
MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF

THE GREATER HOUSTON OFF ROAD BIKING
ASSOCIATION
(A NON-PROFIT CORPORATION)

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ARTICLE ONE—AUTHORITY TO ACT

The organizational meeting of the Board of Directors of THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION, a Texas Non-Profit Corporation, was held in Houston, Texas, on the fifth day of December, 1999, at half past seven o'clock, p.m.

The meeting was called by the Incorporator(s) named in the Articles of Incorporation, filed in the office of the Texas Secretary of State on November 4, 1999.

Present at the meeting were all of the Directors named in the Articles of Incorporation. At this meeting, the following business was conducted, and on motions duly made, seconded, and carried, the following resolutions were adopted:

ARTICLE TWO—IDENTIFICATION OF MEETING

RESOLVED, that this meeting is the organizational meeting of the Board of Directors of THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION.

ARTICLE THREE—CHAIRMAN AND SECRETARY

RESOLVED, that Christina Case is elected Chairman of the meeting and that Jurgen Hulst is elected Secretary of the meeting.

ARTICLE FOUR—RECORD BOOK

RESOLVED, that this Corporation shall maintain a Corporate Record Book containing the minutes of this meeting and all subsequent meetings of the Board of Directors and Members of this Corporation, and such other documents as the Corporation, the Board, or the Members shall from time to time direct.

ARTICLE FIVE—ARTICLES OF INCORPORATION

RESOLVED, that a file-marked copy of the Articles of Incorporation of the Corporation and the original Certificate of Incorporation from the Texas Secretary of

State shall be inserted in the Corporate Record Book.

ARTICLE SIX—BYLAWS

RESOLVED, that the Bylaws presented to and considered at this meeting are adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is ordered to certify a copy of such Bylaws, insert them in the Corporate Record Book, maintain them in the Corporation's principal business office, and keep them open for inspection by the Members at all reasonable times during office hours.

ARTICLE SEVEN—SEAL

RESOLVED, that the form of seal presented to this meeting is approved and adopted as the Corporation's official seal, and that an impression thereof be embossed on the margin of these minutes to the right of this resolution, the Seventh Article of these Minutes.

ARTICLE EIGHT—EXPRESS AUTHORITY OF OFFICERS

RESOLVED, that the President of the Corporation be, and hereby is, authorized to purchase, sell, and convey any and all real and personal property of every kind and nature as may be determined by said officer to be in the best interest of the Corporation for such price and on such terms, including part cash and part credit, all cash, or all credit, as said officer may deem proper and in the best interest of the Corporation.

RESOLVED FURTHER, that the President is authorized and empowered to enter into contracts, execute notes, deeds of trust, deeds, releases, leases, transfers, mortgages, mechanic's lien contracts, plats, easements, dedications, land use restrictions, and amendments thereto and to execute such other instruments in writing affecting the title to real estate or other property belonging to the Corporation or otherwise, as in the judgment of said officer is deemed best for the Corporation, all of which, when so executed by said officer, shall be for and on behalf of the Corporation and shall constitute the act and deed of the Corporation, and it shall not be necessary for the Secretary to attest to any instrument so executed by the President on behalf of the Corporation.

RESOLVED FURTHER, that the President is authorized and empowered to borrow money on behalf of the Corporation in such amounts and on such terms as determined by said officer to be in the best interest of the Corporation; as security therefor to make and deliver security agreements and deeds of trust creating liens on the real and personal property owned by the Corporation; and to perform these actions as determined in said officer's discretion to be in the best interest of the Corporation.

ARTICLE NINE—OFFICERS

RESOLVED, that the following persons are hereby elected as officers of the Corporation:

PRESIDENT:	Christina Case
VICE PRESIDENT:	Larry Pruitt
SECRETARY:	Jurgen Hulst
TREASURER:	Jeff Nielsen

ARTICLE TEN—COMPENSATION OF OFFICERS

RESOLVED, that the salaries or compensation of all officers of the Corporation shall be equal to zero dollars.

ARTICLE ELEVEN—TAX-EXEMPT STATUS

RESOLVED, that the President, Treasurer, and Secretary shall investigate tax exemption for the Corporation and if appropriate shall make prompt application for federal tax-exempt status with the Internal Revenue Service, and for state tax-exempt status with the Texas Comptroller's office.

