

1
2
3
4
5
6
7
8
9
10
11
12
13

**AMENDED AND RESTATED BYLAWS
OF
CANON ENVIROTHON**

14
15
16
17
18
19
20

PREAMBLE

21
22
23
24
25
26
27
28

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.

29
30
31
32
33
34
35

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*”).

36
37
38
39
40
41
42
43
44

**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 in Article IV, Section 1) 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
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 of the Corporation.

45 (b) Applicant shall submit a written request for membership along with all
46 documentation requested by the Executive Committee, including a copy of the
47 Applicant's organizational guidelines and governing documents.
48

49 (c) Applicant agrees to be bound by these Bylaws and to pay to the
50 Corporation such annual dues as may be set by the Executive Committee in
51 accordance with Section 3, below.
52

53 (d) Only one Applicant from a given state, provincial governmental
54 jurisdiction or territory shall be recognized at any one time as a Member.
55

56 Section 2. Election of Members. An application for Membership in the Corporation
57 shall be reviewed by the Executive Committee, which shall then forward the application to
58 the Members with its recommendation for acceptance or rejection. A Majority Vote (as
59 defined in Article III, Section 5) shall be required for the admission of a new Member. Upon
60 admission of a new Member, the Member shall become eligible to vote at the end of the
61 Regular Meeting at which it is admitted. New Members shall receive from the Corporation:
62

63 (a) a reference packet of materials concerning the next Annual Meeting;
64

65 (b) additional materials that may be available concerning the Corporation
66 and membership therein; and
67

68 (c) copies of promotional and educational materials developed by the
69 Corporation.
70

71 Section 3. Annual Dues.
72

73 (a) The annual dues to be paid by each Member shall be established by
74 Majority Vote at each Annual Meeting. Upon determination by the Executive
75 Committee that the Corporation's budget should be increased or decreased and such
76 increase or decrease is to be effected through a modification of the amount of annual
77 dues paid by each Member, the Executive Committee shall present the
78 Representatives with its proposed increase or decrease and such proposal shall be
79 approved or rejected by the Representatives in accordance with the preceding
80 sentence.
81

82 (b) Dues shall be payable annually on the first day of January of each
83 fiscal year; provided, however, that if such day is not a day on which banks in the
84 United States are open for business, then dues shall be paid on the next such banking
85 day.
86

87 (c) Dues shall not be assessed against any newly-elected Member in the
88 first year of such Member's membership.
89

90 (d) If any Member fails to pay its dues within six months of their due date,
91 the Member may be terminated in the manner provided in Section 5, below.

92
93 Section 4. Voting Rights and Responsibilities of Members.

94
95 (a) Each Member shall be entitled to designate one Representative and
96 shall provide to the Executive Director the name and contact information for that
97 Representative. Each Representative shall have one vote on any matter submitted to a
98 vote of the Members.

99
100 (b) Each Member may also designate one Alternate to act for the Member
101 when that Member's Representative is unavailable. The Representative for that
102 Member shall provide the Executive Director with the name and contact information
103 for the Member's Alternate.

104
105 (c) If a Member's Representative and Alternate are absent from or unable
106 to attend a meeting, the Representative may designate a proxy in writing and shall
107 provide such proxy to the Executive Director prior to the meeting.

108
109 (d) In the event a Representative is named another Representative's proxy,
110 that Representative may vote no more than two proxies in any meeting.

111
112 (e) Each Member is expected to provide representation at all Regular
113 Meetings.

114
115 Section 5. Termination of Membership. If the Executive Committee determines that a
116 Member has failed to meet its obligations to the Corporation, the Executive Committee may
117 recommend to the Members that such Member's membership in the Corporation be
118 suspended or that the Member be expelled. The Executive Committee's recommendation for
119 suspension or expulsion shall include the reason for such suspension or expulsion, and a
120 Majority Vote will be required to suspend or expel such Member. Upon termination of any
121 Member, the Executive Committee shall entertain applications from other possible
122 Applicants from the state or province of the terminated Member.

123
124 Section 6. Resignation. A Member may resign its membership in the Corporation by
125 filing a written resignation with the Secretary.

126
127 Section 7. Transfer of Membership. Membership is not transferable or assignable.

128
129 **ARTICLE III**
130 **MEETINGS**

131
132 Section 1. Time and Place of Meetings. Meetings of the Members shall be held twice
133 each year (each, a "*Regular Meeting*")—one meeting shall be held on a date and at a location
134 determined by the Executive Committee and a second meeting shall be held in conjunction
135 with the Corporation's annual competition for high school students (the "*Annual Meeting*").

