

**BYLAWS OF CYPRESS-FAIRBANKS ROTARY FOUNDATION,**  
**A NONPROFIT CORPORATION**

**Article 1. Purpose of the Company**

The purposes for which Cypress-Fairbanks Rotary Foundation (the Company) is incorporated are those set forth in its Certificate of Formation.

**Article 2. Place of Business of the Company**

**§ 2.01 Principal Place of Business.** The initial place of principal business of the Company will be 12345 Jones Rd Ste 190, Houston, TX 77070.

**§ 2.02 Other Offices.** The Company may also have other offices at such other places or locations within or without the State of Texas as the Board of Directors from time to time may determine.

**§ 2.03 Registered Office.** The registered office of the Company and its initial registered agent are as set forth in the Certificate of Formation. The registered agent or registered office may be changed as permitted by the Texas Business Organizations Code (the TBOC). Such arrangements should be made to ensure the Company is not exposed to the possibility of a default judgment.

**Article 3. The Board of Directors**

**§ 3.01 The Board of Directors as a Governing Body and Its Procedures.** This Corporation shall have no shareholders or members. The corporate powers, business and property of the Company shall be conducted, controlled and managed to the extent authorized by law, the Certificate of Formation, and these Bylaws by a board of directors, which shall consist of three (3) members (the Board of Directors). The Board of Directors shall be governed as follows:

A. **Number and Qualifications of Directors.** The directors need not be residents of the State of Texas. The directors shall serve until his or her successor shall have been elected and qualified. The number of directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual or special meeting of The Board of Directors.

B. **Election of Directors.** At the first annual meeting of the directors of the Company, directors shall be elected to succeed the incorporation directors. Each director shall hold office until his or her successor shall have been elected and qualified. All directors shall be elected by secret ballot, and the nominees receiving the greatest number of votes shall be elected.

C. **Chairman of the Board.** The Board of Directors may select from among its members a chairman of the board who may, if so selected, preside at all meetings of the Board of Directors

and approve the minutes of all proceedings at the meeting. The chairman shall be available to consult with and advise the Company's officers with respect to the Company's conduct of its business and affairs.

D. Board Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings without other notice than such resolution.

E. Special Board Meetings. Special meetings of the Board of Directors shall be held upon call of the President or upon the written request of at least a majority of members of the Board of Directors. Notice of any special meeting shall be given so as to be received at least two (2) full days prior to the meeting. Such notice must be by written notice delivered by mail, telex, telegraph, or mailgram to each director at his or her personal or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting. Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each director. Notice shall be presumed to have been provided if a statement of such notice is found in the Corporate Record Book.

F. Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a majority is present, the directors may adjourn the meeting to meet again at a stated date and time. Notice of the time and place where an adjourned meeting will be held need not be given to absent directors if the time and place is fixed at the adjourned meeting. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

G. Meetings by Conference Telephone. Subject to the notice provisions required by the TBOC and these Bylaws, directors may participate in and hold meetings of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such manner 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 business on the ground that the meeting is not lawfully called or convened.

H. Communications by Electronic Means. Subject to the notice provisions required by the TBOC and these Bylaws, directors may participate in and hold meetings of the Board of Directors by electronic means or similar communications equipment for notice, voting, proxies, and meetings, except where a person participates in the meeting for the express purpose of

objecting to the transaction of business on the ground that the meeting is not lawfully called or convened. Such electronic means must contain sufficient information to identify the sender. Upon two (2) failures of electronic means, the sender must use an alternative means of communication as provided by these Bylaws.

I. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each and every director entitled to vote signs a written consent which sets forth the action taken and such consent is filed with the Secretary of the Company. Such consent may be given individually or collectively.