ARTICLE TWELVE—BANK ACCOUNT

RESOLVED, that the Corporation establish in its name one or more deposit accounts with a bank chosen by the President and Treasurer, on such terms and conditions as are authorized to establish all such accounts.

RESOLVED FURTHER, that the below-named and subscribed officers of the Corporation are authorized to draw checks on the Corporation's account(s), with signatures duly certified to the bank by the Secretary of the Corporation, and the bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign the same.

Signature

Signature

Printed Name

Printed Name

Office

Office

ARTICLE THE THIRTEEN—BANKING RESOLUTION

RESOLVED, that the Corporation hereby adopts by reference all of the resolutions and provisions of that certain printed form banking resolution presented at the meeting, and it is directed that a conformed copy thereof be attached to and made a part of the minutes of this meeting.

ARTICLE FOURTEEN—WAIVER AND CONSENT

RESOLVED, that these Directors, by their signatures affixed to these minutes of this organizational meeting of the Board of Directors, and by this resolution, do hereby waive notice of the time and place of this meeting, do consent to the meeting, and do approve of the contents of these minutes of this organizational meeting.

ARTICLE FIFTEEN—ADJOURNMENT

RESOLVED, that there being no further business to come before the organizational meeting of the Board of Directors, the meeting be duly adjourned.

The foregoing reflects all business conducted by the Board of Directors at the organizational meeting or through unanimous consent to action taken in lieu of the organizational meeting.

DATED: the _____ day of 19__.

Jurgen Hulst, Secretary

APPROVED:

Christina Case, Chairman

Corporate
Seal

APPROVAL OF MINUTES

We hereby approve the foregoing minutes of the organizational meeting of the Board of Directors and acknowledge the exhibits attached hereto.

Christina Case, Director

Larry Pruitt, Director

Garth McCann, Director

Jeff Nielsen, Director

Robert Rojas, Director

Jeff Tillisch, Director

John Redford, Director

Jurgen Hulst, Director

CONTENTS OF APPENDICES TO MINUTES

The following documents have been appended to these minutes:

- A) BANKING RESOLUTION
- B)
- C)

**BANKING RESOLUTION OF
THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION**

RESOLVED, that the following bank, at the location shown. below, is designated as a depository of the Corporation, and that one or more checking or savings accounts of the Corporation be established and maintained in its name at said

Bank:

Name of Bank: Bank United
Location: Houston, Texas

RESOLVED FURTHER, that the following officers of the Corporation are authorized, on behalf of the Corporation and as its own act, to sign, alone and with no countersignature, checks, drafts, notes, bills of exchange, acceptances, or other orders for the payment of money, and to endorse any checks, notes, bills, or other instruments owned by, held by, or endorsed to the Corporation, or to do any other acts convenient or necessary to the opening, maintenance, and closing of such accounts, and the deposit or withdrawal of funds therefrom:

Authorized
Officers:

Jeff Nielsen, Treasurer
Christina Case, President

RESOLVED FURTHER, that said Bank is authorized to honor and pay any and all checks and drafts of this Corporation signed as provided in this resolution, whether or not payable to the person or persons signing them; and that checks, drafts, bills of exchange, and other evidences of indebtedness may be endorsed for deposit to the account or accounts of this Corporation by any of the foregoing officers or by any other employee or agent of this Corporation, and may be endorsed for deposit or collection in writing or by stamp without designation of the person making such endorsement.

RESOLVED FURTHER, that any of the above-named officers shall be authorized to enter into a rental agreement in the name of the Corporation for one or more safe-deposit boxes in the vaults of said Bank, and to have the right to access to and control of the contents of such safe-deposit boxes, including the right to remove the whole or any part of the contents thereof, and to surrender said boxes, releasing the Bank from all liability with respect thereto.

RESOLVED FURTHER, that any of the said Officers may execute an agreement or agreements with said Bank relating to the opening, maintenance, or use of a night depository, and that upon such execution, the Corporation shall be bound by the terms and conditions thereof.

RESOLVED FURTHER, that the Secretary of the Corporation, by signature hereto, is authorized and directed to certify to said Bank the due adoption and existence of this resolution and the names and specimen signatures of the officers of the Corporation presently authorized to sign as aforesaid. When any changes are made in the persons holding such offices, the Secretary shall certify the fact of such change and the name and specimen signature of each new officer.

