

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.

3.03 **Place of Meeting.** The Board of Directors may designate any place, either within or without the City of Harlingen, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

3.04 **Notice of Meetings.** Notice of the place, day, hour and agenda of any meeting of members shall be given by posting in accordance with the Texas Open Meetings Act and, in addition, shall be given to each member.

3.05 **Quorum.** A quorum shall consist of forty percent (40%) of the members of the Corporation. A quorum shall be required to open the meeting, but once the meeting has been convened it may be continued with less than a quorum in attendance and any action may be taken as if a quorum was present.

3.06 **Actions of Members.** The vote of a majority of voting members in good standing, present and entitled to vote at a meeting in which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or by the Bylaws.

3.07 **Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by its duly authorized attorney-in-fact and a written proxy will be counted for the purpose of establishing a quorum. No proxy shall be valid after eleven (11) months from the date of its execution.

ARTICLE 4

DIRECTORS

4.01 **Number, Powers and Qualifications of Directors.**

The affairs of the Corporation shall be managed by its Board of Directors, consisting of twenty-five (25) Directors. Directors shall be chosen as follows:

1. Thirteen (13) Directors (fifty-one percent (51%) of the Board's total membership) must be local private-sector employers.
2. Four (4) Directors must be the presidents (or, at the

president's option, the vice president, or a dean or director) of South Texas Community College, Texas State Technical College, the University of Texas at Brownsville and Texas Southmost College, and the University of Texas-Pan American.

3. Five (5) Directors must be educators representing local secondary and postsecondary institutions.
4. Three (3) Directors will be at-large members. At-large members may include, but are not limited to, students; parents; representatives of local, state, and federal governmental entities; representatives of community-based organizations; organized labor or nonmanagerial employees; and other interested parties.

Directors to be appointed will be presented to the membership for ratification at appropriate annual meetings. Directors to be elected shall be chosen by a majority vote of the members at a membership meeting, except for vacancies. Any vacancy occurring on the Board of Directors by resignation or otherwise shall be filled as follows: replacements for appointed Directors will be named by the appointing organizations and presented to the Board for ratification; replacements for

elected Directors will be chosen by an affirmative vote of a majority of the remaining Directors, even though less than a quorum.

Associate and Emeritus members will be added upon recommendation of the Nomination Committee and approval of the Board of Directors. Associate and Emeritus members will not have voting rights but otherwise will be entitled to all privileges and responsibilities of membership on the Board.

In order to qualify for membership on the Board of Directors in any capacity, a person must be at least sixteen (16) years old and a Texas resident, and may not be an employee of the Corporation.

4.02 **Term.** The terms of all Directors shall be staggered so that one-half (½) shall come up for election or appointment in one year and the other one-half (½) shall come up for election or appointment in the following year. At each annual meeting of the members, new Directors shall be elected to the positions available. A retiring Director may be re-appointed or re-elected to the Board.

4.03 **Annual Meeting.** An annual meeting shall be held at the Corporation's principal office or at any other place

designated by the Board of Directors either within or without the City of Harlingen, Texas, in the month of November of each year on a day to be selected by the Board of Directors for the purpose of transacting such business as may be properly brought before the meeting.

4.04 **Regular Meetings.** Regular meetings shall be held quarterly at the Corporation's principal office or at any other place designated by the Board of Directors at a time and date to be designated by the Board of Directors. The Board, at its sole discretion, shall have the authority not to hold a regular quarterly meeting.

4.05 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

4.06 **Notice of Meetings.** Written notice of the time, day, place and agenda of any Annual, Special or Regular meeting of the Board of Directors shall be given to each Director at least seventy-two (72) hours before the time of the meeting, by

any means allowable under these Bylaws. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, special or regular meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Notwithstanding the foregoing, meetings of the Board of Directors may be held at any time by the unanimous written consent of the Directors.

4.07 **Quorum.** Forty percent (40%) of the Directors shall constitute a quorum at all meetings of the Board of Directors. At each meeting of the Board of Directors, each Director shall have one (1) vote for each issue on which a vote is taken, and every act done or decision made by majority vote of the Directors present at a meeting of the Board duly held, shall be the act of the Board of Directors.