136 The Executive Committee may determine that any Regular Meeting may be held solely by
137 means of remote communication.

138

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

145

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

162

163 Section 4. Quorum. For any matter to be presented at that meeting, a quorum shall be
164 present at a meeting of the Members if the Representatives of Members having a majority of
165 the voting power entitled to vote at the meeting are present in person or represented by
166 proxy, unless otherwise provided by the Certificate of Formation in accordance with the
167 TBOC. Once a quorum is present at a meeting of the Members, the Members'
168 Representatives, whether represented in person or by proxy at the meeting, may conduct such
169 business as may properly be brought before the meeting until the meeting is adjourned, and
170 the subsequent withdrawal from the meeting of any Representative or the refusal of any
171 Representative represented in person or by proxy to vote shall not affect the presence of a
172 quorum at the meeting. If, however, a quorum is present at any meeting of the Members, the
173 Members' Representatives entitled to vote, present in person or represented by proxy, shall
174 have the power to adjourn the meeting, without notice (other than announcement at the
175 meeting at which the adjournment is taken of the time and place of the adjourned meeting),
176 until such time and to such place as may be determined by a vote of a majority of the
177 Members' Representatives represented in person or by proxy at such meeting until a quorum
178 shall be present. At such adjourned meeting at which a quorum is present, any business may
179 be transacted which might have been transacted at the meeting as originally noticed.

180

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

189 The following items shall require a Majority Vote:

- 190
- 191 (a) amending the number of directors in accordance with Article IV,
192 Section 1;
 - 193
 - 194 (b) electing directors in accordance with Article IV, Section 2;
 - 195
 - 196 (c) upon recommendation of the Executive Committee, approving the host
197 site;
 - 198
 - 199 (d) approving changes to the Corporation's internal policies;
 - 200
 - 201 (e) approving changes to the rules of the Corporation's annual
202 competition; and
 - 203
 - 204 (f) upon recommendation of the Executive Committee, approving the
205 Corporation's annual budget.
- 206

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

217

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

223

224 In addition, if the Certificate of Formation so provides, any action required or
225 permitted to be taken at a meeting of the Members may be taken without a meeting, without
226 prior notice and without a vote if a consent or consents in writing, setting forth the action so

227 taken, shall be signed by not less than the minimum number of Representatives that would be
228 necessary to take such action at a meeting at which Members entitled to vote on the action
229 were present and voted. Prompt notice of the taking of any action by Members without a
230 meeting by less than unanimous written consent shall be given to those Members who did not
231 consent in writing to the action.

232

233 Every written consent signed by the Representatives of less than all the Members
234 entitled to vote with respect to the action that is the subject of the consent shall bear the date
235 of signature of each Representative who signs the consent. No written consent signed by the
236 Representatives of less than all the Members entitled to vote with respect to the action that is
237 the subject of the consent shall be effective to take the action that is the subject of the consent
238 unless, within 60 days after the date of the earliest dated consent delivered to the Corporation
239 in a manner as set forth below in this Section 6, the consent or consents signed by not less
240 than the minimum number of Representatives that would be necessary to take the action that
241 is the subject of the consent are delivered to the Corporation. If such written consent is
242 solicited by the Corporation or the Executive Committee, delivery to the Corporation may be
243 made to the person or persons, at the address or addresses, and in the manner or manners
244 authorized by the Executive Committee for that purpose; except that if the Executive
245 Committee does not specify how such written consent is to be delivered, delivery shall be to
246 the Secretary of the Corporation at the Corporation's principal executive office, or to the
247 other officer or agent of the Corporation having custody of the books in which the
248 proceedings of Representative meetings are recorded at such officer's or agent's principal
249 business address, by any method reasonably calculated to result in the Secretary's or such
250 other officer's or agent's timely receipt of the consent. If such written consent is not solicited
251 by the Corporation or the Executive Committee: (a) delivery to the Corporation must be
252 made to the Corporation's registered office or its principal executive office or place of
253 business or to an officer or agent of the Corporation having custody of the books in which
254 proceedings of meetings of Representatives are recorded; and (b) delivery must be by hand or
255 certified or registered mail, return receipt requested, and if delivered to the Corporation's
256 principal executive office or place of business, the consent must be addressed to the
257 Chairperson.

258

259 Any photographic, photostatic, facsimile, or similarly reliable reproduction of a
260 consent in writing signed by a Representative may be substituted or used instead of the
261 original writing for any purpose for which the original writing could be used, if the
262 reproduction is a complete reproduction of the entire original writing.

