

THE CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS, INC.

BYLAWS

Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of The Children's Bereavement Center of South Texas (CBCST). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of The Children's Bereavement Center of South Texas (CBCST) these Bylaws will be controlling.

ARTICLE 1 - Establishment

Section 1.1 Name. The Name of this organization shall be *The Children's Bereavement Center of South Texas, Inc.*

Section 1.2 Purpose. The Children's Bereavement Center of South Texas (CBCST) is organized and operated pursuant to the Texas Nonprofit Corporation Act and Section 501 (c) (3) of the Internal Revenue Code, as amended. The CBCST will engage in lawful, nonprofit activity, including charitable and educational activities which provide support for youth and their families or caregivers who have experienced, or are anticipating a loss through death. The Mission of the CBCST is to foster healing for grieving youth, their families and the community through peer support programs, counseling, training, education and outreach.

Section 1.3 Office Location. The principal office is located in San Antonio, Texas with the registered office located at 205 West Olmos Drive, San Antonio, Texas 78212. The registered agent of the corporation may be changed as determined by the Board of Directors in accordance with the procedures set forth in the Texas Non-Profit Corporation Act, Article 1396-2.06.

Section 1.4 Registered Agent. The registered agent of the corporation required by the Texas Nonprofit Corporation Act shall be an individual resident of the State of Texas. The registered agent of the corporation may be changed as determined by the Board of Directors in accordance with the procedures set forth in the Texas Non-Profit Corporation Act, Article 1396-2.06.

Section 1.5 Powers. The Children's Bereavement Center of South Texas (CBCST) is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the CBCST shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE 2 - Board of Directors

Section 2.1 General Powers and Responsibilities. The CBCST shall be governed by a Board of Directors ("the Board"), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of the CBCST and shall delegate to the Executive Director and CBCST staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 2.2 Membership, Size and Compensation.

2.2.1 The membership of the Board of Directors shall consist of a minimum of five (5) and a maximum of twenty-five (25) voting members who need not be residents of Texas. No member of the Board shall be a

relative of a CBCST paid staff person. Special Board approval must occur for any two family members to serve on the Board at the same time. The number of Directors may be increased or decreased by amendment to the bylaws, pursuant to Article 1396-2.15 of VTCS (Vernon's Texas Civil Statutes), by the affirmative 2/3 vote of the then-serving Board of Directors.

- 2.2.2 In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members and shall not be eligible for office.

Section 2.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Section 6.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

Section 2.4 Board Elections. The Governance / Board Development Committee shall present nominations for new and renewing Board members at regular Board meetings designated by the Board. Recommendations from the Governance / Board Development Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

Section 2.5 Term of Office. All appointments to the Board of Directors shall be for three year terms. Board members will begin their terms after the meeting at which they were elected. No person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than seven consecutive years. After serving a total of two terms or two terms and one year, as the case may be, a Board member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such Board member's service.

Section 2.6 Removal. Any Director may be removed from the Board upon a 2/3 vote at a meeting with a quorum present.

Section 2.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair, Secretary of the Board or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 2.8 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 2.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair or any four regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them.

Section 2.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to the Board Chair and Executive Director to be placed in the minute books of the CBCST.

Section 2.11 Quorum. A majority of the number of Directors shall constitute a quorum for transaction of business at any meeting of the Board. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise

provided the Articles of Incorporation, these Bylaws, or the law specifically requires otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in electronic communication via telephone or web conference with the other Board members participating in the meeting. If, at any time, the Board consists of an even number of members, and a vote results in a tie, the vote of the Chair shall be the deciding vote.