4.08 **Resignation, Removal and Vacancies.** A Director may resign from office at any time by delivering a written

resignation to the Secretary and such resignation shall be effective immediately upon delivery to the Secretary. Any Director's term is subject to termination by Board action after unexcused absences at three (3) consecutive Board functions or absence from more than 50 percent of Board functions. Any Director may be removed from office, for cause, by a vote of the majority of the Board of Directors. The replacement Director for any Director who resigns or is otherwise removed from the Board must come from the same category (e.g. employer, educator, or at-large) as the Director whose unexpired term he or she is elected to fill and shall be elected or appointed, as appropriate.

4.09 **Compensation.** The Directors shall receive no compensation for their services as Directors of this Corporation. This, however, shall not preclude Directors who provide professional or billable services to the Corporation from receiving compensation for said professional or billable services.

4.10 **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be

taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

4.11 **Nominations for Directors.** The President shall appoint a committee from among the current Directors of the Corporation to serve as a nominating committee for new Directors to be elected at the next annual meeting, for Associate and Emeritus members, for officers elected at each annual meeting of Directors, and for replacement Directors to fill vacancies. Nominations for new Directors by members in good standing and/or Directors shall also be accepted from the floor at the annual meeting.

ARTICLE 5

OFFICERS

5.01 **Officers.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except

the offices of President and Secretary. All officers shall be elected from, and be members of, the Board of Directors, except the Secretary who may be an employee of the Corporation or of the Fiscal Agent (Texas State Technical College).

5.02 **Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected.

5.03 **Removal.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.04 **Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled

by and from the Board of Directors for the unexpired portion of the term.

5.05 **President.** The President shall be a private-sector employer and shall be the principal officer of the Corporation. The President shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, unless expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 **Vice-President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be

assigned to the Vice President by the President or Board of Directors.

5.07 **Treasurer.** The Treasurer shall be the primary financial Officer of the Corporation. All monies for the Corporation shall be deposited by the Treasurer, or by such persons as the Treasurer may direct, in accordance with the requirements of Article 7 of these Bylaws. The Treasurer shall keep or cause to be kept regular books of the Corporation and shall perform all other duties incident to the office of Treasurer or delegated by the Board of Directors.

5.08 **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, give all notices in accordance with the provisions of these Bylaws, or as required by law, be custodian of the Corporate records and the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, keep a register of the post office address of each member of the Board of Directors, which shall be furnished to the Secretary by each Board member, and in general,

perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

5.09 **Executive Committee.** The Corporation shall have an Executive Committee consisting of a minimum of seven (7) members, fifty-one percent (51%) of whom must be from local business and industry; including the President, Vice President, Treasurer, and committee chairs selected by the Board; provided, however, that if the number of Executive Committee members shall ever be less than seven (7), then the Board shall name additional members to serve on the Executive Committee. Forty percent (40%) of the Executive Committee members shall constitute a quorum for the transaction of business. The Executive Committee is authorized to act for the Board of Directors, and any action taken by the Executive Committee shall bind the corporation as if it had been taken by the Board of Directors. Any action required by law to be taken at a meeting of the Executive Committee, or any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members.

5.10 **Compensation of Officers.** Officers of the Corporation shall receive no compensation for their services as such. No officer, however, shall be disqualified from receiving compensation by reason of the fact that he or she serves the Corporation in another capacity.

ARTICLE 6

COMMITTEES

6.01 **Committees of Directors.** The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more Directors and, as appropriate, additional community volunteers, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another

Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation, or amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual, of any responsibility imposed on it or him or her by law.

6.02 **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee or unless such member shall cease to qualify as a member thereof. Committee members are eligible to be reappointed.

6.03 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.04 **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, forty percent (40%) of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.05 **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01 **Contracts.** The Board of Directors may authorize by resolution any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to investigate potential contracts and to enter into contract negotiations. The authority of any such officer or agent shall be limited to the express terms of the resolution.

Final approval of all contracts rests with the Board of Directors, Subject to the provisions of Section 7.02 below.