J. Presumption of Assent. A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless such person's dissent shall be entered in the minutes of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Company immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

**§ 3.02 The Powers and Authority of the Board of Directors**. The Board of Directors shall have, in addition to the powers granted by the TBOC and these Bylaws, the following powers and authority:

A. Board Committees. The Board of Directors may designate an executive committee and one or more other special committees to conduct the business and affairs of the Company to the extent authorized. The Board of Directors shall have the power at any time to change the powers and membership of, fill vacancies in, and dissolve any committee. The Board of Directors may provide for the compensation of such committee members. The duties and responsibilities of the Board of Directors imposed by law, the Certificate of Formation, or these Bylaws are not relieved or diminished through the designation of any committee or the delegation of any duty to that committee. While the membership of the special committees need not be composed entirely of members of the Board of Directors, nevertheless at least one (1) Director shall be a member of each special committee of such Board.

B. Officers and Employees. The Board of Directors shall have the power to employ or to authorize the employment of a president and such other officers and employees of the Company as may be deemed necessary, to prescribe such persons duties, and to fix their compensation. No officer or employee shall be prevented from receiving a salary or other remuneration because he or she is also a director of the Company, or both.

C. Offices and Records. The directors may have or establish one or more offices of the Company and keep the books and records of the Company, except as otherwise provided by statute, in such place or places in the State of Texas or outside the State of Texas, as the Board of Directors may from time to time determine.

D. Bonds. The Board of Directors may require any and all officers, employees, agents, and representatives of the Company handling funds or property belonging to or in the possession or

under the control of the Company to furnish the Company with a satisfactory bond of indemnity, indemnifying the Company and its members against any fraudulent, dishonest or unlawful act on the part of such officers and employees. Such bonds shall be furnished by a responsible bonding company and shall be approved by the Board of Directors.

**§ 3.03 Transactions with Interested Directors.** Any contract or other transaction between the Company and any of its directors (or any corporation or firm in which any of its directors are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of that director at the meeting during which the contract or transaction was authorized, and notwithstanding the director's participation in the meeting. This section and the validity of any such contract or other transaction applies if and only if (i) the contract or transaction is just and reasonable to the Company, (ii) the interest of each director is known by or fully disclosed to each member of the Board of Directors, and (iii) the Board of Directors nevertheless authorizes or ratifies the contract or transaction by a majority of the disinterested directors present. Each interested director is to be counted in determining whether a quorum is present, but shall not vote and shall not be counted in calculating the majority necessary to carry the vote. This section shall not be construed and does not invalidate contracts or other transactions that would be valid in its absence.

**§ 3.04 Compensation.** Directors shall receive such compensation for their services as directors as shall be determined from time to time by resolution of the Board of Directors. A director may also serve the Company as an employee, agent, representative, and/or in any other capacity and receive compensation in such capacity. Members of special or standing committees may be allowed a fixed sum and expenses of attendance, if any, at committee meetings.

**§ 3.05 Removal of a Director.** Any individual director of the Company may be removed from office from time to time and at any time with or without cause, by The Board of Directors entitled to vote at any meeting at which a quorum is present.

**§ 3.06 Vacancies.** Vacancies on the Board of Directors shall exist upon the occurrence of any one or more of the following: (i) the death, resignation, or removal of a director or (ii) an increase in authorized number of directors.

A. **Declaration of vacancy.** A majority of the Board of Directors may declare vacant the office of a director if the director: (i) is adjudged incompetent by a court order, (ii) is convicted of a felony or a crime involving moral turpitude, or (iii) fails to accept the office of director in writing or by notice at a meeting of the Board of Directors within thirty (30) days of notice of election.

B. **Filling vacancy by directors.** Vacancies other than those caused by an increase in the number of directors may be filled temporarily by a majority vote of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office until a qualified successor is elected.

**3.07 Property.** No Director shall have any right, title or interest in or to the property of the Corporation.

**3.08 Resignation.** Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**3.09 Proxies.** Proxies shall not be allowed or used, except as provided under Article 8 Amendments.

#### **Article 4. The Officers of the Company**

**§ 4.01 The Officers and Their Right to Hold Office.** The officers of the Company shall be chosen by the Board of Directors, and shall be at a minimum a president and secretary, who may not be the same person as required by law, and a treasurer. Any person may hold two or more offices at the same time, except that the president and secretary may not be the same person.