RESOLVED FURTHER, that the certificate by the Secretary of this Corporation as to the election or appointment of the authorized officers named in this resolution, and of their successors, shall be binding on this Corporation, and the authority conferred by this resolution shall remain in force until written notice of the revocation or modification hereof shall be delivered to an officer of said Bank.

Adopted by the Board of Directors on

(INSERT BOARD SIGNATURES HERE)

**WAIVER OF NOTICE OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION**

We, the undersigned, being the Directors named in the Articles of Incorporation of the above Corporation, hereby agree and consent that the organizational meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting:

Date of meeting:

Time of meeting:

(BOARD SIGNATURES HERE)

**CONSENT TO ACTION TAKEN IN LIEU OF
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF
THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION**

We, the undersigned, being all of the Directors of the Corporation, in lieu of an Organizational Meeting of the Board of Directors of the Corporation, do hereby individually and collectively consent by this writing to take the actions, to adopt the resolutions, and to transact the business of the Corporation as set out in the above and foregoing attached documents, whether such documents take the form of minutes of organizational meeting or any other similar form.

(BOARD SIGNATURES HERE)

**RESIGNATION OF INITIAL DIRECTOR(S) OF
THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION**

To all it may concern:

The undersigned initial Director(s) hereby tender my/our resignation from the Board of Directors of THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION to take effect at the close of the organizational meeting held on the fifth day of December, 1999.

Dated:

Respectfully submitted,
(BOARD SIGNATURES HERE)

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF
THE GREATER HOUSTON OFF ROAD BIKING ASSOCIATION**

A meeting of the Board of Directors of the Corporation was held at:
on the _____ day of _____ 19____ at ___ o'clock .m. The meeting was
(regular) (special, upon call of the Corporation's

The undersigned Directors of the Corporation, being a quorum of the
Directors of the Corporation, were present and participated throughout the meeting.

acted as Chairman of the meeting.

acted as Secretary of the meeting.

- [] (The meeting was a regular meeting for which call and notice are dispensed with in accordance with the Bylaws); or
- [] (Notice of the meeting was duly and timely given to each Director, and filed immediately preceding these minutes in the Corporate Record Book); or
- [] (A written waiver of notice or written consent to the meeting was signed by all Directors not present at the meeting, which waiver(s) and/or consent(s) are filed with the corporate records.)

The minutes of the preceding meeting of the Board of Directors held on
were read and approved.

The President presented a general report of the business of the Corporation, the Secretary, and the Treasurer presented their reports of the Corporation. The officers' reports were filed with the minutes of this meeting.

The meeting adopted the resolutions shown below, including any resolutions shown on additional pages attached hereto. Each resolution was moved, seconded, and passed by the Directors shown, and any Directors dissenting to any resolution did so for the reasons stated therein.

Number of additional pages attached: (none) (_____).

**CORPORATE DOCUMENTS OF
THE GREATER HOUSTON OFF ROAD BIKING
ASSOCIATION**

SECTION ONE: ARTICLES AND BYLAWS

- I. CERTIFICATE OF INCORPORATION
ARTICLES OF INCORPORATION
- II. INITIAL BYLAWS
- III. CHANGE OF REGISTERED OFFICE OR AGENT

SECTION TWO: DIRECTOR'S MEETINGS

- I. ORGANIZATIONAL DIRECTORS' MEETING
 - ORGANIZATIONAL MINUTES
 - APPENDIX TO ORGANIZATIONAL MINUTES:
 - BANKING RESOLUTION
 - WAIVER OF NOTICE OF ORGANIZATIONAL MEETING
 - DIRECTOR CONSENT IN LIEU OF ORGANIZATIONAL MEETING
 - RESIGNATION OF INITIAL DIRECTOR(S)
- II. ONGOING DIRECTORS' MEETINGS
 - PRO FORMA MINUTES
 - WAIVER OF NOTICE OF MEETING
 - CONSENT IN LIEU OF DIRECTORS' MEETING
 - RESIGNATION OF DIRECTOR(S)
 - DIRECTOR'S APPOINTMENT OF PROXY
- III. DIRECTORS' MEETING NOTICE
 - NOTICE OF MEETING
 - RECORD OF MAILING NOTICE