7.02 **Checks and Drafts.** Texas State Technical College is the Fiscal Agent for the Corporation. Except as provided below, all checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be issued and signed by the Fiscal Agent of the Corporation in such manner as shall be required by the relevant laws, rules, regulations, terms and conditions which govern all grants or other awards of funds to the Corporation.

7.03 **Deposits.** Except as provided below, all funds of the Corporation shall be deposited from time to time with the fiscal agent.

7.04 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest, or devise for the general purposes of or for any special purposes of the Corporation. All funds accepted by the Corporation under this Section may be deposited into a separate bank account established specifically and exclusively for contributions, gifts, grants, bequests and devises. All checks, drafts or other orders for payment of money, notes, or other

evidences of indebtedness issued in the name of the Corporation, on this account only, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

ARTICLE 8

PROHIBITED ACTS

8.01 **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors or the members, no member, director, officer, or committee member of the Corporation shall:

A. Do any act in violation of relevant laws, or the Bylaws, or a binding obligation of the Corporation.

B. Do any act with the intention of harming the Corporation or any of its operations.

C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

D. Receive an improper personal benefit from the operation of the Corporation.

E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

G. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

ARTICLE 9

INDEMNIFICATION

9.01 **When Indemnification Is Required, Permitted, and Prohibited.**

A. The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was

serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

C. The Corporation shall pay or reimburse expenses incurred by a Director, officer, member, committee member,

employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

D. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, member, committee member, employee, or agent of the corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(A), above.

E. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

F. If the Corporation may indemnify a person under the

Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

G. The Corporation shall not use any funds for indemnification if those funds are restricted from such use by law or by the terms of their grant or award to the Corporation.

9.02. **Procedures Relating to Indemnification Payments**

A. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

1. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named

defendants or respondents in the proceeding.

2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
3. Majority vote of members, excluding Directors who are named defendants or respondents in the proceeding.

B. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 9.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

C. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

D. Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The

report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting.

ARTICLE 10

BOOKS AND RECORDS

10.01 **Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any member, any Director, its or his or her agent or attorney for any proper purposes at any reasonable time.

ARTICLE 11

FISCAL YEAR

11.01 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year.

ARTICLE 12

SEAL

12.01. **Seal.** The Board of Directors shall provide a Corporate seal which shall be in the form of a circle and have inscribed thereon the name of the Corporation.

ARTICLE 13

NOTICE OF, AND WAIVER OF NOTICE OF, MEETINGS

13.01 **Notice by Mail, Fax, Email, or Delivery.** Any notice required or permitted by the Bylaws to be given to a member of the Corporation must be given by mail. Any notice required or permitted by the Bylaws to be given to a Director, officer or member of a committee may be given by mail, fax, email, hand delivery, or by messenger or courier service. A notice by mail shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by fax, a notice shall be deemed to be delivered when sent by the corporation's fax machine. If given by email, a notice shall be deemed to be delivered when sent by the corporation's designated representative. If given by hand delivery or by messenger or courier service, a notice shall

be deemed to be delivered when received by the person. A person may change his or her address by giving written notice to the Secretary of the Corporation.

13.02 **Waiver of Notice.** Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

13.03 **Waiver of Notice by Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 14

AMENDMENTS TO BYLAWS

14.01 **Amendments to Bylaws.** To the extent allowed by law, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting. The proposed

change or changes must be presented to all Directors at least ten (10) days prior to the meeting at which the changes are to be voted upon.

ARTICLE 15

MISCELLANEOUS PROVISIONS

15.01 Legal Authorities Governing Construction of Bylaws.

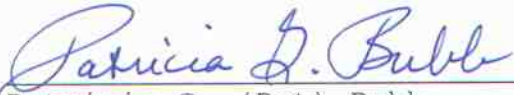
The Bylaws shall be construed in accordance with the law of the State of Texas or, as applicable, the laws of the United States. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they be amended from time to time.

15.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

15.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the term of the Bylaws.

15.04 Gender. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Adopted by the Board of Directors on May 21, 2009.


Patricia G. (Pat) Bubb
Secretary

ATTEST:


E. Richard Vaughan
President