

AMENDED BYLAWS
OF
TECH PREP OF THE RIO GRANDE VALLEY, INC.
A NON-PROFIT CORPORATION

ARTICLE 1

OFFICES

1.01 **Principal Office.** The Principal office of the Corporation in the State of Texas shall be located in the City of Harlingen, County of Cameron. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02 **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

MEMBERS

2.01 **Members.** The Corporation shall have one class of members. The membership shall be made up of interested school districts, colleges, universities, technical schools, businesses, industries, governmental entities, labor organizations, and community-based and professional organizations with offices in Cameron, Hidalgo, Starr, and Willacy Counties. Each entity is one member. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation. Membership certificates shall be signed by the President or the Vice-President and by the Secretary. Membership Certificates shall be numbered consecutively.

2.02 **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.03 **Suspension and Termination.** Membership in the Corporation is subject to termination by Board action if the member fails to have a representative in attendance at three (3) consecutive membership meetings.

2.04 **Termination for Cause.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regular constituted meeting, terminate the membership of any member who becomes ineligible for membership.

2.05 **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 return to the consortium's office any assets of the Corporation that are in the member's possession at the time of resignation.

2.06 **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

2.07 **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

2.08 **Waiver of Interest in Corporation Property.** All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by

the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3

MEETINGS OF MEMBERS

3.01 **Annual Meeting.** An annual meeting of the members shall be held in the month of October of each year, for the purpose of electing directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein 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.

3.02 **Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-tenth of the members having voting rights.

