIBUTIONS AND RESTRICTIONS	1
2.1. Purposes	1
2.2. Tax Exempt Qualification	1
2.3. Limitations on Distributions	1
3. BOARD OF DIRECTORS	2
3.1. Management of Corporation	2
3.2. Election of Directors	2
3.3. Number of Board Members	2
3.4. Terms	2
3.5. Ex Officio Director - Immediate Past President	2
3.6. Vacancies	2
3.7. Compensation	2
3.8. Removal of Directors	2
3.9. Duties of Directors	3
3.10. Duty to Avoid Improper Distribution	3
3.11. Delegating Duties	4
4. BOARD MEETINGS	4
4.1. Place of Meeting	4
4.2. Annual and Regular Meetings	4
4.3. Special Meetings	4
4.4. Notice of Meetings	4
4.5. Requirements for Quorum and Acts of the Board	5
4.6. No Proxies	5
4.7. Meeting by Conference Call	5
4.8. Decision by Consent	5
5. BOARD OFFICERS	5
5.1. Duties of Board Officers	5
5.2. Removal	5
5.3. Election of Board Officers	5
5.4. Terms	6
5.5. Vacancies	6
5.6. Board Officer Positions	6
5.7. Additional Board Officer Positions	7

6.	COMMITTEES.....	7
6.1.	Authority of Committees	7
6.2.	Standing Committees	7
6.3.	Additional Committees	7
7.	MEMBERS.....	7
7.1.	Eligibility for Membership	7
7.2.	Becoming Members	7
7.3.	Election of Directors and Board Officers by Members	8
7.4.	Annual Meeting	8
7.5.	Preparation of List of Voting Members	8
7.6.	Notice of Members' Annual Meetings	8
7.7.	Slate of Nominations.....	8
7.8.	Proxies.....	8
7.9.	Quorum and Vote.....	8
7.10.	Member Dues.....	9
7.11.	Additional Classes of Members	9
8.	EXECUTIVE DIRECTOR	9
8.1.	Appointment and Powers	9
8.2.	Removal	9
9.	INDEMNIFICATION.....	9
9.1.	Definitions.....	9
9.2.	Indemnification of Directors	10
9.3.	Limitations on Indemnification.....	10
9.4.	Condition to Indemnification.....	10
9.5.	Reasonable Expenses	11
9.6.	Optional Indemnification	12
9.7.	Indemnification of Board Officers.....	12
9.8.	Indemnification of Employees, Agents and Others	12
9.9.	Insurance	12
9.10.	Benefit Plans	13
10.	TRANSACTIONS OF CORPORATION	13
10.1.	Contracts	13
10.2.	Deposits.....	13
10.3.	Gifts.....	13
10.4.	Potential Conflicts of Interest	13
10.5.	Prohibited Acts.....	13
11.	BOOKS AND RECORDS.....	14
11.1.	Required Books and Records.....	14
11.2.	Inspection and Copying	15
11.3.	Inspection by Members.....	15

12.	GENERAL PROVISIONS	15
12.1.	Amendments	15
12.2.	Audit	15
12.3.	Fiscal Year	15
12.4.	Interpretation.....	16
12.5.	Relation to Certificate of Formation	16
12.6.	Procedural Rules	16
12.7.	Resignations.....	16
12.8.	Seal.....	16
12.9.	Securities.....	16
12.10.	Signature of Negotiable Instruments	16
12.11.	Waiver.....	17

BYLAWS
OF
HOUSTON ASSOCIATION OF SCHOOL ADMINISTRATORS

1. NAME, OFFICES

- 1.1. Formation. The Corporation is a nonprofit corporation, formed by filing of its certificate of formation (as amended and in effect from time to time, "Certificate of Formation") under the Texas Business Organizations Code ("TBOC").
- 1.2. Name. The name of the Corporation is Houston Association of School Administrators ("Corporation" or "HASA").
- 1.3. Principal Offices. The Corporation shall maintain a principal office in Harris County, Texas. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors of the Corporation ("Board") may determine.
- 1.4. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in Texas as required by the TBOC. The registered office may, but need not, be identical with the Corporation's principal office in Harris County, Texas.