263

264 Section 7. Definitions. For the purposes of these Bylaws, "*Member*" has the meaning
265 given it in Section 1.002(53)(B) of the TBOC, which provides as follows: "In the case of a
266 nonprofit corporation, a person who has membership rights in the nonprofit corporation
267 under its governing documents."

268

269

270

271

272

273 **ARTICLE IV**
274 **DIRECTORS**
275

276 Section 1. Number of Directors. The board of directors shall also be known as the
277 “Executive Committee”. The number of directors of the Corporation shall be fixed at seven
278 (7), which number may be increased or decreased by a Majority Vote. No decrease in the
279 number of directors shall have the effect of reducing the term of any incumbent director.
280

281 Section 2. Election and Term. Except as provided herein or in Section 6 of this
282 Article IV, directors shall be elected at each Annual Meeting by a Majority Vote. The
283 directors shall be divided, with respect to the time for which they severally hold office, into
284 three classes with the term of office of each class to expire from the time that class is
285 elected until the third Annual Meeting of Members, with each director to hold office until his
286 or her successor shall have been duly elected and qualified. At each Annual Meeting of
287 Members, commencing with the first Annual Meeting, directors elected to succeed those
288 directors whose terms then expire shall be elected for a term of office to expire at the third
289 succeeding Annual Meeting of Members after their election.
290

291 Section 3. General Powers. The powers of the Corporation shall be exercised by or
292 under the authority of, and the business and affairs of the Corporation shall be managed
293 under the direction of, the Executive Committee, which may do or cause to be done all such
294 lawful acts and things as are not prohibited by the TBOC, the Certificate of Formation or
295 these Bylaws and not directed or required to be exercised or done by the Members.
296

297 Section 4. Eligibility. Directors must be the Representative of a Member of the
298 Corporation, though a director need not be a resident of the State of Texas.
299

300 Section 5. Vacancies. A vacancy of the Executive Committee may be filled by a
301 majority vote of the remaining directors. The new director shall hold office for a term
302 expiring at the Annual Meeting of Members at which the term of office of the class to which
303 they have been elected expires and until such director's successor shall have been duly
304 elected and qualified.
305

306 Section 6. Removal. At any meeting of the Members, a director may be removed by a
307 Majority Vote.
308

309 Section 7. Resignation. A director may resign at any time by giving written notice to
310 the Chairperson, Secretary or Executive Director. Unless otherwise specified in the notice,
311 such resignation shall take effect upon receipt thereof, and the acceptance of such resignation
312 shall not be necessary to make it effective.
313

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

319

320 Section 9. Special Meetings. Special meetings of the Executive Committee may be
321 called by or at the request of the Chairperson and shall be called by the Secretary on the
322 written request of a majority of the incumbent directors. The person or persons authorized to
323 call special meetings of the Executive Committee may fix the place for holding any special
324 meeting of the Executive Committee called by such person or persons. Notice of any special
325 meeting shall be given at least 24 hours previous thereto if given either personally (including
326 written notice delivered personally) or by telex, facsimile, telegram or other means of
327 electronic transmission (if permitted), and at least 72 hours previous thereto if given by
328 written notice mailed or otherwise sent or delivered to each director at the address of his
329 business or residence. Neither the business to be transacted at, nor the purpose of, any regular
330 or special meeting of the Executive Committee need be specified in the notice or waiver of
331 notice of such meeting. Any director may waive notice of any meeting, as provided in
332 Section 2 of Article V of these Bylaws. The attendance of a director at a meeting shall
333 constitute a waiver of notice of such meeting, except where a director attends a meeting for
334 the express purpose of objecting to the transaction of any business on the ground that the
335 meeting is not lawfully called or convened.

336

337 Section 10. Notice by Electronic Transmission. With the consent of a director, notice
338 of the date, time, place or purpose of a regular or special meeting of the Executive
339 Committee may be given to the director by electronic transmission. Notice under this Section
340 10 shall be deemed given to the director when the notice is (a) transmitted to a facsimile
341 number provided by the director for the purpose of receiving notice; (b) transmitted to an
342 electronic mail address provided by the director for the purpose of receiving notice; (c)
343 posted on an electronic network and a message is sent to the director at the address provided
344 by the director for the purpose of alerting the director of a posting of such a notice; or (d)
345 communicated to the director by any other form of electronic transmission consented to by
346 the director for the purpose of receiving notice.

