

**BYLAWS OF
KSBJ EDUCATIONAL FOUNDATION
A NON-PROFIT CORPORATION
(the "Corporation")**

ARTICLE I. GENERAL

Section One. General Purposes. The Corporation is organized exclusively for charitable, religious and educational purposes as defined in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Corporation is a Christian organization engaged in Christian ministry. All the employees are expected to participate in group prayer for the ministry and religious activities in order for the Corporation to accomplish its mission. The Corporation shall never conduct any activity not allowed by Internal Revenue Code S 501 (c)(3).

Section Two. Specific Purposes. The specific purpose is to operate a nonprofit, educational radio station as described in Treas. Reg. S 1.501(c) (3)-1.

Section Three. Mission. The Board of Directors may adopt a mission statement to implement the purposes of the Corporation.

Section Four. Registered Office and Agent. The principal place of business and registered office of the Corporation in the State of Texas shall be 1722 Treble Dr., Humble, Texas. The name of the Corporation's registered agent at such address shall be Timothy M. McDermott unless and until changed by majority vote of the Board of Directors.

Section Five. Other Offices. The Corporation may have such other offices, either within or without the County of Harris, 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. BOARD OF DIRECTORS

Section One. General Powers. The Board of Directors ("Directors") of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Non-Profit Corporation Act ("the Act"), the Articles of Incorporation, and these bylaws.

Section Two. (a) Number. The number of Directors comprising the Board of Directors of the Corporation shall be at least ten (10) and no more than twelve (12). Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall (a) a decrease have the effect of shortening the term of an incumbent

Director or decreasing the total number of Directors to less than five Directors and (b) an increase have the effect of increasing the total number of Directors to more than fifteen Directors.

(b) Tenure-General. Each Director shall serve a three (3) year term. If not sooner terminated by death, resignation, removal, or otherwise, each Director's term shall end at the point in time as of which (i) his successor shall have been duly elected or (ii) his post shall have been duly vacated by determination of the Board of Directors of the Corporation.

(c) Qualifications. To be eligible for nomination and election as a Director, each candidate either: (i) shall have served as an Advisory Director for a period of not less than one (1) year; (ii) shall have served as a duly elected Director of the Corporation for any length of time provided, however, that if by death, resignation, removal, or other vacancy the number of duly elected Directors shall fall below ten (10), then the requirement of one (1) year's prior service as an Advisory Director may be waived by majority vote of the Board of Directors as provided in Article II, Section Ten, below. Directorships shall not be denied to any person on the basis of race, age, sex, or national origin. Except as stated in Article V, employees of the Corporation are ineligible to serve on the Board of Directors.

(d) Term Limits. No Director may serve more than three (3) full consecutive terms (for which purpose, however, partial terms shall be ignored). The term of a board member may be extended by an additional year by the Board of Directors if the member is then serving as the Board Chairperson and has only completed two years of the three years for which the member is eligible to serve as Board Chairperson.

(e) Mandatory Turnover. At each Annual Meeting for which there are at least two (2) Advisory Directors eligible for nomination and election as Director, the first Director position to be voted upon shall be a seat for a full three year term in the class of Directors whose terms expire at such meeting. No incumbent Director shall be eligible to be nominated or elected to such position. Only eligible Advisory Directors and eligible former Directors shall be nominated and elected to that protected seat. Thereafter, all incumbent Directors who are not barred by term limits and all other eligible candidates shall be eligible nominees for the other three positions in such class and for any other open seats to be filled at such Annual Meeting. If the Corporation does not have at least two (2) Advisory Directors who are eligible to be nominated and elected as a Director at the time of such meeting, then such seat shall be completely unprotected for non-incumbents and shall be open to be filled by any eligible incumbent Director who is not barred by term limits or by any other eligible candidate.

(f) Directors' Election to the Advisory Board of Directors and Eligibility for Further Service as a Director.

- (i) Upon expiration of a term of service as a Director, a Director may be elected and serve on the board of Advisory Directors.
- (ii) A person who has been a Director may be nominated, elected and serve up to three consecutive one-year terms as an Advisory Director.
- (iii) A person who has been a Director and has served three consecutive one-year terms as an Advisory Director is not eligible to be nominated, elected or serve as a Director or an Advisory Director except as provided below.
- (iv) A person (i) who has been a Director or an Advisory Director and (ii) who would not be eligible to be nominated, elected or serve as a Director or an Advisory Director based on prior service, may be nominated, elected and serve as a Director or an Advisory Director if and only if such person has not served in any capacity as a Director or an Advisory Director for at least one year immediately prior to being nominated and elected as a Director or an Advisory Director.
- (v) If a person is nominated as a Director or Advisory Director pursuant to the provisions in (iv) immediately above, such person is eligible to be nominated, elected and serve as a Director or an Advisory Director; *provided however*, that the board of directors, in its sole discretion, may restrict or limit the term of such person as a condition to the election as a Director or Advisory Director.
- (vi) During the period December 31, 2007 through December 31, 2010, the provisions of subparagraphs (ii) through (v) above shall not apply to a person who has been a Director and is serving as an Advisory Director as of December 31, 2007.

