

BYLAWS
OF
THE LONGHORN ALUMNI BAND
A Non-Profit Corporation

TABLE OF CONTENTS

	Page
ARTICLE I	
Offices	
Section 1.01 Principal Office	1
Section 1.02 Other Offices	1
ARTICLE II	
Members	
Section 2.01 Membership	1
Section 2.02 Voting Rights	1
Section 2.03 Suspension or Expulsion of Members	1
ARTICLE III	
Meetings of Members	
Section 3.01 Annual Meeting	2
Section 3.02 Special Meetings	2
Section 3.03 Place of Meeting	2
Section 3.04 Notice of Meeting	2
Section 3.05 Quorum	2
Section 3.06 No Proxies	2
ARTICLE IV	
Board of Directors	
Section 4.01 General Powers	3
Section 4.02 Number, Tenure, and Qualifications	3
Section 4.03 Removal of Directors	3
Section 4.04 Regular Meetings	3
Section 4.05 Special Meetings	3
Section 4.06 Chairman of the Board	4
Section 4.07 Notice	4
Section 4.08 Quorum	4
Section 4.09 Manner of Acting	4
Section 4.10 Vacancies	4
Section 4.11 Compensation	4
ARTICLE V	
Officers	
Section 5.01 Officers	5

Section 5.02 Election and Term of Office	5
Section 5.03 Removal	5
Section 5.04 Vacancies	5
Section 5.05 President	5
Section 5.06 President-Elect	6
Section 5.07 Vice-President	6
Section 5.08 Treasurer	6
Section 5.09 Secretary	6
Section 5.10 Assistant Treasurers and Assistant Secretaries	6
ARTICLE VI	
Committees	
Section 6.01 Committees of Directors	7
Section 6.02 Nominating Committee	7
Section 6.03 Other Committees	7
Section 6.04 Term of Office	7
Section 6.05 Chair	7
Section 6.06 Vacancies	8
Section 6.07 Quorum	8
Section 6.08 Rules	8
ARTICLE VII	
Contracts, Checks, Deposits and Funds	
Section 7.01 Contracts	8
Section 7.02 Checks, Drafts, of Orders for Payment	8
Section 7.03 Deposits	8
Section 7.04 Gifts	8
ARTICLE VIII	
Certificates of Membership	
Section 8.01 Certificates of Membership	8
Section 8.02 Issuance of Certificates	9
ARTICLE IX	
Membership Dues and Fees	
Section 9.01 Annual Dues and Fees	9
Section 9.02 Payment of Membership Dues and Fees	9
Section 9.03 Default and Termination of Membership	9
ARTICLE X	
Miscellaneous	
Section 10.01 Books and Records	9
Section 10.02 Fiscal Year	10
Section 10.03 Corporate Seal	10

Section 10.04 Waiver of Notice	10
Section 10.05 Severability	10
Section 10.06 Indemnification	10
ARTICLE XI	
Amendments	
Section 11.01 Powers of Members to Amend Bylaws	14

BYLAWS
OF
THE LONGHORN ALUMNI BAND
A Non-Profit Corporation

ARTICLE I

Offices

1.01 Principal Office. The principal office of the corporation in the State of Texas shall be located in the City of Austin, County of Travis.

1.02 Other Offices. The corporation may have such other offices, either within or without the County of Travis, State of Texas, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

Members

2.01 Membership. The corporation shall have the following two classes of members:

(a) Voting Members – All former students of the University of Texas who were members of The University of Texas Longhorn Band at some time during their enrollment at The University of Texas, and who signify that they wish to be members by paying membership dues, and fees, if any: and

(b) Honorary Members – Persons who have rendered service to The University of Texas Longhorn Band or the corporation or its predecessor may be appointed as honorary members by the board of directors of the corporation and confirmed at an annual meeting of the corporation by the vote of majority of the votes entitled to be cast by the members present.

2.02 Voting Rights. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members. Honorary Members shall have no voting rights.