347

348 Section 11. Quorum and Voting. At all meetings of the Executive Committee, the
349 presence of a majority of the number of directors fixed in the manner provided in Section 1
350 shall constitute a quorum for the transaction of business, unless a different number or portion
351 is required by law, the Certificate of Formation or these Bylaws. At all meetings of
352 committees of the Executive Committee (if one or more be designated in the manner
353 described in Section 13), the presence of a majority of the number of persons fixed from time
354 to time by resolution of the Executive Committee to serve as members of such committees
355 shall constitute a quorum for the transaction of business. If a quorum is present, the
356 affirmative vote of at least a majority of the directors present and entitled to vote at any
357 meeting of the Executive Committee or a majority of the persons present and entitled to vote
358 at any meeting of a committee of the Executive Committee shall be the act of the Executive
359 Committee or the committee, except as may be otherwise specifically provided by the
360 TBOC, the Certificate of Formation or these Bylaws. Directors may not vote by proxy at any
361 meeting of the Executive Committee. Directors with a current or proposed interest in a
362 contract or business transaction of the Corporation and directors who are directors or officers
363 or similar managerial officials of, or have a financial interest in, any other entity or other
364 organization with which the Corporation has or proposes to have a contract or business

365 transaction may be counted in determining the presence of a quorum at a meeting of the
366 Executive Committee or a committee of the Executive Committee to authorize such contract
367 or business transaction. If a quorum is not present at any meeting of the Executive
368 Committee or a committee thereof, a majority of the directors present thereat may adjourn
369 the meeting, without notice other than announcement at the meeting, until such time and to
370 such place as may be determined by such majority of directors, until a quorum shall be
371 present.

372

373 Section 12. Committees of the Executive Committee.

374

375 (a) The Executive Committee may designate from among the
376 Representatives or Alternates one or more committees, each of which shall be
377 composed of one or more Representatives or Alternates, and may designate one or
378 more Representatives or Alternates as alternate members of any committee, who may,
379 subject to any limitations imposed by the Executive Committee, replace absent or
380 disqualified members at any meeting of that committee.

381

382 (b) Standing Committees. The Executive Committee shall appoint the
383 members of the following Standing Committees:

384

- 385 (1) Nominations Committee.
- 386 (2) Fund Raising Committee.
- 387 (3) Education Committee.
- 388 (4) Grievance Committee.

389

390 (c) Other Committees. The Executive Committee may appoint additional
391 committees when it believes that such committees will contribute significantly to the
392 successful accomplishment of the goals of the Corporation. Membership on such
393 committees may include Alternates designated by Members.

394

395 (d) Any member of a committee of the Executive Committee may be
396 removed, with or without cause, by the Executive Committee. If any vacancy or
397 vacancies occur in a committee of the Executive Committee caused by death,
398 resignation, retirement, disqualification, removal from office or otherwise, the
399 replacement shall be appointed by the Executive Committee.

400

401 (e) All committees of the Executive Committee shall have such name or
402 names as may be designated by the Executive Committee and shall keep regular
403 minutes of their proceedings and report the same to the Executive Committee when
404 required.

405

406 (f) Term of Office. Each member of a committee shall continue as such
407 until the next Regular Meeting or until a successor is appointed, unless the committee
408 shall be sooner terminated or such member is removed from such committee (with or
409 without cause).

410

411 (g) Chairperson. One member of each committee shall be appointed
412 chairperson by the person or persons authorized to appoint the members of the
413 committee.
414

415 Section 13. Compensation of Directors. Unless otherwise provided by resolution of
416 the Executive Committee, directors, as members of the Executive Committee or of any
417 committee thereof, shall not be entitled to receive any salary for their services. Nothing
418 herein contained, however, shall be construed to preclude any director from serving the
419 Corporation in any other capacity and receiving compensation therefor.
420

421 Section 14. Action by Unanimous Consent. Any action required or permitted to be
422 taken at any meeting of the Executive Committee or of any committee thereof may be taken
423 without a meeting if a written consent, setting forth the action so taken, is signed by all the
424 members of the Executive Committee or the committee, as the case may be. A telegram,
425 telex, cablegram, or other electronic transmission by a director consenting to an action to be
426 taken and transmitted by a director is considered written, signed, and dated for the purposes
427 of this Section 14 if the transmission sets forth or is delivered with information from which
428 the Corporation can determine that the transmission was transmitted by the director and the
429 date on which the director transmitted the transmission. Such consent shall have the same
430 force and effect as a unanimous vote at a meeting of the Executive Committee or the
431 committee thereof.
432