2. PURPOSES, DISTRIBUTIONS AND RESTRICTIONS

- 2.1. Purposes. The purposes of HASA are (a) to improve the quality of education provided by Houston Independent School District ("HISD"), Fort Bend Independent School District ("FBISD"), Aldine Independent School District ("AISD"), Alief Independent School District ("ALISD"), Spring Independent School District ("SISD")—Collectively "ISDs", and public charter schools within the ISDs" (b) to promote the general welfare of public school students and personnel, and (c) to advocate for the common interests of ISDs' school administrators.
- 2.2. Tax Exempt Qualification. The Corporation shall in all respects and actions comply with the requirements for qualification as exempt from taxation under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (together with each successor or supplemental provision, the "Code").
- 2.3. Limitations on Distributions. No Private Inurement or Loans to Directors. The Corporation shall not make any distributions other than as permitted by the Code and by Section 22.054 (or any successor or supplemental provision) of the TBOC and any other relevant statutes applicable to nonprofit corporations formed under the TBOC. No part of the Corporation's net earnings may inure to the benefit of any private Member or individual. The Corporation may not make a loan to a Director.

3. BOARD OF DIRECTORS

- 3.1. Management of Corporation. The Board of Directors (“Board”) shall be the governing authority of the Corporation as provided in the TBOC, and the affairs of the Corporation shall be managed by or under the direction of the Board. All powers of the Corporation and all acts of the Corporation permitted by the TBOC or other statute, the Certificate of Formation or these Bylaws may be exercised or taken by the Board or its delegates.
- 3.2. Election of Directors. Only Members may be elected or serve as Directors. Except as otherwise provided in these Bylaws, all Directors shall be elected by the Members of the Corporation pursuant to the procedures set forth in these Bylaws.
- 3.3. Number of Board Members. The number of Directors shall never be less than seven (7) nor more than fifteen (15). The initial number of Directors shall be the number of Directors named in the Certificate of Formation. Upon the election of one or more additional Directors, the number of Directors shall be increased by such number of additional Directors, without any action of the Board, provided that the number of Directors shall never be increased to more than fifteen. Upon the resignation, removal or death of any Director, the number of Directors shall be decreased by one, without any further action of the Board, provided that the number of Directors shall never be decreased to less than seven by removal of a Director unless the Board contemporaneously elects a successor to the office of the removed Director.
- 3.4. Terms. Except as otherwise provided in this Section, each Director shall hold office for a term of two (2) years, and until the Director's successor shall have been duly elected. The initial Directors shall hold office until their successors are elected at the Annual Meeting of Members in 2019. There shall be no limitation on the number of terms that a Director may serve.
- 3.5. Ex Officio Director - Immediate Past President. When an individual’s term as President of the Board ends upon his or her successor’s election to that office, that individual shall, without any other action being required, become the Immediate Past President and shall continue to serve as a Director with full Board voting rights and responsibilities until replaced by his or her successor in the role of Immediate Past President.
- 3.6. Vacancies. Any vacancies occurring in the Board (other than in the role of Immediate Past President) may be filled by the Board from names submitted by the Nominating Committee. A Director elected to fill a vacant position shall hold office for the unexpired term of the Director's predecessor in office.
- 3.7. Compensation. Directors shall not receive any salary or compensation for their service as Directors, but may be reimbursed for reasonable and necessary expenses actually incurred in connection with their service as Directors.
- 3.8. Removal of Directors. Any Director may be removed by act of the Board at any time, with or without cause, pursuant to the procedures specified in this Section. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board. The notice of the meeting shall state

that the issue of removing the Director will be on the agenda. At the meeting, the Director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. The Board shall consider possible arrangements for resolving outstanding issues that are in the mutual interest of the Board and the Director. The Director may be removed by the affirmative vote of a majority (that is, greater than fifty percent (50%)) of the Directors then in office, including the Director so to be removed.

