

# Canon Envirothon Bylaws

## AMENDED AND RESTATED BYLAWS OF CANON ENVIROTHON PREAMBLE

These Amended and Restated Bylaws of Canon Envirothon (the "Corporation") are subject to, and governed by, the Texas Business Organizations Code (the "TBOC") and the Amended and Restated Certificate of Formation of the Corporation (the "Certificate of Formation"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC or the provisions of the Certificate of Formation, such provisions of the TBOC or the Certificate of Formation, as the case may be will be controlling.

The Corporation is a non-profit Corporation and shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate the Corporation's status as an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the provision of any subsequent United States revenue law (with such code and any such subsequent law being collectively referred to herein as the "Code").

## ARTICLE I OFFICES

Section 1. Principal Office. The Corporation may have, in addition to its registered office, offices at such other places within and without the State of Texas as the Executive Committee (as defined below) may determine from time to time or as the activities of the Corporation may require.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TBOC.

## ARTICLE II MEMBERS

Section 1. Time and Place of Meetings. Meetings of the Members shall be held twice each year (each, a "Regular Meeting")—one meeting shall be held in conjunction with the National Association of Conservation Districts' annual meeting (the "Winter Meeting") and a second meeting shall be held in conjunction with the Corporation's annual competition for high school students (the "Annual Meeting"). The Executive Committee may determine that any Regular Meeting may be held solely by means of remote communication.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Chairperson, a majority of the Executive Committee or by the affirmative vote of at least 10% of the Members entitled to vote, unless the Certificate of Formation provides otherwise, in which event such provision of the Certificate of Formation shall govern. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at special meetings shall be confined to the purposes stated in the notice of the meeting.

Section 3. Notice. Written or printed notice stating the place, day and hour of any meeting of the Members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than 30 days before the date of the meeting, personally, by electronic transmission or by mail, by or at the direction of the Chairperson, Secretary or the officer or person calling the meeting, to the Representative of each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid and addressed to the Representative at their address as it appears on the records of the Corporation. If electronically transmitted with the consent of a Representative, such notice shall be deemed given to the Member's Representative when (i) transmitted to a facsimile number provided by the Representative for the purpose of receiving notice; (ii) transmitted to an electronic mail address provided by the Representative for the purpose of receiving notice; (iii) posted on an electronic network and a message is sent to the Representative at an address provided by the Representative for the purpose of alerting the Representative of a posting of such a notice; or (iv) communicated to the Representative by any other form of electronic transmission consented to by the Representative for the purpose of receiving notice.

Section 4. Quorum. For any matter to be presented at that meeting, a quorum shall be present at a meeting of the Members if the Representatives of Members having a majority of the voting power entitled to vote at the meeting are present in person or represented by proxy, unless otherwise provided by the Certificate of Formation in accordance with the TBOC. Once a quorum is present at a meeting of the Members, the Members' Representatives, whether represented in person or by proxy at the meeting, may conduct such business as may properly be brought before the meeting until the meeting is adjourned, and the subsequent withdrawal from the meeting of any Representative or the refusal of any Representative represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. If, however, a quorum is present at any meeting of the Members, the Members' Representatives entitled

to vote, present in person or represented by proxy, shall have the power to adjourn the meeting, without notice (other than announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting), until such time and to such place as may be determined by a vote of a majority of the Members' Representatives represented in person or by proxy at such meeting until a quorum shall be present. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 5. Voting. When a quorum is present at any Members' meeting, the vote of at least 51% of the Members' Representatives entitled to vote on, and that voted for or against or expressly abstained with respect to, any question or matter brought before such meeting, shall decide such question or matter brought before such meeting (collectively, a "Majority Vote"), other than matters for which the affirmative vote of a specific number of the Representatives on behalf of the Members is required by the TBOC, and such Majority Vote shall be the act of the Members, unless otherwise provided by the Certificate of Formation or these Bylaws in accordance with the TBOC.