433 Section 15. Meetings by Electronic Communications Equipment. Members of the
434 Executive Committee of the Corporation or any committee designated by the Executive
435 Committee, may participate in and hold a meeting of such board or committee by means of
436 conference telephone or similar communications equipment, or another suitable electronic
437 communications system (including, without limitation, video conferencing or the Internet), or
438 any combination, if the telephone or other equipment or system permits each person
439 participating in the meeting to communicate with all other persons participating in the
440 meeting; and participation in a meeting pursuant to this Section 15 shall constitute presence
441 in person at such meeting, except where a person participates in the meeting for the express
442 purpose of objecting to the transaction of any business on the ground that the meeting is not
443 lawfully called or convened.
444

445 **ARTICLE V**

446 **NOTICES**

447

448 Section 1. Form of Notice. Whenever under the provisions of the TBOC, the
449 Certificate of Formation or these Bylaws, notice is required to be given to any director or
450 Member, and no provision is made as to how such notice shall be given, it shall not be
451 construed to mean personal notice exclusively, but any such notice may be given in writing,
452 by mail, postage prepaid, or by telex, facsimile, or telegram, or other means of electronic
453 transmission (if the director or Member so consents in accordance with the TBOC and these
454 Bylaws), addressed or transmitted to such director or Member at such address, or in
455 accordance with such form of electronic communication specified by the director or Member
456 for that purpose, as appears on the books and records of the Corporation. Any notice to be

457 given by mail shall be deemed to be given at the time when it is deposited, postage prepaid,
458 in the United States mail. Any notice to be given by telex, facsimile, telegram or other means
459 of electronic transmission shall be deemed to be given at the time specified in Section 3 of
460 Article II of these Bylaws for a Member or in Section 10 of Article IV of these Bylaws for a
461 director.

462

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

472

473 Section 3. When Notice Unnecessary. Whenever, under the provisions of the TBOC,
474 the Certificate of Formation or these Bylaws, any notice is required to be given to any
475 Member, such notice need not be given to the Member if notice of two consecutive Regular
476 Meetings and all notices of meetings held during the period between those Regular Meetings,
477 if any, have been mailed to the Member's Representative, addressed to the address as shown
478 on the records of the Corporation, and have been returned undeliverable. Any action or
479 meeting taken or held without notice to such a person shall have the same force and effect as
480 if the notice has been duly given. If a person delivers to the Corporation a written notice
481 setting forth his then current address, the requirement that notice be given to that person shall
482 be reinstated.

483

484

ARTICLE VI OFFICERS

485

486

487 Section 1. Number and Titles. The elected officers of the Corporation shall be (a) a
488 Chairperson, (b) a Vice-Chairperson, (c) a Secretary and (d) a Treasurer. Each officer shall
489 hold office for the term for which he or she is elected and until his or her successor has been
490 duly elected and qualified, unless such officer is removed, resigns or is unable to serve. Each
491 officer must be a Representative of a Member of the Corporation, but need not be a current
492 director in order to be appointed an officer of the Corporation.

493

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

502

503 Section 3. Chairperson. The Chairperson shall be a member of the Executive
504 Committee and, subject to the provisions of these Bylaws, shall have general supervision of
505 the affairs of the Corporation and general and active control of all its business. The
506 Chairperson shall preside, when present, at all meetings of Members and at all meetings of
507 the Executive Committee. The Chairperson shall see that all orders and resolutions of the
508 Executive Committee and the Members are carried into effect. The Chairperson shall have
509 general authority to execute bonds, deeds and contracts in the name of the Corporation and
510 affix the corporate seal thereto; to cause the employment or appointment of such employees
511 and agents of the Corporation as the proper conduct of operations may require, and to fix
512 their compensation, subject to the provisions of these Bylaws; to remove or suspend any
513 employee or agent who shall have been employed or appointed under his authority or under
514 authority of an officer subordinate to him; to suspend for cause, pending final action by the
515 authority which shall have elected or appointed him, any officer subordinate to the
516 Chairperson; and, in general, to exercise all the powers and authority usually appertaining to
517 the chief executive officer of a corporation, except as otherwise provided in these Bylaws.
518

519 Section 4. Vice-Chairperson. The Vice-Chairperson shall also be a member of the
520 Executive Committee and shall preside at all meetings when the Chairperson is absent and
521 represent the Chairperson when so designated. The Vice-Chairperson will oversee all
522 subcommittees and coordinate all subcommittee reports.
523

524 Section 5. Treasurer. The Treasurer of the Corporation shall be considered to be a
525 member of the Executive Committee and:
526

527 (a) shall have general control and responsibility for all funds of the
528 Corporation;