- 3.9. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in or not opposed to the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith and with ordinary care, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation that have been prepared or presented by a variety of persons, including Board Officers and employees of the Corporation and professional advisors and experts, such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property. Subject only to the provisions of Section 7.001(c) of the TBOC, no Director or Board Officer of the Corporation shall be liable to the Corporation or its Members for monetary damages for an act or omission by such Director or Board Officer in his or her capacity as a Director or Board Officer.
- 3.10. Duty to Avoid Improper Distribution. Except as otherwise provided in this Section, Directors who vote for or assent to a distribution prohibited by the TBOC, the Certificate of Formation or these Bylaws are jointly and severally liable to the Corporation for the value of the improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment. A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Board Officers or employees of the Corporation, legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence, or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the value of the Corporation's assets to be the value at least that of their book value; or

(3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information provided by a person who was or became contractually obligated to satisfy or discharge some or all of the liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Directors held liable for improper distributions are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

- 3.11. Delegating Duties. Directors may select agents or advisors and delegate any of the Board's duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. A Director shall have no liability for actions taken or omitted by the advisor if the Director acts in good faith and with ordinary care in selecting the agent or advisor.

4. BOARD MEETINGS

- 4.1. Place of Meeting. Any meetings of the Board may be held at whatever location in Harris County, Texas is determined by the person(s) calling the meeting and specified in the notice of the meeting. In the absence of specific designation, the meeting shall be held at the principal offices of the Corporation.
- 4.2. Annual and Regular Meetings. The annual meeting of the Board shall be held at the time and place designated by resolution of the Board. Regular meetings of the Board shall also be held at such times and places as shall be designated, from time to time, by resolution of the Board. Failure to hold the annual meeting at the designated time shall not cause a dissolution of the Corporation nor impair the powers, rights and duties of the Corporation's Board Officers and Directors.
- 4.3. Special Meetings. Special meetings of the Board may be called at any time by the President of the Board or by any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the location in Harris County, Texas, for holding any special meeting of the Board of Directors called by them.
- 4.4. Notice of Meetings. The Secretary, or an Assistant Secretary to whom the Secretary has delegated such duties, shall give notice of each annual, regular or special meeting in person, by fax, mail, or e-mail to the last known address of each Director at least two (2) business days before the meeting. Oral notice may be substituted for such written notice if given not later than one (1) day before the meeting. Notice of the time and place of any meeting may be waived in writing before or after such meeting, and shall be equivalent to the giving of notice. Attendance of a Director at such meeting shall also constitute waiver of notice thereof, except where the Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as otherwise provided in 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 such meeting.

- 4.5. Requirements for Quorum and Acts of the Board. At all meetings of the Board, the presence of a majority of the then current number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at a meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board.
- 4.6. No Proxies. A Director may not vote or be represented at a meeting by proxy.
- 4.7. Meeting by Conference Call. The Board of Directors and any committee of the Corporation may hold a meeting by telephone or other electronic conference call provided that all persons participating in the meeting are able to hear each other. The notice of a meeting by conference call must state that the meeting will be held by conference call and provide access information as well as all other information required to be included in the notice. A person's participation in a conference call meeting constitutes his or her presence at the meeting for purposes of establishing a quorum.
- 4.8. Decision by Consent. Any act required or permitted to be taken at a meeting of the Board may be taken without a meeting by a written consent to the action approved by Directors who have not less than the minimum number of votes that would be necessary to take such action at a meeting at which all Directors were present and voting. Written consents may be secured by e-mail or other electronic signature. The Secretary shall promptly give notice of an action approved by less than unanimous written consent to all Directors who did not consent.