2.03 Suspension or Expulsion of Members. 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 conduct that the board deems detrimental to the objectives or interests of the corporation or in violation of its bylaws, code of ethics, or rules and regulation, provided the member is given notice of the proceedings and an opportunity to be heard in his or her own defense.

ARTICLE III

Meetings of Members

3.01 Annual Meeting. An annual meeting of the members shall be held in Austin, Texas in September, October, or November, at a day and time selected by the board of directors, for the purpose of electing directors of the corporation in accordance with Article IV hereof and electing trustees (hereinafter referred to as the "Trustees") of The Longhorn Alumni Band Charitable Fund, a Texas nonprofit corporation having no members with voting rights, and for the transaction of such other business as may come before the meeting. If the election of directors, officers, or Trustees shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the board of directors shall cause such election to be held at a special meeting of the members as soon thereafter as is convenient.

3.02 Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

3.03 Place of Meeting. The board of directors may designate any place within the City of Austin, 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.

3.04 Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, by fax, or by electronic mail, to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the president, the secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

3.05 Quorum. The members appearing at any meeting, after notice, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.06 No Proxies. At any meeting of members, only members who are present, in person, shall be entitled to vote. Members may not vote by proxy or power of

attorney. The vote of the majority of the votes entitled to be cast by the members 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.

ARTICLE IV

Board of Directors

4.01 General Powers. The affairs of the corporation shall be managed by its board of directors. Directors must be members of the corporation and must presently be an officer of the corporation or have previously been an officer of the corporation or its predecessor, the unincorporated association known as The University of Texas Longhorn Band.

4.02 Number, Tenure, and Qualifications. The number of directors shall be seven (7). The president of the corporation shall be one of the directors of the corporation and shall assume office as a director at the close of the annual meeting of directors at which his election is declared and shall serve as a director for one year and thereafter until his successor shall have been elected and qualified. The remaining six (6) directors shall assume office at the close of the annual meeting of members at which their election is declared and shall serve for three years and hereafter until their successor shall have been elected and qualified; provided, however, that the first board of directors shall have two directors other than the president with terms of one year, two directors with terms of two years and two directors with terms of three years, so that in following years no more than three directors shall be regularly scheduled for election at an annual meeting of members.

4.03 Removal of Directors. Any director may be removed, with or without cause, at any special or annual meeting of members, by the affirmative vote of a majority of the votes entitled to be cast by members present, if notice of intention to act upon such matters shall have been given in the notice calling such meeting.

4.04 Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, during, or immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, within the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.

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 directors. The person or persons authorized to call special meetings of the board may fix any place, within the State of Texas, as the place for holding any special meeting of the board called by them.

4.06 Chairman of the Board. The board of directors shall elect from among themselves the chairman of the board of directors, who shall serve for such term as the board shall select. The chairman of the board of directors shall preside at all meetings of the board of directors but shall not have other powers and duties unless otherwise prescribed by the board of directors.

4.07 Notice. Notice of any special meeting of the board of directors shall be given at least five (5) days prior to such meeting by written notice delivered personally, by mail, by fax, by telegram, or by electronic mail, to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the articles of incorporation or by these bylaws.

4.08 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.09 Manner of Acting. The act of a majority of the directors present 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 by law, by the articles of incorporation or by these bylaws.

4.10 Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term or his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

4.11 Compensation. Directors as such shall not receive any salaries for their services or any indemnification for the expenses and costs of attending each meeting of the board of directors.

ARTICLE V

Officers

5.01 Officers. The officers of the corporation shall be a president, a president-elect, one or more vice-presidents (the number to be determined by the members), a secretary, a treasurer and such other officers as are determined by the board of directors to be desirable and are elected in accordance with the provisions of this Article V. The board of directors may elect such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as the board of directors deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary. Each officer must be a member of the corporation.

5.02 Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors from the slate of officer candidates selected by the nominating committee and approved by the members pursuant to subsection 6.02 (a) hereof and from additional officer candidates nominated pursuant to subsection 6.02 (b) hereof. 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 elected and qualified.