A. **Additional Officers.** The Board of Directors may from time to time appoint or elect such additional offices, agents, representatives, and factors as it may from time to time deem necessary including without limitation any number of vice-presidents, assistant secretaries, and assistant treasurers.

B. **Terms of Officers.** Each officer shall hold office until a successor shall have been duly elected and qualified or until death or until resignation or removal in the manner provided in these Bylaws.

**§ 4.02 The Specific Officers and their Duties.** The officers so chosen shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties and powers incident to such office, respectively, and such other duties and powers as may be assigned to them from time to time by the Board of Directors or by the President.

A. **The President.** The President, subject to the control of the Board of Directors, shall be the chief executive officer of the Company and shall have general executive charge, management, control of, and responsibility for the affairs, properties, and operations of the Company in the ordinary course of its business, with all such duties, powers, and authority with respect to such affairs, properties, and operations as may be reasonably incident to such responsibilities. The President, among other things:

1. may appoint or employ and discharge employees, agents, and representatives of the Company and fix their compensation;
2. may make, execute, acknowledge, and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases, and receipts, any and all mortgages, liens, and hypothecations, and any and all bonds, debentures, and notes, and any and all other

obligations and encumbrances and any and all other instruments, documents, and papers of any kind or character for and on behalf of and in the name of the Company;

3. shall be ex officio a member of any and all standing committees, including without limitation, any executive committee;

4. shall preside at all meetings of the shareholders, and in the absence of a chairman of the Board of Directors, at the meetings of the Board of Directors.

Further, the President shall do perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon the President by the Board of Directors.

B. Vice-Presidents. In the absence of the President or in the event of the President's disability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then 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 upon the office of president. Any vice-president shall perform such other duties as from time to time may be assigned by Board of Directors or the President of the Company. Any action taken by a vice-president in the performance of the duties of the president shall be conclusive of the absence or inability to act of the president at the time such action was taken.

C. Secretary. The secretary shall be one of the custodians of and shall be responsible for the Company's records, the Corporate Record Book, and the Company's seal, which the Company may from time to time adopt by and through the Board of Directors. The Secretary, among other things:

1. shall prepare and maintain:

a. the minutes of all meetings of the Board of Directors, in books provided for that purpose;

2. shall attend to the preparation and service of all notices required by these Bylaws and as otherwise required by law for director meetings;

3. may sign with the president or a vice-president in the name of the Company and/or attest the signature of either to all contracts, conveyances, transfers, assignments, encumbrances, authorizations, and all other instruments, documents, and papers, of any and every description whatsoever, of or executed for or on behalf of the Company and affix the seal of the Company thereto;

4. shall maintain, keep, supervise, and control the maintenance and keeping of the Corporate Record Book, and the Company's seal, and such other books and records as the Board of Directors may authorize, direct, or provide for, all of which shall at all reasonable times be

open to the inspection of any director, upon request, at the office of the Company during business hours; and

5. shall, in general, perform all the duties incident to the office of secretary.

Further, the Secretary shall have such other powers and duties as may be conferred upon or assigned by the Board of Directors.

D. Assistant Secretaries. Each assistant secretary shall have the usual powers and duties pertaining to such office, together with such other powers and duties as may be conferred upon or assigned by the Board of Directors or the secretary. The assistant secretaries shall have and exercise the powers of the secretary during that officer's absence or inability to act.