Section 2.12 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the CBCST, and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Section 2.13 Proxy. Each Director shall be entitled to one vote and may vote in person, by tele-conference, email, facsimile, or by proxy executed in writing by the Director. If, at any time, the Board consists of an even number of members, and a vote results in a tie, the vote of the Chair shall be the deciding vote. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any voting member of the Board Executive Committee who is in attendance at the meeting in question. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

Section 2.14 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board Chair his/her commitment to The CBCST. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the Board. A Board Member so absent will be deemed to have submitted his or her resignation to the Board at its next regular meeting. No member of the Board of Directors shall be absent without excuse for three consecutive Board meetings. An absence is considered to be excused if prior notification is given to the Executive Director or Board Chair..

ARTICLE 3 - Officers

Section 3.1 Officers and Duties. The Board shall elect officers of the CBCST which shall include a Chair, a Vice Chair (*Chair Elect*), a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past Chair for a term of one (1) year. One person may hold any two or more offices, except the Chair and Secretary.

Section 3.2 Chair. The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of the CBCST. The Chair may sign contracts and other instruments on the organization's behalf. The Chair is an ex-officio member of all standing and/or special committees of the Board.

Section 3.3 Vice Chair / Chair Elect. The Vice shall also be known as *Chair Elect* and shall have all powers and duties of the Chair during the Chair's absence, disability or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board or the Bylaws.

Section 3.4 Past Chair. The Past Chair, if any, shall assist in advancing the goals and objectives of the CBCST through the application of knowledge gained through past Board experiences. The Past Chair shall be responsible for specific tasks delegated by the Executive Committee.

Section 3.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all Board and Executive Committee meetings to be given, (d) attest the signatures of the CBCST officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair or these Bylaws.

Section 3.6 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of the CBCST from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the CBCST's net worth at the close of the fiscal year, and cause a firm of outside certified public accountants to audit the organization's books and records at the end of each fiscal year.

Section 3.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall serve for a one year term, or until their successor is elected. No officer shall be eligible to serve more than four consecutive terms in the same office. The officers of the Board shall be elected annually by the Board at the Annual Board meeting in May and terms will commence in July of that same year. A vacancy occurring in any office due to death, resignation, removal, disqualification or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

Section 3.8 Removal of Officers. Any Officer elected or appointed may be removed by the persons authorized to elect or appoint such Officer whenever, in the judgment of the Directors, the best interest of the corporation will be served. Such removal shall require a two-thirds (2/3's) vote at a meeting in which a quorum is present.

ARTICLE 4 - Committees

Section 4.1 Organization. The Board of Directors may from time to time appoint a committee or committees for the purpose as set forth by the Board of Directors. The Board of Directors can delegate such powers as are necessary.

Section 4.2 Standing Committees. The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Development / Fundraising Committee, Governance / Board Development Committee, Marketing Committee, Strategic Planning Committee, Human Resources Committee and Facilities Committee..

4.2.1 Executive Committee. The Executive Committee shall be composed of the officers of the CBCST Board of Directors, and, at the Chair's discretion, two additional voting Board members. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of the Executive Director. The Executive Committee shall meet at the discretion of the Chair. The Board of Directors may delegate to this Committee the authority to exercise all powers of the Board, excepting the power to amend the bylaws, while the Board of Directors is not in session. All business transacted by such Committee must be submitted to and ratified by the Board at its next regular meeting or at a special meeting called for that purpose. The Committee shall give final approval to settlement of personnel grievances.

4.2.2 Finance Committee. The Finance Committee shall be composed of two or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits and prepare and recommend an annual operating budget to the Board.

4.2.3 Development / Fundraising Committee. The Development Committee shall be composed of two or more Board members. The Development Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance, Strategic Planning, and Marketing Committees and other such designated committees.

4.2.4 Governance / Board Development Committee. The Governance / Board Development Committee shall be composed of two or more Board members. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance / Board Development Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws as necessary.

4.2.5 Marketing Committee. This committee shall be composed of two or more board members and shall focus on raising overall awareness about the CBCST in the South Texas community as well as supporting the CBCST staff and the Development / Fundraising Committee in furtherance of visibility and development goals.