529
530 (b) when necessary or proper, may endorse, on behalf of the Corporation,
531 for collection checks, notes and other obligations and shall deposit the same to the
532 credit of the Corporation in such bank or banks or depositories as shall be designated
533 in the manner prescribed by the Executive Committee and may sign all receipts and
534 vouchers for payment made to the Corporation, either alone or jointly with such other
535 officer as designated by the Executive Committee;
536

537 (c) shall keep proper books of account and other books showing at all
538 times the amount of funds and other property belonging to the Corporation, all of
539 which shall be open at all times to the inspection of the Executive Committee;
540

541 (d) shall, under the direction of the Executive Committee, disburse all
542 moneys;
543

544 (e) shall submit a report of the accounts and financial condition of the
545 Corporation at each regular or special meeting of the Executive Committee and each
546 Regular Meeting of the Members;
547

548 (f) shall perform all acts incident to the position of Treasurer, subject to
549 the control of the Executive Committee and shall perform such other duties as may be
550 prescribed from time to time by the Chairperson or Executive Committee; and

551

552 (g) shall, if required by the Executive Committee or applicable law, give
553 such bond for the faithful discharge of his or her duties in such form as the Executive
554 Committee may require.

555

556 Section 6. Secretary. The Secretary of the Corporation shall be considered to be a
557 member of the Executive Committee and:

558

559 (a) shall take minutes of all proceedings of the Executive Committee
560 meetings and of the Members meetings and shall make them available to the
561 attendees within 30 days;

562

563 (b) shall attend to the giving and serving of all notices;

564

565 (c) may in the name of the Corporation attest to all contracts of the
566 Corporation and affix the seal, if any, of the Corporation thereto;

567

568 (d) shall in general perform duties incident to the office of Secretary,
569 subject to the control of the Executive Committee; and

570

571 (e) shall discharge such other duties as shall be prescribed from time to
572 time by the Executive Committee or the Chairperson.

573

574

ARTICLE VII

575

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

576

577 Section 1. Contracts. The Executive Committee may authorize any officer(s) or
578 agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter
579 into any contract or execute and deliver any instrument in the name of and on behalf of the
580 Corporation, and such authority may be general or confined to specific instances.

581

582 Section 2. Deposits. All funds of the Corporation shall be deposited from time to time
583 to the credit of the Corporation in such banks, trust companies or other federally insured
584 depositories as the Executive Committee may from time to time direct or as shall be selected
585 in accordance with procedures established by the Executive Committee.

586

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

591

592 Section 4. Gifts. The Corporation may accept contributions, gifts, bequests or a devise
593 to the Corporation as approved by the Executive Committee.

594

595 Section 5. Conflicts of Interest and Contracts or Agreements Involving Directors or
596 Officers. Subject to the limitations of this Section 5, directors and officers of the Corporation
597 shall be permitted to maintain a direct or indirect interest in any contract relating to or
598 incidental to the operations of the Corporation and may freely make contracts, enter into
599 transactions or otherwise act for and on behalf of the Corporation notwithstanding that at
600 such time they also may be acting as individuals or as trustees, beneficiaries or advisers of
601 trusts, or as members, associates, agents, shareholders, officers or directors, of other persons
602 or corporations or may be interested in the same matter as shareholders, directors, officers or
603 otherwise; provided, however, that no contract or agreement may be entered into by and
604 between the Corporation and any of the following: (a) a director, officer, committee member,
605 or employee of the Corporation (hereinafter an “*Insider*”); or (b) any corporation,
606 partnership, trust, sole proprietorship or any other entity (hereinafter an “*Entity*”) in which an
607 interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i)
608 the transaction is approved in accordance with Section 22.230 of the TBOC as specified
609 herein; and (ii) if one or more of the parties to the contract or transaction is a “disqualified
610 person” with respect to the Corporation within the meaning of Section 4958 of the Code,
611 either (x) such transaction is reviewed and approved in accordance with the “rebuttable
612 presumption of reasonableness safe harbor” provisions set forth in the regulations
613 promulgated under Section 4958 of the Code and the Intermediate Sanctions Policy of the
614 Corporation; or (y) the Executive Committee determines that such procedures are not
615 necessary for the transaction involved and records its specific finds for making such
616 determination. Section 22.230 of the TBOC requires that prior to consummating any
617 contract, transaction or action taken on behalf of the Corporation involving any matter in
618 which any officer is personally interested as a director, officer, trustee or beneficiary or
619 advisor of a trust, or otherwise, that contract, transaction or action must be authorized and
620 approved in good faith and with ordinary care by a vote of a majority of the Executive
621 Committee in attendance at a meeting at which a quorum is present, without counting the
622 vote(s) of any interested Executive Committee member(s), and only after the disinterested
623 Executive Committee members are provided with knowledge of the material facts concerning
624 the contract or transaction and each interested officer’s interest in the transaction, and only if
625 the entering into of such contract or transaction is not violative of those provision of the
626 Certificate of Formation of the Corporation that prohibit the Corporation’s use or application
627 of its funds for private benefits. Any interested officer may be counted in determining the
628 presence of a quorum at a meeting of the Executive Committee at which a contract or
629 transaction described in this section is authorized, but the interested officer must leave the
630 meeting during the discussion of, and the vote on, such contract or transaction. The minutes
631 of any such meeting must include (a) the names of the interested officers who disclosed any
632 possible direct or indirect interest, a description of the nature of the alleged interest and
633 whether the Executive Committee determined a conflict of interest did in fact exist; (b) the
634 names of the officers who were present for discussions relating to the proposed contract or
635 transaction the content of those discussions, including any alternatives to the proposed
636 contract or transaction and a record of the vote; and (c) such other information as may be
637 required by the Intermediate Sanctions Policy of the Corporation. Notwithstanding any
638 provision contained in this section, no contract, transaction or act shall be entered into or
639 performed on behalf of the Corporation if such contract, transaction or act would result in the