Section Three. Voting Rights. Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Directors. Only Directors shall be entitled to vote on any matter.

Section Four. Regular Annual Meeting. A regular Annual Meeting of the Board of Directors shall be held at the principal office of the Corporation or such other place as shall be determined by the Board of Directors during the month of January of each year at the date and time designated by the Chairperson of the Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the elections to be held at a special meeting of the Directors as soon thereafter as may be convenient.

Section Five. Quarterly Regular Meetings. In addition to the regular Annual Meeting, the Board of Directors shall hold quarterly meetings during the year. The Board of Directors shall determine the time and place, either within or without the State of Texas, as may be determined by the Board of Directors. Unless otherwise approved by majority vote of the Board of Directors, the Annual and Quarterly Regular Meetings shall be held in the following months of each year to address, at a minimum, the following key agenda items. The September Meeting shall remain optional at the discretion of the Board of Directors.

<u>Meeting</u>	<u>Key Agenda Item</u>
January	Election of Directors, Board Officers (other than Chairperson), officers of the Corporation, and Standing Committee Chairmen. Transfer of incumbency to the Chairperson-elect and new Board Officers. Annual completion of conflict of interest statement by board members and corporate officers.
April	Select an independent CPA for preparation of the annual audit. Annual Report of the President/Executive Director of the Corporation. Planning and preparation for annual fund-raising efforts. Review directors and officers insurance. Determine compensation of President/Executive Director and General Manager. Approve annual budget.
September	No specific agenda items; this meeting may be held at the discretion of the Board of Directors.
November	Nominate and elect a Chairperson-elect. Review the annual audit.

In addition to the regularly scheduled Meetings, the Board of Directors may hold other regular meetings during the year at the time and place, either within or without the State of Texas, as may be determined by the Board of Directors.

Section Six. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within the Counties of Harris, Galveston, Fort Bend or Montgomery in the State of Texas as the place of holding any special meeting of the Board called by them and shall set forth in such notice the specific business to be transacted at such meeting. The actions of the Board at such special meeting shall be limited to the business specified in the notice. Written minutes of each special meeting shall be promptly compiled by the Secretary-Treasurer and delivered to each Director and Advisory Director.

Section Seven. Quorum. A majority (greater than 50%) of the Board of Directors present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority (50% or less) of the Directors are present in person or by proxy at any meeting of the Board, a majority of the Directors present in person or by proxy may adjourn the meeting from time to time without further notice. In the event that during a duly

constituted meeting of the Board of Directors of the Corporation the number of Directors present becomes equal to or less than fifty percent (50%), the remaining Directors may transact the business of the Board as if a quorum were present.

Section Eight. Proxies. A Director may vote either in person or by a proxy in favor of another Director and executed in writing and dated by the absent Director or by his duly authorized attorney-in-fact. No proxy shall be valid after ninety (90) days from its execution. No proxy may be revoked unless and until written notice of revocation shall have been delivered to the Secretary-Treasurer or any Assistant Secretary-Treasurer of the Corporation or unless the revoking Director shall revoke the proxy in person at the meeting. The Secretary-Treasurer shall promulgate (and deliver to each Director from time to time) a suggested form of proxy that:

- (a) Provides a space for its date and states that it must be dated;
- (b) Permits the granting Director to limit its use to a specific meeting;
- (c) States that it may be used for attendance and quorum purposes;
- (d) Provides blank spaces for the granting Director to designate the manner in which to vote on specific issues;
- (e) States whether it may be used as the proxy holder deems appropriate on all other business properly brought before the meeting, and
- (f) Provides that no person may vote more than one proxy.

Section Nine. Manner of Acting. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present in person or by proxy shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section Ten. Vacancies. Any vacancy occurring in the Board of Directors shall be filled from the ranks of the eligible Advisory Directors and eligible former Directors by the affirmative vote of a majority of the remaining Directors comprising the Board of Directors, regardless of whether the remaining Directors may be less than a quorum of the entire number of seats on the Board of Directors. If the vacancy in question causes the number of duly elected Directors to fall or remain below ten (10), then the requirement of one (1) year's prior service as an Advisory Director described in Section Two above may be waived by a majority vote of the Board of Directors. Any Director elected to fill a vacancy shall be elected from among the eligible Advisory Directors and eligible former Directors and for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors (i.e., from ten to eleven or from eleven to twelve) shall be filled for the unexpired term of the class of Directors in which the vacancy exists.