4.2.6 Strategic Planning Committee. This committee shall be composed of two or more Board members. This committee shall be responsible for developing, monitoring and assisting with implementation of annual and long-range strategic development plans.

4.2.7 Human Resources Committee. This committee shall consist of two or more Board members and shall be responsible for establishing and maintaining risk management policies and drafting or revising personnel policies for Board approval. This committee will also review job descriptions, ensure that a scalable workforce plan is in place, and make certain that a positive workplace environment is maintained.

4.2.8 Facilities Committee. This committee shall consist of two or more Board members and shall be responsible for managing and overseeing the maintenance, care and security of CBCST property, buildings, and all furnishings, fixtures and equipment.

Section 4.3 Members. Committee members for each committee shall be appointed by the Board Chairperson and shall consist of a minimum of two (2) Directors. Each Board committee shall be chaired, or co-chaired, by a Board member appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to chair or serve on any Board committees at the discretion of the Board Chair.

Section 4.4 Committee Chairperson. Each Committee Chairperson's responsibility will be to conduct activities and fulfill the purposes for which the committee was established. The term of office for such Chairperson shall be for one (1) year and may be reappointed for up to an additional 3 years, or until a successor has been appointed .

Section 4.5 Quorum and Manner of Acting. Except as otherwise provided, the presence at a meeting of a majority of the total authorized membership of a committee (but in no event less than two (2)) shall be sufficient to constitute a quorum for the transaction of business.

Section 4.6 Termination of Committee Members. Any member of any committee may be removed from a committee at any time by resolution of the committee and with the approval of the Board Chairperson or by resignation tendered in writing by the member to the Committee Chairperson. Unless otherwise specified therein, resignation shall take effect upon delivery.

Section 4.7 New Appointment. 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.

Section 4.8 Special Committees. The Chair may appoint / approve special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the Chair (i.e., *Friends of the CBCST* for special fundraising events, etc.). Any member may be removed by the Board Chair whenever in the Board Chair's judgment the best interests of the CBCST shall be served by such removal.

Section 4.9 Advisory Council. The Board may maintain an Advisory Council which shall not have nor exercise the authority, responsibility or duties of the Board. Except as otherwise provided in such resolution, members of such Advisory Council need not be Board members. The Board Chair shall appoint / approve the members thereof. Any member may be removed by the Board Chair whenever in the Board Chair's judgment the best interests of the CBCST shall be served by such removal.

- 4.9.1 Purpose.** To provide advice and counsel to the Board of Directors in matters that pertain to the objectives and overall operation of the organization.
- 4.9.2 Operation.** The Advisory Council shall offer guidance and act as resource persons, either collectively or on an individual basis. In addition, the Advisory Council may present recommendations to the Board of Directors for the Board's consideration at any regular or special meeting of the Board of Directors.
- 4.9.3 Composition.** Individuals who qualify for the Advisory Council shall have personal experience or philosophies deemed of value to the CBCT. These members should also represent diverse interests of the community. Potential members may be invited by the Board of Directors to join the Advisory Council and appointed by the Board Chair..

Section 4.10 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE 5 - Rules for General Conduct and Procedure

Section 5.1 Rules of Order. "Robert's Rules of Order", newly revised, shall govern the conduct of the Board and its Committees on all of their deliberations except as modified by statute, rule or these Bylaws. It is the intent of the Board to seek consensus in all deliberations.

Section 5.2 Order of Business. The order of business for meetings shall be determined by the Chairperson. If a vote is necessary on an emergency matter not previously noticed, an affirmative vote by two-thirds (2/3's) of the Board of Directors shall be required.

ARTICLE 6 - Miscellaneous Provisions

Section 6.1 Fiscal Year. The fiscal year of the CBCST shall be from January 1st to December 31st, unless otherwise fixed by resolution adopted by the Board of Directors. At the close of each accounting year, or as soon thereafter as practicable, the Treasurer shall cause to be prepared an annual report of the financial affairs of the Corporation for such accounting year.