640 loss of the Corporation's exemption from federal income tax. In no event, however, shall any
641 person or entity dealing with the Executive Committee or the officers of the Corporation be
642 obligated to inquire into the authority of the Executive Committee or the officers so
643 authorized to enter into or consummate any contract or to take any other action on behalf of
644 the Corporation.

645
646 **ARTICLE VIII**
647 **BOOKS AND RECORDS**

648
649 Section 1. Books and Records. The Corporation shall keep correct and complete
650 books and records of account and shall also keep minutes of the proceedings of its Executive
651 Committee and meetings of Members. The Executive Committee shall keep at the principal
652 or registered office a record of the names and addresses of the Members entitled to vote and
653 their respective Representatives. All books and records of the Corporation may be inspected
654 by any Member, or his or her agent or attorney, for any proper purpose at any reasonable
655 time.

656
657 **ARTICLE IX**
658 **INDEMNIFICATION**

659
660 Section 1. General. The Corporation may indemnify persons who are a director or
661 officer of the Corporation, both in their official capacities and as a delegate, against any and
662 all liability and expenses that may be incurred by them in connection with or resulting from
663 any proceeding to the full extent permitted or required by Chapter 8 of the TBOC. The
664 Corporation shall pay or reimburse, in advance of the final disposition of the proceeding, to
665 each person who is then a director or officer or delegate of the Corporation all reasonable
666 expenses incurred by such person who was, is or is threatened to be made a respondent in a
667 proceeding to the full extent permitted by Section 8.104 of the TBOC. The Corporation shall
668 indemnify persons who are or were an employee or agent (other than a present or former
669 director or officer or delegate) of the Corporation (collectively, along with the present and
670 former directors and officers and delegates of the Corporation, "*Corporate Functionaries*")
671 against any and all liability and expenses that may be incurred by them in connection with or
672 resulting from any proceeding to the full extent permitted or required by Chapter 8 of the
673 TBOC. The Corporation may pay or reimburse, in advance of the final disposition of the
674 proceeding, to each former director or officer or delegate of the Corporation, or each present
675 or former employee or agent (other than a present or former director or officer or delegate) of
676 the Corporation, all reasonable expenses incurred by such person who was, is or is threatened
677 to be made a respondent in a proceeding. The rights of indemnification provided for in this
678 Article IX shall be in addition to all rights to which any Corporate Functionary may be
679 entitled under any agreement or vote of Representatives or as a matter of law or otherwise.
680 Terms used in this Article IX that are defined in Section 8.001 of the TBOC are used as so
681 defined.

682
683 Section 2. Insurance. The Corporation may purchase or maintain insurance on behalf
684 of any Corporate Functionary against any liability or expense asserted against him and
685 incurred by him in such a capacity or arising out of his status as a Corporate Functionary,