5. BOARD OFFICERS

- 5.1. Duties of Board Officers. Board Officer positions are volunteer, part-time positions and such Board Officers shall not receive compensation for such service. Subject to the provisions and protections set forth in Sections 3.9, 3.10 and 3.11 of these Bylaws, which shall apply to individuals in their capacities as Board Officers as fully as in their capacities as Directors, and without in any way expanding the responsibility or liability of any of the, the Board Officers shall perform their applicable duties as described in this Section 5.
- 5.2. Removal. Any Board Officer may be removed by act of the Board with or without cause pursuant to the procedures that are specified for the removal of Directors in Section 3.8. If an individual is so removed as a Board Officer, then such removal as a Board Officer shall not also constitute removal as a Director unless the Board also acts to remove such individual as a Director pursuant to Section 3.8. However, if an individual is removed as a Director pursuant to Section 3.8, then such removal as a Director shall also constitute removal as a Board Officer, without any further action by the Board.
- 5.3. Election of Board Officers. The initial Board Officers will be elected by the Board of Directors at its initial meeting after the filing of the Certificate of Formation. Thereafter,

all Board Officers shall be elected by the Members as provided in Section 7.3. Any vacancies in Board Officer positions will be filled by the Board pursuant to Section 5.5.

- 5.4. Terms. Except as otherwise provided in this Section, each Board Officer shall serve a two-year term, or until the Board Officer's earlier death, resignation or removal from office, and until the Board Officer's successor shall have been duly elected. The initial Board Officers shall hold office until their successors are elected at the Annual Meeting of Members in 2019. There shall be no limitation on the number of terms that a Board Officer may serve.
- 5.5. Vacancies. The Board may fill a vacancy in any Board Officer position for the unexpired portion of the vacated position's term. In the event of a vacancy in the office of President of the Board, the President-Elect shall succeed to the presidency for the balance of the unexpired term and shall then serve a full term as President of the Board.
- 5.6. Board Officer Positions. The offices of President of the Board of the Board, President-Elect, Immediate Past President, Secretary, and Treasurer will be held by Directors. The duties of these offices are as follows:
 - 5.6.1. President of the Board. The President of the Board shall preside at all meetings of the Board or Members and cause the minutes of all meetings of the Board or Members to be presented for approval by the Board. The President of the Board shall appoint the Chairs and members of all committees of the Board, subject to Board approval or ratification. Subject to the provisions and protections set forth in Sections 3.9, 3.10 and 3.11 of these Bylaws, the President of the Board shall oversee the policies and affairs of the Corporation, and will perform such other duties as may from time to time be prescribed by the Board.
 - 5.6.2. President-Elect. In the absence of the President of the Board, the President-Elect shall preside at meetings of the Board or Members. He or she shall also serve as Chair of the Nominating Committee.
 - 5.6.3. Immediate Past President. The Immediate Past President shall serve as a Director as provided in Section 3.5.
 - 5.6.4. Secretary. The Secretary shall keep the minutes of all meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall oversee the custody of the records and the seal of the Corporation and the affixation and attestation of the seal to all documents to be executed on behalf of the Corporation under its seal; and shall oversee that the books, reports, statements, certificates and other documents and records required by law are properly kept and filed. The Secretary may delegate these duties to an Assistant Secretary, who shall be the Executive Director or another person who need not be a Director.
 - 5.6.5. Treasurer. The Treasurer shall have general oversight over the financial affairs of the Corporation, including particularly, the process of securing and reviewing the annual audit of the financial statements of the Corporation. He or she shall also serve as Chair of the Finance Committee.

- 5.7. Additional Board Officer Positions. The Directors may create additional Board Officer positions by resolution. The qualification requirements for election to, and duties of, each such additional office shall be as provided in the resolution.

