

**BYLAWS
OF
WALDEN FOLLIES, INC.
(Includes all revisions from inception through July 17, 2025)**

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Incorporation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 13101 Melville Dr. Montgomery, TX 77356, provided that the Board of Directors have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE II – PURPOSE

1. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the Corporation shall promote community cultural enrichment through the production of amateur theatrical and musical performances and related activities.

2 RESTRICTIONS ON POLITICAL AND LEGISLATIVE ACTIVITIES

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

3. PROHIBITION ON PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III - MEMBERS

1. CLASSES OF MEMBERS

The Corporation shall have two classes of members, of which membership is determined during each calendar year. A Class A member must meet the following qualifications for membership: A Class A member must have a fee simple interest in real property located in Walden on Lake Conroe subdivision, Montgomery County, Texas, or be a full time or part time resident of the subdivision and be a person recognized by the Walden Community Improvement Association as a person entitled to use the amenities of Walden on Lake Conroe Subdivision, and must have participated in the cast or crew during one of the two most recent annual productions of the Walden Follies.

A Class B member must meet the following qualifications for membership: A Class B is a person that has previously participated in the cast or crew during at least one previous annual production of the Walden Follies, while a Class A member, or be employed by the Walden Community Improvement Association in the current calendar year.

Reference in these by-laws to "member" or "members" shall mean Class A and Class B member(s) unless otherwise specifically distinguished.

2. DETERMINATION AND APPROVAL OF MEMBERS

Members shall be determined and approved by the Board of Directors. Whether or not a person qualifies as a "resident of the subdivision", be it part-time or full-time, shall be within the sole determination of at least five members of the Board of Directors. The Board of Directors, by a vote of at least five (5) members of the Board, may approve temporary membership by a non-resident or non-property owner on a case-by-case basis, with such approval being a maximum of one year.

3. TERMINATION OF MEMBERSHIP

A person shall no longer be a member when such person neither owns a fee simple interest in real property located in Walden on Lake Conroe subdivision, Montgomery County, Texas, or is no longer a full time or part time resident of the subdivision or is one who did not participate in the cast or crew during at least one of the two most recent production of the Walden Follies.

The Board of Directors, by affirmative vote of five (5) members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.

4. TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

5. PLACE OF MEETING

The Board of Directors may designate any place in Walden on Lake Conroe subdivision 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 Walden Yacht Club but if a quorum of all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate ton may be taken.

6. ANNUAL MEETING

The annual meeting of members shall be held on the date and time set by the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call an annual meeting, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by certified mail directed to any officer of the Corporation and mailed to the registered office. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

7. NOTICE OF MEMBERS' MEETING

Written or printed notice stating 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, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, by any one or more of the following methods: personally, by facsimile transmission, by US first class or bulk mail, by email to the last known email address of the member, by posting or publishing such notice either on the glass enclosure at the front door entrance of the Walden Yacht Club and/or in the reception area of the office of the Walden Community Improvement Association, or in the newsletter published by the Walden Community Improvement Association, to each member entitled to vote at such meeting. Notice is deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Walden Community Improvement Association, with postage thereon paid, if transmitted by facsimile, notice is deemed to be delivered on successful

transmission of the facsimile number last known to the Corporation, by email upon sending such email to the last known email address of the member, or upon posting same at the Walden Yacht Club or office of the Walden Community Association, or upon mailing the newsletter containing such notice

8. SPECIAL MEMBERS' MEETINGS

Special meetings of the members may be called by the President, or by any three or more members of the Board of Directors, or by members having not less than one-tenth of the votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members 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 within ten days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

9. VOTING OF MEMBERS

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members are limited, enlarged, or denied by the Articles of Incorporation or these Bylaws.

A member may vote in person or, unless the Articles of Incorporation or these Bylaws otherwise provide, may vote by proxy executed in writing by the member or by his duly authorized attorney-in fact. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than one (1) month.

Cumulative voting on any matter is expressly prohibited.

The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

10. QUORUM OF MEMBERS

Unless otherwise provided in the Articles of Incorporation or in these Bylaws, ten members represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Articles of Incorporation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

11. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

12. VOTING LISTS

After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The Corporation shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.

13. ACTION BY MEMBERS WITHOUT MEETING

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Articles of Incorporation so provide, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. A written consent signed by less than all of the members or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of members or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of members or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

If any action by members or a committee is taken by written consent signed by less than all of the members or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of Article 1396-9.10 of the Texas Non-Profit Corporation Act and that any written notice required by such Article has been given.

A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photostatic, email, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

ARTICLE IV - DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors must be Class A members of the Corporation.

The purpose of the Board is to make policy decisions concerning the theme, level of expenditures, approve changes in the By-laws, finances, appoint Committee Chairpersons (including, but not limited to the Main Show Director), and in general, to provide a body of persons who will provide leadership, direction, continuity and supervision for the continuous operation of the Walden Follies.

Standing Rules governing the administration of the Walden Follies shall be determined by the Board of Directors. Amendments, repeal or adoption of additional standing rules shall be made in the same manner as amendments, repeal or adoption of the By-Laws as provided in Article X herein.

2. NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be seven (7) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

All terms of office for all Board members will be for a period of three (3) years, except as provided hereafter in this paragraph. Board members of the previously unincorporated Walden Follies in place at the time of incorporation shall become the initial Board of Directors, and their respective existing terms of office shall remain in force and effect. In the event there is no Walden Follies presentation in any given calendar year, the terms of all Board members serving in that year shall be extended by one year for each year during which there is no Walden Follies presentation.

The positions of vacating Board of Director members shall be elected by members ballot during the final performance of each annual Walden Follies presentation. A person nominated for the Board must have participated in at least two previous years of Walden Follies, not necessarily consecutive. The election shall be conducted by a Ballot Committee Chairperson, who will be a member of the Board selected by the President, who, in turn, shall request a number of other Board members as the Chairperson shall consider appropriate to serve on a Ballot Committee. Whenever nominees receive the same number of votes during an election, the following examples shall apply. If there are two (or three)

vacant positions, and two of several nominees tie with the second (or third) highest number of votes, then the two nominees receiving the same number of votes shall be in a run-off to be conducted at the cast party following the Follies performances. If there is a further tie during the run-off at the cast party, or if there is no cast party in a given year, then the Ballot committee shall place both names on paper, and draw a name from a box, and the nominee drawn shall fill the second (or third) vacant board position with the other nominee becoming the First Alternate. All nominees not elected to the Board after counting all votes cast shall be offered to serve as Alternates to the Board for a period of one (1) year, in the order in which the Alternates received votes; provided further that if there is no Walden Follies presentation in the year or years following the year in which the Alternates were nominated and received votes, the Alternates shall be offered to serve for one year for each year during which there is no Walden Follies presentation. For example and for purpose of illustration, if two vacating positions are being elected among more than two nominees, the persons receiving the next highest votes after the two highest nominees are determined will be deemed First Alternate, Second Alternate, and so forth. In a situation whereby one of the members of the Board cannot complete his or her term, the Board of Directors shall select an Alternate in order of his or her number, who will be offered to complete the full term of the person he or she replaces. Alternates shall not be expected to attend board meetings nor will Alternates have any voting rights until such Alternate(s) replaces a Board member not completing his or her term.

There shall be no more than one (1) Board member from a single household.

3. REMOVAL

A director may be removed from office, with or without cause, by vote of at least five (5) members of the Board of Directors.

4. RESIGNATION

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. ANNUAL MEETING OF DIRECTORS

Within a reasonable time following each annual election of members, the Board of Directors shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

6. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors.

7. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

8. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place within Walden on Lake Conroe subdivision as shall be specified in the notice of meeting or executed waiver of notice.

9. NOTICE OF DIRECTORS' MEETINGS

Notice of any meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered by any one or more of the following methods: personally, by facsimile transmission, by US first class mail (requires five (5) days' notice, or by email to the last known email address of the Director. Notice is deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation, with postage thereon paid, if transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile number last known to the Corporation, by email upon sending such email to the last known email address of the member. Any Director may waive notice of any meeting. The attendance of a Director at any 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 transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

10. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required in these by laws or the Articles of Incorporation.

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

11. COMPENSATION

Directors, as such, shall not receive any compensation for their services.

12. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Articles of Incorporation so provide, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of Article 1396-9.10 of the Texas Non-Profit Corporation Act and that any written notice required by such Article has been given.

A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photostatic, email, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

13. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors shall appoint such committee chairs as may be necessary to conduct the affairs of an annual Walden Follies presentation: (such as Main Show Director, Asst. Main Show Director, finances, staging, publicity, costume and prop inventory, sound, ticket sales, programs, and an Administrative Liaison who shall handle relations with outside organizations such as the Ladies Association, Property Owners Association, C.I.A., yacht club, etc.). With the exception of the Main Show Director and Asst. Main Show Director, members of the board can serve as committee chairs, committee members, act Directors, and so forth.

Neither the Main Show Director nor Asst. Main Show Director can be a member of the Board of Directors.

The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

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.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority 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.

ARTICLE V - OFFICERS

1. NUMBER OF OFFICERS

The officers of a Corporation shall consist of a president, vice-president, a secretary and a treasurer. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected annually for a one-year term by the Board of Directors at the first meeting of the Board of Directors following the annual Walden Follies performances.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected may be removed by vote of at least four members of the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. Election of an officer shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors consistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall; be attested by the signature of either the Secretary or an Assistant Secretary. The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

6. VICE-PRESIDENTS

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

6. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

7. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his or her attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE VI - CERTIFICATES OF MEMBERSHIP

1. CERTIFICATES OF MEMBERSHIP

The Board of Directors may but is not obligated to provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

2. ISSUANCE OF CERTIFICATES

When a member has been approved for membership, a certificate may be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of this Article V.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VIII - MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, 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 equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal, and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from

time to time by resolution of the Board of Directors. Two signatures shall be required on all checks. The Treasurer, the President, and Vice-President shall be authorized to sign all checks.

6. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

8. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

9. FINANCIAL RECORDS 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 of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state 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.

10. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE IX - CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.

2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Non-Profit Corporation Act limit such powers. Unless the Articles of Incorporation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors. Amendments, repeal or adoption of the By-Laws may be made by the Board only in the event proposed changes are presented and discussed at one board meeting and voted upon at a subsequent board meeting; furthermore, there shall be no changes made to the By-Laws unless at least five board members consent to such change(s).

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed exclusively for charitable purposes to one or more organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, or to a governmental entity for a public purpose.