SECTION THREE: MEMBERSHIP MEETINGS

I. ANNUAL MEETINGS

MINUTES OF THE ANNUAL MEETING
NOTICE OF THE ANNUAL MEETING
RECORD OF MAILING NOTICE

II. SPECIAL MEETINGS

MINUTES OF THE SPECIAL MEETING
CALL OF SPECIAL MEETING
NOTICE OF SPECIAL MEETING
RECORD OF MAILING NOTICE

III. ACTION WITHOUT ATTENDANCE AT FORMAL MEETING

WAIVER OF NOTICE, APPROVAL OF MINUTES AND MEETING
CONSENT TO ACTION TAKEN IN LIEU OF MEETING
MEMBER'S APPOINTMENT OF PROXY

SECTION FOUR: TAX MATERIALS

I. ACQUIRING AND MAINTAINING TAX-EXEMPT STATUS

II. RESOLUTION TO APPLY FOR TAX-EXEMPT STATUS

III. FEDERAL TAXPAYER ID APPLICATION

IRS FORM SS-4 INSTRUCTIONS

IRS FORM SS-4: APPLICATION FOR EMPLOYER/TAXPAYER ID NUMBER

SECTION FIVE: MEMBERSHIP ROSTER

I. MEMBERSHIP ROSTER

SECTION ONE: ARTICLES AND BYLAWS

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- II. INITIAL BYLAWS
- III. CHANGE OF REGISTERED AGENT

BYLAWS OF
THE GREATER HOUSTON OFF ROAD BIKING
ASSOCIATION
(A NON-PROFIT CORPORATION)

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ARTICLE ONE—CORPORATE CHARTER AND OFFICES

1.01 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation’s Charter shall be observed until amended by Restated Articles or Articles of Amendment duly filed with the Texas Secretary of State.

1.02 REGISTERED OFFICE AND AGENT

The address of the registered office provided in the Articles of Incorporation, as duly filed with the Texas Secretary of State, is: 3614 Maple Glen Drive, Houston, Texas 77345.

The name of the registered agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: Jeff Nielsen.

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.03

INITIAL BUSINESS OFFICE

The address of the initial principal office of the Corporation is hereby established as: PO Box 667607 Houston Texas 77266.

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may designate or the business of the Corporation may require.

1.04

AMENDMENT OF BYLAWS

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors. Notice of Bylaws changes shall be notified by via email to current members within 30 days of adoption.

ARTICLE TWO— DIRECTORS AND DIRECTORS’ MEETINGS

2.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.02 VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member’s meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 2.03(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.02(a) DECLARATION OF A VACANCY

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election. A majority of the board of directors may also declare the office of a Director vacant if the director has missed 3 consecutive meetings and has been notified via in writing or by email to attend such meetings.

2.02(b) FILLING VACANCIES BY DIRECTORS

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at the annual election. Vacancies reducing the number of Directors to less than three shall be filled before the transaction of any other business.

2.02(c) FILLING VACANCIES BY MEMBERS

Any vacancy on the Board of Directors, including those caused by an increase in the number of Directors, shall be filled by the Members at the next annual meeting or at a special meeting called for that purpose. Upon the resignation of a Director tendered to take effect at a future time, the Board or the Members may elect a successor to take office when the resignation becomes effective.

2.03 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of Members entitled to vote at an election of Directors. However, if less

than the entire Board is to be removed, and the Members are given the right to cumulate votes in the Articles of Incorporation, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then voted at an election of the entire Board of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting.

2.04
BOARD WITHOUT MEETING

ACTION BY CONSENT OF

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing or email. Such consent may be given individually or collectively.

2.05

PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within or without the State of Texas as may be designated by the Board. Board meetings may also be held virtually via a phone conference call.

2.06

REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual Members' meeting, and at any other regularly repeating times as the Directors may designate.

2.07

SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any three Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be mailed or emailed ten (10) days before, or personally delivered so as to be received by each Director not later than two (2) days before, the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the minutes of the meeting a statement of the details of the notice given to each Director. If such statement should later not be found in the minutes of the meeting, due notice shall be presumed.

2.08

QUORUM

The presence throughout any Directors' meeting, or adjournment thereof, of a majority of the authorized number of Directors shall be necessary to constitute a 'quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum.

2.09
OF ADJOURNED MEETINGS

ADJOURNMENT AND NOTICE

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour

on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

2.10

CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors. In the President's absence, the Vice President or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

2.11

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be a minimum of four, none of whom need be residents of Texas or Members. The initial and current number of Directors is eight. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below four, nor of shortening the tenure which any incumbent Director would otherwise enjoy.