6. COMMITTEES

- 6.1. Authority of Committees. No Standing Committee or other committee shall have or exercise the authority of the Board in the management of the Corporation.
- 6.2. Standing Committees. The Board shall have the following Standing Committees:
- 6.2.1. Nominating Committee. The Nominating Committee shall consist of the President-Elect and at least two (2) other Board members appointed by the President of the Board and approved or ratified by the Board.
- 6.2.2. Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other Board members appointed by the President of the Board and approved or ratified by the Board. The Finance Committee shall exercise general oversight over the Corporation's financial affairs and shall adopt policies guiding the use and investment of the Corporation's financial assets. The Finance Committee shall also oversee the process of securing and reviewing an annual audit of the Corporation's financial statements by an independent audit firm, including the selection of such firm, review of the plan for the conduct of the audit and review of the audited financial statements and report to management.
- 6.3. Additional Committees. The Board may by resolution establish one or more committees in addition to the Standing Committees. The Chair shall appoint the members and chair of each such committee, subject to approval or ratification by the Board.

7. MEMBERS

- 7.1. Eligibility for Membership. The Board shall adopt a written statement of eligible positions that individuals must hold in order to be eligible to become Members, which shall consist of ISD administrators, ISD supervisors and other ISD personnel whose job descriptions include administrative or support duties deemed appropriate for eligibility by the Board.
- 7.2. Becoming Members. Individuals seeking to become Members of the Corporation shall complete an application form approved by the Board to demonstrate their eligibility to become Members. If the Board determines, in the exercise of its sole discretion, that an applicant is eligible and that his or her Membership would be in the interests of the Corporation, such applicant shall be designated by the Board as a Member and shall thereby become a Member. In this regard, the Board may reject any applicant who, in the exercise of its sole discretion, the Board determines is not eligible for Membership or whose Membership it so determines would not be in the interests of the Corporation. Further, the Board may, in the exercise of its sole discretion, terminate a Membership the continuance of which it determines would not be in the interests of the Corporation.

- 7.3. Election of Directors and Board Officers by Members. The Members shall elect the Directors and Board Officers of the Corporation commencing with the regular annual meeting of Members in 2019. Each Member shall have one vote, and the elections will be conducted pursuant to the terms of the Corporation's Bylaws and applicable statutes. Any vacancies in Director or Board Officer positions will be filled by the Board pursuant to Sections 3.6 and 5.5. Except for elections of Directors and Board Officers by Members as provided in this Section, all powers of or in relation to the Corporation shall be exercised by the Board and not by the Members.
- 7.4. Annual Meeting. The initial annual meeting of Members in 2019 shall be held at the time and place designated by resolution of the Board. Failure to call an annual meeting of Members or to hold an annual meeting of Members at the designated time shall give a Member the rights provided in the TBOC but shall not cause a dissolution of the Corporation nor impair the powers, rights and duties of the Corporation's Directors or Board Officers.
- 7.5. Preparation of List of Voting Members. Not more than sixty (60), nor less than forty-five (45), days before the date of an annual meeting of Members, the Executive Director shall set a record date for establishing membership, prepare an alphabetical list of current Members and their addresses, and submit such list to the Board for its approval. The list so approved will be kept available for inspection by Members at the Corporation's principal office in accordance with the TBOC.
- 7.6. Notice of Members' Annual Meetings. The Secretary, or an Assistant Secretary to whom the Secretary has delegated such duties, shall give notice of an annual meeting of Members by mail or email to the last known address of each current Member on the list approved by the Board not more than forty-five (45), nor less than thirty (30) days before the date of the annual meeting of Members.
- 7.7. Slate of Nominations. The notice of an annual meeting of Members shall include the names of proposed nominees for Director and Board Officer positions prepared by the Nominating Committee and approved by the Board. The notice shall be accompanied by the form of ballot for election of such Directors and Board Officers prepared by the Executive Director.
- 7.8. Proxies. Members may vote by written proxy in the election of the Corporation's Directors and Board Officers.
- 7.9. Quorum and Vote. Members holding not less than one-tenth (1/10th) of the votes entitled to be cast, in person or by proxy, shall constitute a quorum at an annual meeting of Members duly convened for the purpose of voting on the election of the proposed nominees for Director and Board Officer positions prepared by the Nominating Committee and approved by the Board. If a quorum is not present at an annual meeting of the Members, the President of the Board may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The act of a majority of the Members present at such an annual meeting of Members at which a quorum is present at the time of the vote shall be the vote of the Members at such meeting.