E. Treasurer. The treasurer shall have and be responsible for the custody, control, and possession of all the funds and securities of the Company which come into his or her hands. When necessary or proper, the treasurer, among other things:

1. may endorse on behalf of the Company, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Company in such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors or the President;

2. may sign or direct the giving of all receipts and vouchers for payments made to the Company, either alone or jointly with such officer as may be designated by the Board of Directors;

3. shall disburse the funds of the Company as may be directed by the Board of Directors, taking proper vouchers for those disbursements;

4. whenever required by the Board of Directors, shall render a statement of the cash account;

5. shall enter or cause to be entered, punctually and regularly, on the books of the Company to be kept by the treasurer or under the treasurer's supervision or directions for that purpose, full and accurate accounts of all moneys and property received and paid out by, for, or on account of the Company;

6. shall at all reasonable time exhibit such books and accounts and other financial records to any director of the Company during business hours; and

7. shall, if required by the Board of Directors, give a bond for the faithful discharge of the duties in a form and amount as the Board of Directors may require.

Further, the Treasurer shall have other powers and duties as may be conferred upon or assigned to him or her by the Board of Directors. The treasurer shall perform all acts incident to the office of treasurer subject always to the control of the Board of Directors.

F. Assistant Treasurers. Each assistant treasurer shall have the usual powers and duties pertaining to such office, together with such other powers and duties as may be conferred upon or assigned by the Board of Directors. The assistant treasurer shall have and exercise the powers of the treasurer during that officer's absence or inability to act.

**§ 4.03 Additional Powers and Duties of Various Officers.** Other officers have the following additional powers and duties:

A. Securities of Other Corporations. The President, Secretary, and Treasurer of the Company shall have power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of another issuer which may be held or owned by the Company and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

B. Depositories for Corporate Funds. The President shall have the power from time to time to select one or more banks to act as depositories of the funds of the Company, to determine the manner of receiving, depositing, and disbursing the funds of the Company, the form of checks to be used, and the person or persons who shall be authorized to sign such checks.

**§ 4.04 Removal of an Officer.** Any officer or agent or member of the executive committee elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contractual rights. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Company. Any resignation shall take effect on the date of the receipt of that notice, or subject to the consent or ratification of the Board of Directors, at any later time specified in the notice.

**§ 4.05 Vacancies.** A vacancy in the office of any officer may be filled by the vote of a majority of the directors then in office for the unexpired portion of the term for the person with respect to which a vacancy has occurred, in each instance.

## **Article 5. Indemnification and Insurance of Directors, Officers, and Employees**

### **§ 5.01 When Indemnification Is Required, Permitted, and Prohibited.**

A. Entitlement to Indemnification. The Company will indemnify a director, officer, member, committee member, employee, or agent of the Company who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Company. For the purposes of this article, an agent



includes one who is or was serving at the Company's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

B. Good Faith and Other Limitations. The Company will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Company's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Company will not indemnify a person who is found liable to the Company or is found liable to another on the basis of improperly receiving a personal benefit from the Company. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Company.

C. Expenses as Witness or Other Related Matters. The Company will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Company in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Company when the person is not a named defendant or respondent in the proceeding.

D. Additional Entitlement Permitted. In addition to the situations otherwise described in this paragraph, the Company may indemnify a director, officer, committee member, employee, or agent of the Company to the extent permitted by law. However, the Company will not indemnify any person in any situation in which indemnification is prohibited by paragraph 5.01(a) of these bylaws.

E. Advance of Expenses. The Company may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in these Bylaws have been satisfied. Furthermore, the Company will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Company or if the person is alleged to have improperly received a personal benefit or committed other wilful or intentional misconduct.

**§ 5.02 Extent and Nature of Indemnity.** The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Company, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### **§ 5.03 Procedures Relating to Indemnification Payments.**

A. The Company's Determination of Entitlement to Indemnification. Before the Company may pay any indemnification expenses (including attorney's fees), the Company must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Company may make these determinations and decisions by any one of the following procedures:

1. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, 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. Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

B. The Company's Determination of Reimbursible Expenses. The Company will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the Certificate of Formation, or a resolution of the Board that requires the indemnification permitted by paragraph 5.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible. The Company will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, the Company may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Company if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

**5.04 Insurance.** 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, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of paragraphs 5.01 through 5.03 of these Bylaws.