The following items shall require a Majority Vote:

- (a) amending the number of directors in accordance with Article IV, Section 1;
- (b) electing directors in accordance with Article IV, Section 2;
- (c) amending these Bylaws in accordance with Article XI;
- (d) upon recommendation of the Executive Committee, approving the host site;
- (e) approving changes to the Corporation's internal policies;
- (f) approving changes to the rules of the Corporation's annual competition; and
- (g) upon recommendation of the Executive Committee, approving the Corporation's annual budget.

At every meeting of the Members, each Members' Representative shall be entitled to cast, in person or by proxy, one vote or such number of votes as is specified in the Certificate of Formation, except to the extent that the voting rights of a Member are limited or denied by the Certificate of Formation. At each election of the members of the Executive Committee, every Representative shall be entitled to cast, in person or by proxy, one vote for as many persons as there are directors to be elected and for whose election he has a right to vote. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided therein. Each proxy shall be revocable unless (i) the proxy form conspicuously states that the proxy is irrevocable, and (ii) the proxy is coupled with an interest, as defined in the TBOC and other Texas law.

Section 6. Action by Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by all of the Representatives of the Members entitled to vote with respect to the action that is the subject of the consent.

In addition, if the Certificate of Formation so provides, any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, shall be signed by not less than the minimum number of Representatives that would be necessary to take such action at a meeting at which Members entitled to vote on the action were present and voted. Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action. Every written consent signed by the Representatives of less than all the Members entitled to vote with respect to the action that is the subject of the consent shall bear the date of signature of each Representative who signs the consent. No written consent signed by the Representatives of less than all the Members entitled to vote with respect to the action that is the subject of the consent shall be effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in a manner as set forth below in this Section 6, the consent or consents signed by not less than the minimum number of Representatives that would be necessary to take the action that is the subject of the consent are delivered to the Corporation. If such written consent is solicited by the Corporation or the Executive Committee, delivery to the Corporation may be made to the person or persons, at the address or addresses, and in the manner or manners authorized by the Executive Committee for that purpose; except that if the Executive Committee does not specify how such written consent is to be delivered, delivery shall be to the Secretary of the Corporation at the Corporation's principal executive office, or to the other officer or agent of the Corporation having custody of the books in which the proceedings of Representative meetings are recorded at such officer's or agent's principal business address, by any method reasonably calculated to result in the Secretary's or such other officer's or agent's timely receipt of the consent. If such written consent is not solicited by the Corporation or the Executive Committee: (a) delivery to the Corporation must be made to the Corporation's registered office or its principal executive office or place of business or to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Representatives are recorded; and (b) delivery must be by hand or certified or registered mail, return receipt requested, and if delivered to the Corporation's principal executive office or place of business, the consent must be addressed to the Chairperson.

Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a Representative may be substituted or used instead of the original writing for any purpose for which the original writing

could be used, if the reproduction is a complete reproduction of the entire original writing.

Section 7. Definitions. For the purposes of these Bylaws, "Member" has the meaning given it in Section 1.002(53)(B) of the TBOC.

### ARTICLE III

#### ADMISSION OF MEMBERS

Section 1. Membership Application. Any one group or organization (whether incorporated or not) operating within any state, province, territory or other similar governmental jurisdiction (an "Applicant") which meets the following criteria shall be eligible to apply to become a Member of the Corporation:

- (a) Applicant must have as its primary purpose the promotion of environmental awareness and protection through, among other activities, participation in the Regular Meetings.
- (b) Applicant shall submit a written request for membership, which shall include, among other things, a copy of its organizational guidelines and governing documents.
- (c) Applicant agrees to be bound by these Bylaws and to pay to the Corporation such annual dues as may be set by the Executive Committee in accordance with Section 3, below.
- (d) Only one Applicant from a given state, provincial governmental jurisdiction or territory shall be recognized at any one time as a Member.