- 7.10. Member Dues. The Board shall set the amount of dues to be paid by Members from time to time by resolution.
- 7.11. Additional Classes of Members. The Board may establish additional non-voting classes of members by amending these Bylaws. Members of such additional non-voting classes shall have no rights of any kind to exercise the powers of the Corporation.

8. EXECUTIVE DIRECTOR

- 8.1. Appointment and Powers. The Board shall appoint an Executive Director to serve as the Corporation's chief executive officer. Subject to oversight and control by the Board, the Executive Director shall have general supervision and control of all of the Corporation's affairs. The Executive Director may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the Executive Director may not execute instruments on the Corporation's behalf if this power is expressly delegated to another Board Officer or agent of the Corporation by the Board, these Bylaws, or statute. The Executive Director will perform such other duties as may from time to time be prescribed by the Board and all duties incident to the office of Executive Director, including serving as Assistant Secretary of the Corporation.
- 8.2. Removal. The Executive Director may be removed by the Board with or without cause. Any such removal shall be without prejudice to the Executive Director's contractual rights, if any.

9. INDEMNIFICATION

- 9.1. Definitions. As used in this section:

"Director" means any person who is or was a Director of the Corporation and any person who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, Board Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

"Expenses" means court costs, attorneys' fees, and any other reasonable litigation costs, including the cost of expert witnesses.

"Official Capacity" means (i) when used with respect to a Director, the office of Director in the Corporation, and (ii) when used with respect to a person other than a Director, the elective or appointive office in the Corporation held by the Board Officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; but in each case does not include service for any other foreign or domestic Corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

"Proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such an

action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

- 9.2. Indemnification of Directors. The Corporation may indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any Proceeding because he is or was a Director only if it is determined in accordance with Section 3.9, 3.10 and 3.11 that the person conducted himself in good faith; and, in the case of any civil proceeding, reasonably believed (i) in the case of conduct in his Official Capacity as a Director of the Corporation, that his or her conduct was in the Corporation's best interests, and (ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and, in the case of any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful.

9.3. Limitations on Indemnification.

- 9.3.1. Except to the extent permitted in Section 9.4 below, a Director may not be indemnified under Section 9.2 in respect of a Proceeding: (i) in which the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's Official Capacity; or (ii) in which the person is found liable to the Corporation.

The termination of any Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the person did not meet the requisite standard of conduct set forth in Section 9.2. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

- 9.3.2. A person may be indemnified under Section 9.2 against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable Expenses actually incurred by the person in connection with the Proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, indemnification (i) shall be limited to reasonable Expenses actually incurred by the person in connection with the Proceeding and (ii) shall not be made in respect of any Proceeding, including Expenses, in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

- 9.4. Condition to Indemnification. A determination of indemnification under Section 9.2 must be made by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the Proceeding. If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of the full Board (in which vote Directors who are named defendants or respondents may participate), which committee shall consist solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents to the Proceeding; or by special independent legal counsel, selected by the Board or a committee thereof by vote as set forth in this Section, or, if the requisite quorum of the full

Board of Directors cannot be obtained therefor and such a committee cannot be established, by a majority vote of the full Board (in which vote Directors who are named defendants or respondents may participate). Determination as to reasonableness of Expenses shall be made in the same manner as the determination that indemnification is permissible.

9.5. Reasonable Expenses.

9.5.1. A Director who has been wholly successful, on the merits or otherwise, in the defense of any Proceeding in which he is a party because he is a Director shall be indemnified by the Corporation against reasonable Expenses incurred by him in connection with the Proceeding.