## **Article 6. Books, Documents and Accounts**

**§ 6.01 Authority to Keep and the Location of Books, Documents, and Accounts.** The Board of Directors shall have power to keep the books, documents, and accounts of the Company outside the State of Texas.

**§ 6.02 Open to Inspection** The directors may examine such books and records at all reasonable times.

**§ 6.03 Books and Records.** The Board of Directors of this Corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors, and Committees thereof; and
- (2) all financial statements of this Corporation; and
- (3) Articles of Incorporation and Bylaws of this Corporation and all amendments thereto and restatements thereof; and
- (4) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

**6.04 Audit and Publication.** The Board of Directors shall cause the records and books of account of this Corporation to be audited or reviewed in the manner acceptable to the Board, at least once in each fiscal year in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any agent or custodian for the benefit of this Corporation, and shall retain such person or firm for such purposes as it may deem appropriate.

## **Article 7. Miscellaneous Provisions**

**§ 7.01 Fiscal Year.** The fiscal year of the Company shall be such as the Board of Directors shall, by resolution, provide or establish or such as the President shall determine subject to approval of the Board.

**§ 7.02 Seal.** The seal of the Company shall be in form as the Board of Directors shall prescribe, and may be used by causing it or a facsimile thereof to be impressed, or affixed, or printed, or reproduced or in any other manner.

**§ 7.03 Notice and Waiver of Notice.** Whenever any notice whatever is required to be given to any director under the provisions of the Texas Business Organizations Code, these Bylaws, or the Certificate of Formation of the Company, the notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person or persons entitled thereto at their post office addresses, respectively, as same appear on the books or other records of the Company, and such notice shall be deemed to have been given on the day of such mailing, but the notice shall also be deemed to be sufficient and to have been given and received if given in any other manner or by any other means authorized or provided for elsewhere in these Bylaws. A waiver or waivers of notice, 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.

**§ 7.04 Resignations.** Any director or officer may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either by the Board of Directors, the President, or the Secretary of the Company. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**§ 7.05 Signing of Checks, Notes, etc.** In addition to and cumulative of, but in nowise limiting or restricting, any other provision or provisions of these Bylaws which confer any authority relative thereto, all checks, drafts, and other orders for the payment of money or monies out of funds of the Company and all notes and other evidences of indebtedness of the Company shall be signed on behalf of the Company, in such manner, and by such officer or officers, person or persons, as shall from time to time be determined or designated by or pursuant to resolution or resolutions of the Board of Directors; provided, however, that if, when, after, and as authorized or provided for by resolution or resolutions of the Board of Directors the signature or signatures of any such officer or officers, person or persons, may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Company as though such officer or officers, person or persons, had signed the same personally, and, in event of the death, disability, removal, or resignation of any such officer or officers, person or persons, as though and with the same effect as if such death, disability, removal, or resignation had not occurred.

**§ 7.06 Persons.** Wherever used or appearing in these Bylaws, the singular shall include the plural wherever appropriate.

**§ 7.07 Laws and Statutes.** Wherever used or appearing in these Bylaws, the words *law*, *laws*, *statute*, and *statutes* shall mean and refer respectively, to laws and statutes, or a law or a statute, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

## **Article 8. Amendments**

These Bylaws may be amended or altered at any regular or special meeting of the members if (1) a quorum being present, and (2) obtaining the affirmative vote of more than fifty percent (50%) of the members of the Board of Directors.

However, notwithstanding anything to the contrary heretofore, the fifty percent (50%) vote of the members of the Board of Directors required to amend these Bylaws, may include written proxy votes expressly affirming the proposed submitted amendment. Amendments of the Purpose Clause of the Articles of Incorporation may be made only with the unanimous approval and resolution of all qualified Directors.

Dated: February 7, 2011.

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Jerry Albrecht, Director

Dated: February 7, 2011.

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John Shirley, Director

Dated: February 7, 2011.

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Lloyd J. Culp, Director

ATTEST:

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Marilyn Farrell, Secretary