686 whether or not the Corporation would have the power to indemnify him or her against the
687 liability or expense under the TBOC or these Bylaws; provided, however, that if the
688 insurance or other arrangement is with a person or entity that is not regularly engaged in the
689 business of providing insurance coverage, the insurance or arrangement may provide for
690 payment of a liability with respect to which the Corporation would not have the power to
691 indemnify the person only if including coverage for the additional liability has been approved
692 by the Representatives of the Corporation. Without limiting the power of the Corporation to
693 procure or maintain any kind of insurance or arrangement, the Corporation may, for the
694 benefit of persons indemnified by the Corporation: (i) create a trust fund; (ii) establish any
695 form of self-insurance, including a contract to indemnify; (iii) secure its indemnification
696 obligation by grant of any security interest or other lien on the assets of the Corporation; or
697 (iv) establish a letter of credit, guaranty or surety arrangement. Any such insurance or other
698 arrangement may be procured, maintained or established within the Corporation or its
699 affiliates or with any insurer or other person deemed appropriate by the Executive Committee
700 of the Corporation regardless of whether all or part of the stock or other securities thereof are
701 owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the
702 Executive Committee of the Corporation as to the terms and conditions of such insurance or
703 other arrangement and the identity of the insurer or other person participating in an
704 arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and
705 shall not subject the directors approving the insurance or arrangement to liability, on any
706 ground, regardless of whether directors participating in approving such insurance or other
707 arrangement shall be beneficiaries thereof.

708
709 Section 3. Other Rights. The indemnification provided by these Bylaws may not be
710 deemed exclusive of any other rights to which a Corporate Functionary seeking
711 indemnification may be entitled under the Certificate of Formation of the Corporation, these
712 Bylaws, a resolution of directors, an agreement or otherwise both as to action in his or her
713 official capacity and as to action in any other capacity, and will continue as to such Corporate
714 Functionary after the termination of such capacity and will inure to the benefit of his or her
715 heirs, executors and administrators; provided, however, that any provision for the
716 Corporation to indemnify or to advance expense to a director, whether contained in the
717 Certificate of Formation of the Corporation, these Bylaws, a resolution of officers, an
718 agreement or otherwise, except in accordance with Section 7, is valid only to the extent it is
719 consistent with Section 8 of the TBOC, as limited by the Certificate of Formation of the
720 Corporation, if such a limitation exists.

721
722 Section 4. Severability. In the event that any part or portion of this Article is
723 judicially determined to be invalid or unenforceable, such determination will not in any way
724 affect the remaining portions of this Article, but the same will be divisible and the remainder
725 will continue in full force and effect. Notwithstanding any provision of this Article to the
726 contrary, the Corporation shall not indemnify any person described in this Article if such
727 indemnification (1) would jeopardize the Corporation's tax-exempt status under Section
728 501(c)(3) of the Code, (2) would cause the imposition of the federal excise tax under Section
729 4958 of the Code, or (3) if the Corporation is determined to be a private foundation for
730 federal income tax purposes, would cause the imposition of the federal excise tax for self-

731 dealing under Section 4941 of the Code or for making a taxable expenditure under Section
732 4945 of the Code.

733

734

ARTICLE X
MISCELLANEOUS

735

736

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

739

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

743

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

750

751 Section 4. Meetings by Telephone or Other Remote Communications Technology.
752 Subject to the provisions of applicable law and these Bylaws regarding notice of meetings,
753 Members, members of the Executive Committee or members of any committee designated by
754 the Executive Committee may, unless otherwise restricted by statute, by the Certificate of
755 Formation of the Corporation or by these Bylaws, participate in and hold a meeting of such
756 Members or officers or committee, as the case may be, by using conference telephone or
757 similar communications equipment by means of which all persons participating in the
758 meeting can hear each other, or by using any other suitable electronic communications
759 system, including video conference technology or the Internet (but only if, in the case of such
760 other suitable communications system, each member entitled to participate in the meeting
761 consents to the meeting being held by means of that system, and the system provides access
762 to the meeting in a manner or using a method by which each other member participating in
763 the meeting can communicate concurrently with each participant). Participation in such a
764 meeting pursuant to this section shall constitute presence for quorum purposes and presence
765 in person at such a meeting, except where a person participates in the meeting for the express
766 purpose of objecting to the transaction of any business on the ground that the meeting is not
767 lawfully called or convened.

768

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

772

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

777
778
779
780
781
782
783
784
785
786
787
788
789
790
791
792
793
794
795
796
797
798
799
800
801
802
803
804
805
806
807
808
809
810

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.

Section 9. Rules of Order. Meetings of the Executive Committee and of the membership shall be conducted in accordance with the latest edition of Robert's Rules of Order unless those rules are inconsistent with any policy or rule adopted by the Members or Executive Committee.

**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 the consent of two-thirds of all Representatives entitled to vote under Article III, Section 5, 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 August 3, 2010, at which a quorum was present and voting throughout.

In Witness Whereof, I have signed this certification on this the 3rd day of August, 2010.