- i. If, in a suit for indemnification, a court of competent jurisdiction determines that the Director is entitled to indemnification, the court shall order indemnification and shall award to the Director the Expenses incurred in securing the indemnification.
- ii. If, upon application of a Director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that a Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the standard of conduct set forth in Section 9.2 or has been found liable in the circumstances described in Section 9.3, the court may order such indemnification as the court determines is proper and equitable; but if the Director is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable Expenses actually incurred by the person in connection with the Proceeding.

9.5.2. Reasonable Expenses incurred by a Director who was, is, or is threatened to be made a named defendant or respondent to a Proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such Proceeding and without the determination specified in Section 9.4, after

- i. receipt by the Corporation of a written affirmation by the Director of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation as authorized in this subsection, and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it shall ultimately be determined that he has not met such standard or if it is ultimately determined that indemnification of the Director against Expenses incurred by him in connection with that Proceeding is prohibited by Section 9.3; and
- ii. a determination that the facts then known to those making the determination would not preclude indemnification under this Article 7.

9.5.3. The written undertaking required by Section 9.5.2 must be an unlimited general obligation of the Director but need not be secured. It may be accepted without

reference to financial ability to make repayment. Determinations and authorizations of payments under Section 9.5.2 shall be made in the manner specified in Section 9.4.

9.6. Optional Indemnification.

9.6.1. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, Bylaw, agreement, insurance policy, vote of disinterested Directors or otherwise, both as to action in their Official Capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Board Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person; provided, however, no provision for the Corporation to indemnify or to advance Expenses to a Director who was, is or is threatened to be made a named defendant or respondent to a Proceeding, whether contained in the Certificate of Formation, these Bylaws, a resolution of Directors, an agreement or otherwise (except as contemplated by Section 7.8), shall be valid unless consistent with this Article or, to the extent that indemnity hereunder is limited by the Certificate of Formation, consistent therewith.

9.6.2. Nothing contained in this Article 9 shall limit the Corporation's power to pay or reimburse Expenses incurred by a Director in connection with his appearance as a witness in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

9.7. Indemnification of Board Officers. Unless limited by the Certificate of Formation of the Corporation, a Board Officer of the Corporation shall be indemnified as and to the same extent provided in Section 9.2 for a Director and shall be entitled to the same extent as a Director to seek indemnification; and the Corporation may indemnify and advance Expenses to a Board Officer, employee or agent of the Corporation to the same extent that it may indemnify and advance Expenses to Directors pursuant to this Article.

9.8. Indemnification of Employees, Agents and Others. The Corporation may indemnify and advance Expenses to a person who is an employee, agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Board Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan to the same extent that it may indemnify and advance expenses to Directors under this Article. The Corporation may indemnify and advance Expenses to such person to such extent, consistent with law, as may be provided by the Certificate of Formation of the Corporation, these Bylaws, general or specific action of the Board of Directors, or contract or as permitted or required by common law.

9.9. Insurance. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Board Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Board

Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity of arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Texas Non-Profit Corporation Act or this Article.

- 9.10. Benefit Plans. For purposes of this Article, the Corporation shall be deemed to have requested a Director to serve an employee benefit plan whenever the performance by him of his duties to the Corporation also imposed duties on, or otherwise involves services by, him to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a Director with respect to an employee benefit plan pursuant to applicable law shall be deemed "fines". Action taken or omitted by him or her with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

10. TRANSACTIONS OF CORPORATION

- 10.1. Contracts. The Board may authorize any Board 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 extend to any number and type of possible contracts and instruments.
- 10.2. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board elects.
- 10.3. 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 gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.
- 10.4. Potential Conflicts of Interest. The Corporation may not make any loan to a Director, Board Officer, or committee member of the Corporation. A Director, Board Officer, or committee member of the Corporation may not lend money to – and otherwise transact business with – the Corporation except as otherwise provided by these Bylaws, the Certificate of Formation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from – or otherwise transact business with – a Director, Board Officer, or committee member of the Corporation unless the transaction is approved in accordance with the Corporation's Conflict of Interest Policy.
- 10.5. Prohibited Acts. As long as the Corporation exists, and except with the Board's prior approval, no Director, Board Officer, or committee member of the Corporation may:
- i. Do any act in violation of these Bylaws or a binding obligation of the Corporation.