2.12

TERM OF OFFICE

Directors shall be entitled to hold office until removed or their successors are elected and qualified. Election for all Director positions, vacant or not, shall occur at each annual Members' meeting and may be held at any special Members' meeting called specifically for that purpose.

2.13

COMPENSATION

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors a fixed sum plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.14

DIRECTORS AND OFFICERS

INDEMNIFICATION OF

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

2.15

INSURING DIRECTORS,

OFFICERS, AND EMPLOYEES

The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.16**BOARD COMMITTEES—****AUTHORITY TO APPOINT**

The Board of Directors may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board committee shall contain at least two (2) members, a majority of whom must be Directors. The Board shall have the power to change the powers and membership of, fill in vacancies in, and dissolve any committee at any time. Members of any committee shall receive such compensation as the Board of Directors may from time to time provide. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board may also elect or appoint Members' committees, but these committees shall not conduct the business of the Corporation.

2.17**PROXIES**

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

ARTICLE THREE—MEMBERS AND MEMBERS' MEETINGS**3.01****ADMISSION OF MEMBERS**

Members shall be admitted by the Board of Directors. A membership fee and completed application are required for admission. The Directors shall set, and may alter, qualifications and classes of membership. Membership is not transferable or assignable.

3.02**VOTING RIGHTS**

Members of any class(es) entitled to vote shall have one vote on each matter submitted to a vote of the Members.

3.03**TERMINATION OF****MEMBERSHIP**

The Board of Directors, by two-thirds affirmative vote, may suspend or expel a Member for cause after notice and hearing and may, by a majority vote, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed by the Directors.

3.04**REINSTATEMENT**

Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by two-thirds affirmative vote, reinstate such former Member on such terms as the Board of Directors may deem appropriate.

3.05**RESIGNATION**

Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3.06**ANNUAL MEETINGS**

The time, place, and date of the annual meeting of the Members of the Corporation, for the purpose of electing Directors and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors. If the day fixed for the annual meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

3.07**ACTION WITHOUT MEETING**

Any action that may be taken at a meeting of the Members under any provision of the Texas Non-Profit Corporation Act may be taken without a meeting if authorized by a consent or waiver signed by all of the persons who would be entitled to vote on that action at a meeting and filed with the Secretary of the Corporation. Each such signed consent, or a true copy thereof, shall be placed in the Corporate Record Book.

3.08**PLACE OF MEETINGS**

Members' meetings shall be held at any place within or without the State of Texas as may be designated by the written consent of all persons entitled to vote at a Members' meeting. Any meeting is valid wherever held if written consent to the meeting is given by all persons entitled to vote at the meeting.

3.09**TELEPHONE MEETINGS**

Subject to the notice provisions required by these Bylaws and by the Texas Non-Profit Corporation Act, Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10**FAILURE TO HOLD ANNUAL MEETING**

If, within any thirteen (13) month period, an annual Members' Meeting is not held, any Member may demand, by registered mail to any officer, that the meeting be held within a reasonable time. If the meeting is not held within sixty (60) days of the demand, any Member may compel the meeting by legal action against the Board of Directors.

3.11**CONDUCT OF MEETINGS**

Members' meetings shall be chaired by the President, or, in the President's absence, a Vice President or any other person chosen by a majority of the Members present in person or by proxy and entitled to vote. The Secretary of the Corporation, or, in the Secretary's absence, a temporary appointed Secretary, shall act as Secretary of the Members' meetings. In the absence of the Secretary or temporary appointed Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

3.12**NOTICE OF MEETINGS**

The officer or persons giving notice of a Members' meeting shall deliver written notice to each Director and to each Member entitled to vote at the meeting at least ten (10) but not more than fifty (50) days before the date of the meeting. Such notice shall state the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice may be given personally, by mail, or by other means. The notice shall be addressed to each recipient at such address as appears in the Corporation's records or as the recipient has given to the Corporation for the purpose of notice. Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice consent to the meeting in writing or are present at the meeting in person or by proxy and do not object to the notice given. Consent may be given either before or after the meeting. Notice of the reconvening of an adjourned meeting is not necessary unless the meeting is adjourned more than thirty (30) days past the date stated in the notice, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.13**SPECIAL MEETINGS**

A special Members' meeting may be called at any time by the President, the Board of Directors, or one or more Members holding one-tenth or more of all the votes entitled to vote at the meeting. Such meeting may be called for any purpose. The party calling the meeting may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall cause notice of the meeting to be sent to all the Members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after receipt of the written request, the person or persons calling the meeting may fix the time of the meeting and give the notice. The notice shall be sent pursuant to Section 3.12 of these Bylaws. The notice of a special Members' meeting must state the purpose or purposes of the meeting and, absent consent of every Member to the specific action taken, shall be limited to purposes plainly stated in the notice, notwithstanding other provisions herein.