Section 2. Election of Members. An application for Membership in the Corporation shall be reviewed by the Executive Committee, which may then recommend to the Members that an Applicant be admitted as a new Member. A Majority Vote shall be required for the election and admission of a new Member. Upon the election and admission of a new Member, such Member shall receive from the Corporation:

- (a) a reference packet of materials concerning the next Annual Meeting;
- (b) additional materials that may be available concerning the Corporation and membership therein; and
- (c) copies of promotional and educational materials developed by the Corporation.

Section 3. Annual Dues.

- (a) Subject to the approval of a Majority Vote, the Executive Committee shall set the dues to be paid annually by each Member.
- (b) Dues shall be payable on the first day of January in each fiscal year.
- (c) Dues shall not be assessed against any newly-elected Member in the first year of such Member's membership.
- (d) If any Member fails to pay its dues within six months of their due date, the Member may be terminated in the manner provided in Section 5, below.

Section 4. Voting Rights and Responsibilities of Members.

- (a) Each Member shall be entitled to designate one Representative to attend meetings of the Members, and each Representative shall have one vote on any matter submitted to a vote of the Members.
- (b) If a Representative is absent from or unable to attend a meeting, the Representative may designate a proxy in writing and shall provide such proxy to the Executive Director prior to the meeting.
- (c) In the event a Representative is named another Representative's proxy, that Representative may vote no more than two proxies in any meeting.
- (d) Each Representative is expected to attend all Regular Meetings.

Section 5. Termination of Membership. Upon recommendation of the Executive Committee, the Members may, by a Majority Vote, elect to suspend or expel a Member from the Corporation. Upon termination of any Member, the Executive Committee shall entertain applications from other possible Applicants from the state or province of the terminated Member.

Section 6. Resignation. A Member may resign its membership in the Corporation by filing a written resignation with the Secretary.

Section 7. Transfer of Membership. Membership is not transferable or assignable.

### ARTICLE IV

#### DIRECTORS

Section 1. Number of Directors. The board of directors shall also be known as the "Executive Committee". The number of directors of the Corporation shall be fixed at seven (7), which number may be increased or decreased by a Majority Vote. No decrease in the number of directors shall have the effect of reducing the term of any incumbent director.

Section 2. Election and Term. Except as provided herein or in Section 6 of this

Article IV, directors shall be elected at each Annual Meeting by a Majority Vote. The directors shall be divided, with

respect to the time for which they severally hold office, into three classes with the term of office of each class to expire from the time that class is elected until the third Annual Meeting of Members, with each director to hold office until his or her successor shall have been duly elected and qualified. At each Annual Meeting of Members, commencing with the first Annual Meeting, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Members after their election.

**Section 3. General Powers.** The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Executive Committee, which may do or cause to be done all such lawful acts and things as are not prohibited by the TBOC, the Certificate of Formation or these Bylaws and not directed or required to be exercised or done by the Members.

**Section 4. Eligibility.** Directors must be the Representative of a Member of the Corporation, though a director need not be a resident of the State of Texas.

**Section 5. Vacancies.** A vacancy of the Executive Committee may be filled by a majority vote of the remaining directors. The new director shall hold office for a term expiring at the Annual Meeting of Members at which the term of office of the class to which they have been elected expires and until such director's successor shall have been duly elected and qualified.

**Section 6. Removal.** At any meeting of the Members, a director may be removed by a Majority Vote.

**Section 7. Resignation.** A director may resign at any time by giving written notice to the Chairperson, Secretary or Executive Director. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 8. Regular Meetings.** The Executive Committee shall hold regular meetings in such place or places as designated from time to time by resolution of the Executive Committee and communicated to all Executive Committee members. Notice of such meetings shall be given in writing to all directors prior to the meeting as determined by the Executive Committee.