5.03 Removal. Any officer may be removed by the board of directors whenever in the reasonable judgment of a majority of the directors, present and voting, the best interests 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, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5.05 President. The president shall be the principal executive officer of the corporation, and shall, in general, supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, by the bylaws, or by statute, to some other officer or agent of the corporation. In general, the president 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 President-Elect. In the absence of the president or in the event of the inability or refusal of the president to act, the president-elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restriction on the president. The president-elect shall perform such other duties as from time to time may be assigned by the president or by the board of directors in order of the corporation and prepare the president-elect for subsequent service as president.

5.07 Vice-President. In the absence of the president and the president-elect or in the event of an inability or refusal of the president and president-elect to act, the vice-president, or in the event there be more than one vice-president, vice-presidents in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

5.08 Treasurer. If required by the board of directors, the treasurer shall be bounded for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors, and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.

5.09 Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are filed in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post-office address of each member which shall be furnished to the secretary by such 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.

5.10 Assistant Treasurers and Assistant Secretaries. If required by the board of directors, assistant treasurers shall be bonded for the faithful discharge in such sums and with such sureties as the board of directors shall determine. Assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the

board of directors.

ARTICLE VI

Committees

6.01 Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate committees each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and shall exercise the authority of the board of directors. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

6.02 Nominating Committee.

a. The board of directors shall appoint a nominating committee of at least three members and shall designate its chairman, whose duty shall be to present to the members of the corporation for their approval at the annual meeting of members the names of the persons nominated by the committee as officers and directors of the corporation and as Trustees. The nominating committee shall consist of at least the President-Elect, a member of the board of directors, and another member of the corporation.

b. Additional candidates, with the consent of such candidates, may be nominated at the annual meeting of members from the floor.

6.03 Other Committees. In addition to the nominating committee, other committees not having and exercising the authority of the board of directors in the management of the corporation 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. Any committee member 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.

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

6.05 Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the committee members.

6.06 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.

6.07 Quorum. 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.

6.08 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 VII

Contractors, Checks, Deposits and Funds

7.01 Contracts. The board of directors may authorize and officer or officers, agents or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and n behalf of the corporation, and such authority may be general or confined to specific instances.

7.02 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer.

7.03 Deposits. All funds of the corporation shall be deposited from time to time so the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

7.04 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII

Certificates of Membership

8.01 Certificates of Membership. The board of directors may by resolution provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be

signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership 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 on such terms and conditions as the board of directors may determine.

8.02 Issuance of Certificates. If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 8.01 hereof, when a member has paid any membership fees that may then be required, the secretary shall issue a certificate of membership in the member's name and deliver it to the member.

ARTICLE IX

Membership Dues and Fees

9.01 Annual Dues and Fees. The board of directors may determine from time to time the amount of annual membership dues, and fees, if any, payable to the corporation by members.

9.02 Payment of Membership Dues and Fees. Membership dues, and fees, if any, shall be due and payable on or before the date of the annual meeting of members.

9.03 Default and Termination of Membership. When any member shall be in default in the payment of membership dues, and fees, if any, for a period of four (4) months from the beginning of the fiscal year in which such dues and fees become payable, his or her membership for such year shall automatically terminate. Following any such termination, membership may be reinstated by payment of dues and fees owed.

ARTICLE X

Miscellaneous

10.01 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, 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 members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purposes at any reasonable time. All books and records of the corporation shall be inspected annually prior to the annual meeting of members by

a committee appointed pursuant to Section 6.03 hereof and a report on such inspection shall be presented to the members by such committee at each annual meeting.

10.02 Fiscal Year. The fiscal year of the corporation shall begin on the first day of each September and end on the last day of the following August.

10.03 Corporate Seal. The corporation's seal shall be in such form as may be prescribed by the board of directors. The seal need not be affixed to any document signed on behalf of the corporation unless specifically required by resolution of the board of directors.

10.04 Waiver of Notice. Whenever any notice is required to be given under the provisions 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.

10.05 Severability. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable, the remainder of these bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.06 Indemnification.