3.14**QUORUM****3.14(a)****QUORUM OF MEMBERS**

As to each item of business to be voted on, the presence (in person or by proxy) of the persons who are entitled to vote at least one-tenth of the Members' votes on that matter shall constitute

the quorum necessary for the consideration of the matter at a Members' meeting. If a quorum is present, every act done or resolution passed by a majority of the Members present shall be the act of the Members.

3.14(b) ADJOURNMENT FOR LACK OF QUORUM

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting from time to time by the vote of a majority of the votes represented at the meeting.

3.15 BALLOT

VOTING BY VOICE OR

Elections for Directors need not be by ballot unless a Member demands election by ballot before the voting begins.

3.16

PROXIES

A Member may vote either in person or by proxy executed in writing by the Member or his or her duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after eleven (11) months from the date of its execution.

3.17

VOTING BY MAIL

Any election of Directors may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR—OFFICERS

4.01

TITLE AND APPOINTMENT

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate. Any two or more offices, except President and Treasurer, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure, not to exceed three (3) years, of all officers. The Board of Directors may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not of itself create contract rights.

4.02

REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by

any committee or officer upon whom that power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.03 VACANCIES

Should any vacancy occur in any office of the Corporation, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

4.04 COMPENSATION

The compensation of the officers shall be fixed at zero dollars by the Board of Directors.

4.05 PRESIDENT

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be ex officio a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Members and Board of Directors.

4.06 VICE PRESIDENT

The Vice President(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the absence or disability of the President, the senior Vice President shall perform all the duties of the President, pending action by the Board. While so acting, the senior Vice President shall have the powers of, and be subject to all the restrictions on, the President.

4.07 SECRETARY

The Secretary shall:

(A) See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, Vice President, or Board of Directors.

(B) Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records, and any seal which it may adopt. When the Corporation exercises its

right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.

(C) Maintain, in the Corporate Record Book, a record of all Members of the corporation, together with their current mailing addresses.

(D) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Six of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

4.08

TREASURER

The Treasurer shall:

(A) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.

(B) Receive, and give receipt for, monies due and payable to the Corporation.

(C) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

(D) If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors.

(E) In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

ARTICLE FIVE—AUTHORITY TO EXECUTE INSTRUMENTS

5.01

NO AUTHORITY ABSENT SPECIFIC

AUTHORIZATION

These Bylaws provide certain authority for the execution of instruments. The Board of

Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

5.02 INSTRUMENTS

EXECUTION OF CERTAIN

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or any Vice President and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

CORPORATE RECORDS AND ADMINISTRATION

MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation's Members, -Directors, and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and the names of those present. Minutes of Member meetings shall also show the number of votes present or represented.

BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

MEMBERSHIP REGISTER

The Corporation shall keep, at the principal office, a membership register showing the names of the Members, their addresses, the date they became a Member, and the date any former Member's membership terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Corporation during regular business hours.

FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

6.06

MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.)

6.07

LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors. Loans to officers may be made if the loans can reasonably be expected to benefit the Corporation, directly or indirectly.

6.08

WAIVER OF NOTICE AND CONSENT TO ACTION

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person 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.

ARTICLE SEVEN—DUES

7.01 ANNUAL DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by each class of Members.

7.02

PAYMENT OF DUES

Dues shall be payable in advance on the date specified by the Board of Directors. Dues of a new Member may be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the fiscal year of the Corporation.

7.03 DEFAULT AND TERMINATION OF MEMBERSHIP

When any Member shall be in default in the payment of dues, as determined by the Board of Directors, his or her membership may be terminated by the Board of Directors in the manner provided in Article 3.03 of these Bylaws.

ARTICLE EIGHT—ADOPTION OF INITIAL BY LAWS

The foregoing bylaws were adopted by the Board of Directors on

(DIRECTORS SIGNED HERE)