**Section 9. Special Meetings.** Special meetings of the Executive Committee may be called by or at the request of the Chairperson and shall be called by the Secretary on the written request of a majority of the incumbent directors. The person or persons authorized to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Executive Committee called by such person or persons. Notice of any special meeting shall be given at least 24 hours previous thereto if given either personally (including written notice delivered personally) or by telex, facsimile, telegram or other means of electronic transmission (if permitted), and at least 72 hours previous thereto if given by written notice mailed or otherwise sent or delivered to each director at the address of his business or residence. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. Any director may waive notice of any meeting, as provided in Section 2 of Article V of these Bylaws.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 10. Notice by Electronic Transmission.** With the consent of a director, notice of the date, time, place or purpose of a regular or special meeting of the Executive Committee may be given to the director by electronic transmission. Notice under this Section 10 shall be deemed given to the director when the notice is (a) transmitted to a facsimile number provided by the director for the purpose of receiving notice; (b) transmitted to an electronic mail address provided by the director for the purpose of receiving notice; (c) posted on an electronic network and a message is sent to the director at the address provided by the director for the purpose of alerting the director of a posting of such a notice; or (d) communicated to the director by any other form of electronic transmission consented to by the director for the purpose of receiving notice.

**Section 11. Quorum and Voting.** At all meetings of the Executive Committee, the presence of a majority of the number of directors fixed in the manner provided in Section 1 shall constitute a quorum for the transaction of business, unless a different number or portion is required by law, the Certificate of Formation or these Bylaws. At all meetings of committees of the Executive Committee (if one or more be designated in the manner described in Section 13), the presence of a majority of the number of persons fixed from time to time by resolution of the Executive Committee to serve as members of such committees shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of at least a majority of the directors present and entitled to vote at any meeting of the Executive Committee or a majority of the persons present and entitled to vote at any meeting of a committee of the Executive Committee shall be the act of the Executive Committee or the committee, except as may be otherwise specifically provided by the TBOC, the Certificate of Formation or these Bylaws.

Directors may not vote by proxy at any meeting of the Executive Committee. Directors with a current or proposed interest in a contract or business transaction of the Corporation and directors who are directors or officers or similar managerial officials of, or have a financial interest in, any other entity or other organization with which the Corporation has or proposes to have a contract or business transaction may be counted in determining the presence of a quorum at a meeting of the Executive Committee or a committee of the Executive Committee to authorize such contract or business transaction. If a quorum is not present at any meeting of the Executive Committee or a committee thereof, a majority of the directors present thereat may adjourn the meeting, without notice other than announcement at the meeting, until such time and to such place as may be determined by such majority of directors, until a quorum shall be present.

#### Section 12. Committees of the Executive Committee.

- (a) The Executive Committee may designate from among its members or the Representatives one or more committees, each of which shall be composed of one or more of its members or Representatives, and may designate one or more of its members or Representatives as alternate members of any committee, who may, subject to any limitations imposed by the Executive Committee, replace absent or disqualified members at any meeting of that committee. Any such committee, to the extent provided in the resolution of the Executive Committee or in the Certificate of Formation or these Bylaws, all of the authority of the Executive Committee of the Corporation, except where action of the Executive Committee is required by the TBOC or by the Certificate of Formation. (b) Any member of a committee of the Executive Committee may be removed, with or without cause, by the Executive Committee. If any vacancy or vacancies occur in a committee of the Executive Committee caused by death, resignation, retirement, disqualification, removal from office or otherwise, the vacancy or vacancies shall be filled by the Executive Committee.
- (c) Such committee or committees shall have such name or names as may be designated by the Executive Committee and shall keep regular minutes of their proceedings and report the same to the Executive Committee when required.
- (d) Special Committees.

By way of example and not by way of limitation, the Executive Committee may create the following committees:

- (a) a Nominating Committee, as more particularly described in subsection (e), below;
- (b) a Fund Raising Committee which shall seek grants to secure the necessary funding to adequately develop and operate the Corporation;
- (c) a Testing Committee which shall work with the host state or province in developing, preparing and administering the Canon Envirothon Written Test; and
- (d) an Appeals Committee which shall resolve all written appeals that arise during the Annual Meeting.
- (e) Nominating Committee. The Nominating Committee shall consist of a minimum of three Members who are not currently serving as directors (the "Nominating Committee") and shall be charged with evaluating potential directors from the pool of Representatives. The goal of the Nominating Committee shall be the nomination of director candidates reflecting the various regions represented by the Members. The Nominating Committee shall report the director candidates to the Chairperson not less than 60 days prior to the Annual Meeting. The Chairperson (directly or through the Executive Director) shall provide a list of any such director candidates to the Members not less than 30 days prior to the Annual Meeting.
- (f) Term of Office. Each member of a committee shall continue as such until the next Regular Meeting or until a successor is appointed, unless the committee shall be sooner terminated or such member is removed from such committee (with or without cause).
- (g) Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section 13. Compensation of Directors. Unless otherwise provided by resolution of the Executive Committee, directors, as members of the Executive Committee or of any committee thereof, shall not be entitled to receive any salary for their services. Nothing herein contained, however, shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 14. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Executive Committee or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Executive Committee or the committee, as the case may be. A telegram, telex, cablegram, or other electronic transmission by a director consenting to an action to be taken and transmitted by a director is considered written, signed, and dated for the purposes of this.

Section 14 if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the director and the date on which the director transmitted the transmission. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Executive Committee or the committee thereof.

Section 15. Meetings by Electronic Communications Equipment. Members of the Executive Committee of the Corporation or any committee designated by the Executive Committee, may participate in and hold a meeting of such board or committee by means of conference telephone or similar communications equipment, or another suitable electronic communications system (including, without limitation, video conferencing or the Internet), or any combination, if

the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting; and participation in a meeting pursuant to this Section 15 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE V NOTICES

Section 1. Form of Notice. Whenever under the provisions of the TBOC, the Certificate of Formation or these Bylaws, notice is required to be given to any director or Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice exclusively, but any such notice may be given in writing, by mail, postage prepaid, or by telex, facsimile, or telegram, or other means of electronic transmission (if the director or Member so consents in accordance with the TBOC and these Bylaws), addressed or transmitted to such director or Member at such address, or in accordance with such form of electronic communication specified by the director or Member for that purpose, as appears on the books and records of the Corporation. Any notice to be given by mail shall be deemed to be given at the time when it is deposited, postage prepaid, in the United States mail. Any notice to be given by telex, facsimile, telegram or other means of electronic transmission shall be deemed to be given at the time specified in Section 3 of Article II of these Bylaws for a Member or in Section 10 of Article IV of these Bylaws for a director.

Section 2. Waiver. Whenever under the provisions of the TBOC, the Certificate of Formation or these Bylaws, any notice is required to be given to any director or Member of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. The business to be transacted at a regular or special meeting of the Members, directors or members of a committee of directors or the purpose of a meeting is not required to be specified in a written waiver of notice or a waiver by electronic transmission, unless required by the Certificate of Formation.

Section 3. When Notice Unnecessary. Whenever, under the provisions of the TBOC, the Certificate of Formation or these Bylaws, any notice is required to be given to any Member, such notice need not be given to the Member if:

- (a) notice of two consecutive Regular Meetings and all notices of meetings held during the period between those Regular Meetings, if any, or
- (b) all (but in no event less than two) payments (if sent by first class mail) of distributions or interest on securities during a 12-month period, have been mailed to the Member's Representative, addressed at the address as shown on the records of the Corporation, and have been returned undeliverable. Any action or meeting taken or held without notice to such a person shall have the same force and effect as if the notice had been duly given. If such a person delivers to the Corporation a written notice setting forth his then current address, the requirement that notice be given to that person shall be reinstated.

## ARTICLE VI OFFICERS

Section 1. Number and Titles. The elected officers of the Corporation shall be (a) a Chairperson, (b) a Vice-Chairperson, (c) a Secretary and (d) a Treasurer. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been duly elected and qualified, unless such officer is removed, resigns or is unable to serve. Each officer must be a Representative of a Member of the Corporation.