Section 6.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Section 6.3 Books and Records. The CBCST shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

Section 6.4 Contracts and Grants. The Board may authorize any officer(s), or agent(s) of the CBCST to enter into contracts, leases and agreements with and accept grants and loans from, the United States, its departments, and agencies, the State of Texas, its agencies, counties, municipalities and political subdivisions and public or private corporations, foundations, and persons, and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Director shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

Section 6.5 Checks, Drafts and Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the CBCST shall be signed by such officer(s) or agent(s) of the CBCST and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.6 Deposits. All funds of the CBCST shall be deposited from time to time to the credit of the CBCST in such banks, trust companies, or other depositories as the Board shall select.

Section 6.7 Acceptance of Gifts. The Board may accept on behalf of the CBCST any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the CBCST. Prior to acceptance of a significant real property contribution, gift, bequest, or devise the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the CBCST would be consistent with and further the purposes of the CBCST.

Section 6.8 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of the CBCST, members of the Board and officers of the CBCST may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of the CBCST involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit the CBCST's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the CBCST if such contract, transaction, or act would result in denial of the CBCST's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of the CBCST be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member which would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

Section 6.9 Investments. The CBCST shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

Section 6.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee or representative of the CBCST shall take any action or carry on any activity by or on behalf of the CBCST which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations, as they now exist or as they may hereafter be amended.

Section 6.11 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Section 6.12 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Section 6.13 Dissolution. In the event of the dissolution of the *Corporation*, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the County Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such exclusively for such charitable purposes and which then qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code. No contributor to this corporation, or any member of

the family of a contributor, nor any corporation controlled by a contributor shall ever derive or receive any financial or pecuniary gain or profit from this corporation on dissolution, liquidation, winding up, or otherwise.

ARTICLE 7 - Bylaws

Section 7.1 Bylaws adoption. These bylaws shall become effective upon approval by two-thirds (2/3's) vote of the directors.

Section 7.2 By-laws amendments. These Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a 2/3 vote of the entire Board and with prior notice at any regular or special meeting at which a quorum is present. These amendments shall take effect upon approval.

ARTICLE 8 – Pluralism and Diversity

Section 8.1 Non Discrimination. It shall be the policy of this corporation to comply with all state and federal laws, rules and regulations prohibiting discrimination against any person with regard to employment because of race, color, religion, sex, physical handicap, national origin, age, marital status, change in marital status, or pregnancy. This nondiscrimination provision relates to hiring, placement, upgrading, transfer, demotion, recruitment, advertisement, solicitation for training, layoff, termination, and all other conditions of employment.

ARTICLE 9 - Indemnity

Section 9.1 Extent of Indemnification. The Corporation shall indemnify any person who is serving or who has served as a Director, Officer or committee member of the Corporation to the greatest extent then permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act and other applicable law. Indemnification as provided in this Article shall inure to the benefit of the heirs, executors, and administrators of any person who held a position named in this section.


Section 9.2 Other Remedies. Indemnification provided in this Article shall not be exclusive of any other rights to which a person who held a position identified in this Section may be entitled by law, agreement, vote of disinterested Directors or otherwise.

Section 9.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person (or may reimburse any such person for the reasonable and necessary cost of obtaining and maintaining personal insurance) against any liability which may be incurred by him/her arising out of his/her status as a Director, Officer, committee member or employee of the Corporation, whether or not the Corporation would have the power to indemnify him/her against any such liability under this Article.

Section 9.4 Limitation of Liability. The Directors of the Corporation shall not be liable to the Corporation or its members, if any, for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article shall not eliminate or limit the liability of a Director for any act described in Article 7.6B(1) - (4) of the Texas Miscellaneous Corporations Law Act.

These Bylaws were approved at a meeting of the Board of Directors on: April 8, 2008

- Amended May 13, 2008
- Amended Aug. 12, 2008
- Amended October 18, 2011



Sally Sohn, Secretary