A. The corporation may indemnify a person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding because the person is or was a director or the corporation only if it is determined in accordance with paragraph E of this Section 10.06 that the person:

- (1) conducted himself in good faith;
- (2) reasonably believed:
 - (a) in the case of conduct in his official capacity as a director of the corporation, that his conduct was in the corporation's best interest; and
 - (b) in all other cases, that his conduct was at least not opposed to the corporation's best interest; and
- (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

B. A director may not be indemnified under Paragraph A of this section 10.06 for obligations resulting from a proceeding:

- (1) in which the person is found liable on the basis that personal benefit was improperly received by him, or
- (2) in which the person is found liable to the corporation.

C. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere, or its equivalent, is not of itself determinative that the person did not meet the requirements set forth in Paragraph A of this Section 10.06.

D. A person may be indemnified under Paragraph A of this Section 10.06 against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but 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.

E. A determination of indemnification under Paragraph A of this Section 10.06 must be made:

(1) by a 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 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) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subparagraph (1) or (2) of this Section 10.06 E., or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or

(4) by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

F. Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subparagraph (3) of Section 10.06 E.

G. The corporation shall indemnify a director against reasonable expenses incurred by him in connection with a proceeding in which he is a party because he is a director if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

H. Reasonable expenses incurred by a director who was, is, or is threatened to be, made a named defendant or respondent in a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding after: (i) the

corporation receives a written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section 10.06 and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he has not met those requirements; and (ii) a determination that the facts then known to those making the determination would not preclude indemnification under this Section 10.06.

I. The written undertaking required by paragraph H of this Section 10.06 must be an unlimited general obligation of the director, but need not be secured. It may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under paragraph H of this Section 10.06 must be made in the manner specified by paragraph E of this Section 10.06 for determining that indemnification is permissible.

J. Notwithstanding any other provision of this Section 10.06, the corporation may pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

K. An officer of the corporation shall be indemnified as, and to the same extent, provided in paragraph G of this Section 10.06 for a director, and is entitled to seek indemnification under that paragraph to the same extent as a director. The corporation may indemnify and advance expenses to an officer, employee, or agent of the corporation to the same extent that it may indemnify and advance expenses to directors under this Section 10.06.

L. The corporation may indemnify and advance expenses to a person who is not or was not an officer, employee or agent of the corporation but 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, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it may indemnify and advance expenses to directors under this Section 10.06.

M. The corporation may purchase and maintain insurance on behalf of any person who is or was a 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, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise

against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against that liability under this Section 10.06.

N. Any indemnification of or advance of expenses to a director in accordance with this Section 10.06 shall be reported in writing to the members of the corporation with or before the notice or waiver of notice of the next meeting of members or with or before the next submission to members of a consent to action without a meeting pursuant to Section A, Article 1396-9.10 of the Texas Non-Profit Corporation Act and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

O. For purposes of this Section 10.06, the Corporation is deemed to have requested a director to serve an employee benefit whenever the performance by him of his duties to the corporation also imposes duties on, or otherwise involves service by, him to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law are deemed final. Action taken or omitted by him with respect to an employee benefit plan in the performance of his duties for a purpose reasonably believed by him to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of the corporation.

P. As used in these bylaws, the following terms have the meanings set forth below:

(1) "Corporation" includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the corporation by operation of law and in any other transaction in which the corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Section 10.06.

(2) "Director" means any person who is or was a director of the corporation and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

(3) "Expenses" include court costs and attorneys' fees.

(4) "Official capacity" means

(a) when used with respect to a director, the office of director

in the corporation; and

(b) when used with respect to a person other than a director, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

(5) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE XI

Amendments

11.01 Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, added to, or new bylaws may be adopted, by the board of directors, subject to the power of the members of the corporation to change or repeal any bylaw.

I hereby certify that the above and foregoing bylaws of the corporation were adopted as the bylaws of the corporation by the duly elected Board of Directors, and any previously adopted bylaws of the corporation are hereby revoked.

Executed on the 9th day of January, 2009, pursuant to the Texas Non-Profit Corporation Act and the Articles of Incorporation of the corporation.

,Secretary

Approved:

Chairman of the Board of Directors

President