Section 2. Election. The Executive Committee shall elect the officers of the Corporation at each Annual Meeting. The Executive Committee may appoint such other officers and agents as it shall deem necessary and shall determine the salaries of any officers and agents from time to time. The officers shall assume their duties on September 1st following the Annual Meeting and hold office until their successors are chosen and qualified. Any officer elected or appointed by the Executive Committee may be removed, with or without cause, at any time by a majority vote of the whole Executive Committee. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Chairperson. The Chairperson shall be a member of the Executive Committee and, subject to the provisions of these Bylaws, shall have general supervision of the affairs of the Corporation and general and active control of all its business. The Chairperson shall preside, when present, at all meetings of Members and at all meetings of the Executive Committee. The Chairperson shall see that all orders and resolutions of the Executive Committee and the Members are carried into effect. The Chairperson shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and affix the corporate seal 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, subject to the provisions of these Bylaws; to remove or suspend any employee or agent who shall have been employed or appointed under his authority or under authority of an officer subordinate to him; to suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the Chairperson; and, in general, to exercise all the powers and authority usually appertaining to the chief executive officer of a corporation, except as otherwise provided in these Bylaws.

Section 4. Vice-Chairperson. The Vice-Chairperson shall also be a member of the Executive Committee and shall

preside at all meetings when the Chairperson is absent and represent the Chairperson when so designated. The Vice-Chairperson will oversee all subcommittees and coordinate all subcommittee reports.

Section 5. Treasurer. The Treasurer of the Corporation shall be a member of the Executive Committee or a Representative of a Member of the Corporation and:

- (a) shall have general control and responsibility for all funds of the Corporation;
- (b) when necessary or proper, may endorse, on behalf of the Corporation, for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Executive Committee and may sign all receipts and vouchers for payment made to the Corporation, either alone or jointly with such other officer as designated by the Executive Committee;
- (c) shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which shall be open at all times to the inspection of the Executive Committee;
- (d) shall, under the direction of the Executive Committee, disburse all moneys;
- (e) shall submit a report of the accounts and financial condition of the Corporation at each regular or special meeting of the Executive Committee and each Regular Meeting of the Members;
- (f) shall perform all acts incident to the position of Treasurer, subject to the control of the Executive Committee and shall perform such other duties as may be prescribed from time to time by the Chairperson or Executive Committee; and
- (g) shall, if required by the Executive Committee or applicable law, give such bond for the faithful discharge of his or her duties in such form as the Executive Committee may require.

Section 6. Secretary. The Secretary of the Corporation shall be a member of the Executive Committee or a Representative of a Member of the Corporation:

- (a) shall take minutes of all proceedings of the Executive Committee meetings and of the Members meetings and shall make them available to the attendees within 30 days;
- (b) shall attend to the giving and serving of all notices;
- (c) may in the name of the Corporation attest to all contracts of the Corporation and affix the seal, if any, of the Corporation thereto;
- (d) shall in general perform duties incident to the office of Secretary, subject to the control of the Executive Committee; and
- (e) shall discharge such other duties as shall be prescribed from time to time by the Executive Committee or the Chairperson.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Executive Committee may authorize any officer(s) or agent(s) 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 2. 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 federally insured depositories as the Executive Committee may from time to time direct or as shall be selected in accordance with procedures established by the Executive Committee.

Section 3. Checks, Drafts, or Orders for Payment. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 4. Gifts. The Corporation may accept contributions, gifts, bequests or a devise to the Corporation. Any officer of the Corporation may accept or authorize acceptance on behalf of the Corporation of any contribution, gift, bequest, or devise to the Corporation whether for the Corporation's general purposes or for any special purpose, in accordance with a resolution of the Executive Committee.