- ii. Do any act with the intention of harming the Corporation or any of its operations.
- iii. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- iv. Receive an improper personal benefit from the operation of the Corporation.
- v. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- vi. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- vii. 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.
- viii. 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.
- ix. Discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee to provide information or assist in an investigation regarding conduct that the employee reasonably believes constitutes a violation of law or to file, testify, participate in or otherwise assist in a proceeding relating to an alleged violation of law.
- x. Take any action to fraudulently influence, coerce, manipulate or mislead the auditor of the Corporation's financial statements for the purpose of rendering the financial statements materially misleading.

11. BOOKS AND RECORDS

11.1. Required Books and Records. The Corporation shall maintain the following records:

- i. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Certificate of Formation, any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- ii. A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them.
- iii. Minutes of the meetings of the Board of Directors.
- iv. A list of the names and addresses of the Directors, Board Officers, and any committee members of the Corporation.

- v. A list of the names and addresses of Members, which shall be updated and approved from time to time and approved by the Board.
 - vi. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of each of the three (3) most recent fiscal years.
 - vii. An annual report of the financial activity of the Corporation for the three (3) most recent fiscal years. The report must conform to the accounting standards promulgated by the American Institute of Certified Public Accountants and shall include a statement of support, revenue and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.
 - viii. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
 - ix. The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.
- 11.2. Inspection and Copying. Any Director Board Officer, or committee member of the Corporation may inspect and receive copies of all corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.
- 11.3. Inspection by Members. A Member, on written demand stating the purpose of the demand, is entitled to examine and copy at the Member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the Corporation relevant to that purpose.

12. GENERAL PROVISIONS

- 12.1. Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present or by unanimous written consent of all the Directors.
- 12.2. Audit. The Corporation shall have an annual audit of the Corporation's financial statements by a reputable independent auditing firm.
- 12.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

- 12.4. Interpretation. In these Bylaws, unless a clear contrary intention appears:
- i. the singular number includes the plural number and vice versa;
 - ii. reference to any person in a particular capacity excludes such person in any other capacity or individually;
 - iii. reference to any gender includes each other gender;
 - iv. reference to any applicable law means such applicable law as amended, modified, codified, replaced or reenacted, in whole or in part, and in effect from time to time, including rules and regulations promulgated thereunder and reference to any section or other provision of any applicable law means that provision of such applicable law from time to time in effect and constituting the substantive amendment, modification, codification, replacement or reenactment of such section or other provision;
 - v. reference to any Section means such Section hereof or hereto;
 - vi. "including" (and with correlative meaning "include") means including without limiting the generality of any description preceding such term.
- 12.5. Relation to Certificate of Formation. A provision of the Certificate of Formation that is inconsistent with these Bylaws controls over these Bylaws.
- 12.6. Procedural Rules. To the extent consistent with these Bylaws, proceedings of the Board and of the Members shall be conducted in accordance with the then current edition of Roberts Rules of Order.
- 12.7. Resignations. Any Director or Board Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Corporation. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.
- 12.8. Seal. The seal of the Corporation shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.
- 12.9. Securities. Any designated agent of the Corporation shall have power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of any issuer which may be held or owned by the Corporation and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.
- 12.10. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such Board Officer, Board Officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board or the Executive Committee.

- 12.11. Waiver. Whenever, under the provisions of any law, the Certificate of Formation or amendments thereto, or these Bylaws, any notice is required to be given under the provisions of these Bylaws to any Director, or committee member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation as adopted by the Board of Directors in accordance with Section 22.102 of the TBOC on this ____ day of _____, 2025.

Dated and executed this this ____ day of _____, 2025..

By: _____
SECRETARY