Section 5. Conflicts of Interest and Contracts or Agreements Involving Directors or Officers. Subject to the limitations of this Section 5, directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation and may freely make contracts, enter into transactions or otherwise act for and on behalf of the Corporation notwithstanding that at such time they also may be acting as individuals or as trustees, beneficiaries or advisers of trusts, or as members, associates, agents, shareholders, officers or directors, of other persons or corporations or may be interested in the same matter as shareholders, directors, officers or otherwise; provided, however, that no contract or agreement may be entered into by and between the Corporation and any of the following:

- (a) a director, officer, committee member, or 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 TBOC as specified herein; 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 4958 of the Code, either (x) such transaction is reviewed and approved in accordance with the "rebuttable presumption of reasonableness safe harbor" provisions set forth in the regulations promulgated under Section 4958 of the Code and the Intermediate Sanctions Policy of the Corporation; or (y) the Executive Committee determines that such procedures are not necessary for the transaction involved and records its specific finds for making such determination. Section 22.230 of the TBOC requires that prior to consummating any contract, transaction or action taken on behalf of the Corporation involving any matter in which any officer is personally interested as a director, officer, trustee or beneficiary or advisor of a trust, or otherwise, that contract, transaction or action must be authorized and approved in good faith and with ordinary care by a vote of a majority of the Executive Committee in attendance at a meeting at which a quorum is present, without counting the vote(s) of any interested Executive Committee member(s), and only after the disinterested Executive Committee members are provided with knowledge of the material facts concerning the contract or transaction and each interested officer's interest in the transaction, and only if the entering into of such contract or transaction is not violative of those provision of the Certificate of Formation of the Corporation that prohibit the Corporation's use or application of its funds for private benefits. Any interested officer may be counted in determining the presence of a quorum at a meeting of the Executive Committee at which a contract or transaction described in this section is authorized, but the interested officer must leave the meeting during the discussion of, and the vote on, such contract or transaction. The minutes of any such meeting must include

- (a) the names of the interested officers who disclosed any possible direct or indirect interest, a description of the nature of the alleged interest and whether the Executive Committee determined a conflict of interest did in fact exist;
- (b) the names of the officers who were present for discussions relating to the proposed contract or transaction the content of those discussions, including any alternatives to the proposed contract or transaction and a record of the vote; and
- (c) such other information as may be required by the Intermediate Sanctions Policy of the Corporation. Notwithstanding any provision contained in this section, no contract, transaction or act shall be entered into or performed on behalf of the Corporation if such contract, transaction or act would result in the loss of the Corporation's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Executive Committee or the officers of the Corporation be obligated to inquire into the authority of the Executive Committee or the officers so authorized to enter into or consummate any contract or to take any other action on behalf of the Corporation.

## ARTICLE VIII BOOKS AND RECORDS

Section 1. 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 Executive Committee and meetings of Members. The Executive Committee shall keep at the principal or registered office a record of the names and addresses of the Members entitled to vote and their respective Representatives. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE IX INDEMNIFICATION

Section 1. General. The Corporation may indemnify persons who are a director or officer of the Corporation, both in their official capacities and as a delegate, against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by Chapter 8 of the TBOC. The Corporation shall pay or reimburse, in advance of the final disposition of the proceeding, to each person who is then a director or officer or delegate of the Corporation all reasonable expenses incurred by such person who was, is or is threatened to be made a respondent in a proceeding to the full extent permitted by Section 8.104 of the TBOC. The Corporation shall indemnify persons who are or were an employee or agent (other than a present or former director or officer or delegate) of the Corporation (collectively, along with the present and former directors and officers and delegates of the Corporation, "Corporate Functionaries") against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by Chapter 8 of the TBOC. The Corporation may pay or reimburse, in advance of the final disposition of the proceeding, to each former director or officer or delegate of the Corporation, or each present or former employee or agent (other than a present or former director or officer or delegate) of the Corporation, all reasonable expenses incurred by such person who was, is or is threatened to be made a respondent in a proceeding. The rights of indemnification provided for in this Article IX shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or vote of Representatives or as a matter of law or otherwise. Terms used in this Article IX that are defined in Section 8.001 of the TBOC are used as so defined.

Section 2. Insurance. The Corporation may purchase or maintain insurance on behalf of any Corporate Functionary against any liability or expense asserted against him and incurred by him in such a capacity or arising out of his status as a Corporate Functionary, whether or not the Corporation would have the power to indemnify him or her against the liability or expense under the TBOC or these Bylaws; provided, however, that if the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Representatives of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or

arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation: (i) create a trust fund; (ii) establish any form of self-insurance, including a contract to indemnify; (iii) secure its indemnification obligation by grant of any security interest or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement. Any such insurance or other arrangement may be procured, maintained or established within the Corporation or its affiliates or with any insurer or other person deemed appropriate by the Executive Committee of the Corporation regardless of whether all or part of the stock or other securities thereof are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Executive Committee of the Corporation as to the terms and conditions of such insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in approving such insurance or other arrangement shall be beneficiaries thereof.

Section 3. Other Rights. The indemnification provided by these Bylaws may not be deemed exclusive of any other rights to which a Corporate Functionary seeking indemnification may be entitled under the Certificate of Formation of the Corporation, these Bylaws, a resolution of directors, an agreement or otherwise both as to action in his or her official capacity and as to action in any other capacity, and will continue as to such Corporate Functionary after the termination of such capacity and will inure to the benefit of his or her heirs, executors and administrators; provided, however, that any provision for the Corporation to indemnify or to advance expense to a director, whether contained in the Certificate of Formation of the Corporation, these Bylaws, a resolution of officers, an agreement or otherwise, except in accordance with Section 7, is valid only to the extent it is consistent with Section 8 of the TBOC, as limited by the Certificate of Formation of the Corporation, if such a limitation exists.

Section 4. Severability. In the event that any part or portion of this Article is judicially determined to be invalid or unenforceable, such determination will not in any way affect the remaining portions of this Article, but the same will be divisible and the remainder will continue in full force and effect. Notwithstanding any provision of this Article to the contrary, the Corporation shall not indemnify any person described in this Article if such indemnification (1) would jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code, (2) would cause the imposition of the federal excise tax under Section 4958 of the Code, or (3) if the Corporation is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

## ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end December 31st of each year.

Section 2. Seal or Logo. The Executive Committee may in its discretion elect to have a corporate seal or logo. If such an election is made, the seal or logo of the Corporation shall be such as from time to time may be approved by the Executive Committee.

Section 3. Loans to Officers or Members Prohibited. No loans shall be made by the Corporation to its officers or to its Members or their respective Representatives. Any officer or Member voting for or consenting to the making of any loan to an officer, Member or Representative which is prohibited by the TBOC, and any officer, Member or Representative participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 4. Meetings by Telephone or Other Remote Communications Technology.

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, Members, members of the Executive Committee or members of any committee designated by the Executive Committee may, unless otherwise restricted by statute, by the Certificate of Formation of the Corporation or by these Bylaws, participate in and hold a meeting of such Members or officers or committee, as the case may be, by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each other member participating in the meeting can communicate concurrently with each participant). Participation in such a meeting pursuant to this section shall constitute presence for quorum purposes and presence in person at such a meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Discontinuance of Corporation. Upon the discontinuance of the Corporation by dissolution or otherwise, the assets are to be transferred in accordance with the provisions of the Corporation's Certificate of Formation.

Section 6. Gender and Number Agreement. Whenever the masculine, feminine or neuter gender is used inappropriately in these Bylaws, these Bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

Section 7. 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. Invalid Provisions. If any part of these Bylaws shall be invalid or inoperative for any reason, the remaining parts, as far as is possible and reasonable, shall remain, valid and operative.

ARTICLE XI  
AMENDMENTS TO BYLAWS

Section 1. Amendments. These Bylaws may be amended or repealed or new Bylaws may be adopted, at any Regular Meeting of the Members, by a Majority Vote, if a minimum of 30 days' written notice is given of an the intention to amend or repeal these Bylaws or to adopt new Bylaws at such meeting. The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Members of said Corporation at a meeting held on July 31, 2007, at which a quorum was present and voting throughout.

In Witness Whereof, I have signed this certification on this the 31st day of July, 2007. Lorelle Steach

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Secretary