Section Eleven. Compensation. Advisory Directors (but not Directors) may be compensated for services actually rendered to the Corporation upon the affirmative vote of the Board of Directors. Directors and Advisory Directors as such shall not receive any stated salaries for their services as Directors and Advisory Directors. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director. The Board Chair may, by resolution of the Board of Directors, be reimbursed for any ordinary and necessary expenses incurred in the performance of his/her duties for the Corporation. Other Directors may, with prior written approval from the Treasurer, be reimbursed for any ordinary and necessary expenses incurred in the performance of their duties for the Corporation. The Treasurer may, with prior written approval from the Board Chair, be reimbursed for any ordinary and necessary expenses incurred in the performance of his/her duties for the Corporation.

Section Twelve. Termination of Directorship. The Board of Directors, by affirmative vote of two-thirds of the Directors present in person or by proxy at a duly constituted meeting, may remove from the Board any Director or Advisory Director with or without a cause.

Section Thirteen. Attendance by Video, Telephonic, or Other Electronic Means. Provided that each director consents, the Chairperson may allow participation of Directors at a board meeting by video, telephonic, or other electronic means, as long as all directors can hear and respond to all other Directors participating in the meeting.

Section Fourteen. Attendance Requirements. A Director shall be automatically removed from the Board of Corporation if the Director fails to attend in person three (3) consecutive regularly scheduled meetings of the Board of Directors or three (3) consecutive regularly scheduled meetings of any Committee to which he was duly appointed or elected, provided that ten (10) days' advance written notice of all three (3) meetings was properly given, and further provided that the Chairperson shall be entitled, for good cause shown, to waive attendance of a Director at a meeting if such waiver is sought and obtained in advance of the meeting, in which event non-attendance at such meeting shall not be counted in applying the provisions of this paragraph. The requirements of this paragraph also may be waived by the Board of Directors if such waiver is placed for approval of the Board on the agenda of a regularly scheduled meeting provided that no more than one (1) Director votes in opposition to such waiver.

Section Fifteen. Support. Each Director and Advisory Director shall make an annual financial contribution to the Corporation.

Section Sixteen. Resignation. Any Director may resign in person at any regular meeting or by giving a written notice of resignation to the Board of Directors or to the President, Vice

President, or Secretary-Treasurer. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section Seventeen. Reinstatement. On written request signed by a former Director and filed with the Secretary-Treasurer, the Board of Directors may reinstate a former Director on such terms as the Board of Directors may deem appropriate provided that no more than one (1) Director votes in opposition to such reinstatement and terms.

Section Eighteen. Transfer of Directorship. A position as a Director, Advisory Director, or officer of the Corporation is not transferable or assignable.

Section Nineteen. Action Without a Meeting. Any action required by law or otherwise to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section Twenty. Ratification. Any action taken by the Board of Directors or by an officer of the Corporation may be ratified by the Board at any regular or special meeting. Such ratification shall be by the majority vote of such duly constituted meeting unless otherwise required by these Bylaws or by applicable law.

ARTICLE III. BOARD OFFICERS

Section One. Officers of Board. The Board shall annually elect a Board Chairperson, Vice-Chairperson, and Secretary-Treasurer. The Board Chairperson, Vice-Chairperson, and Secretary-Treasurer shall all be Directors.

Section Two. Chairperson. The Chairperson or a designated Director shall preside at all meetings of the Board. The Chairperson shall exercise parliamentary control in accordance with Robert's Rules of Order. The Chairperson may not serve more than three (3) consecutive full terms (for which purpose, however, partial terms shall be ignored

At any meeting of the Board of Directors at which a Chairperson of a committee is to be elected, the nominations for such office shall include a nominee submitted by the Chairperson (or Chairperson-elect, in the case of the Annual Meeting) of the Corporation, as provided in Article V, Section Four below. The Chairperson shall appoint all members of the committees of the Corporation (other than the Chairmen of such committees).

Section Three. Vice Chairperson. The Vice Chairperson shall: (i) learn the duties of the Chairperson; (ii) work closely as consultant and advisor to the Chairperson; and (iii) carry out special project assignments from the Chairperson. Upon the death, absence, removal or

resignation of the Chairperson, or in event of his inability to act, the Vice Chairperson shall assume the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions on the Chairperson until a new Chairperson shall have been duly elected.

Section Four. Secretary-Treasurer. The Secretary-Treasurer shall serve as Chairman of the Finance Committee of the Corporation, or any successor Standing Committee in charge of the financial and budgeting affairs of the Corporation. The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given 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 and see that the seal of the Corporation is affixed to all documents where required by applicable law, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director and Advisory Director which shall be furnished to the Secretary-Treasurer by such Director or Advisory Director; in general, perform all duties as from time to time may be assigned to him by the President or by the Board of Directors; and file or cause to be filed such forms and notices as may be required by the Federal Communications Commission and other governmental agencies.

The Secretary-Treasurer shall (i) oversee preparation and distribution of financial audits by an accountant or financial professional; (ii) make sure all the Board's financial policies are being followed; (iii) give regular reports to the Board as to the financial health of the Corporation; (iv) assist in the preparation of the annual budget for the Corporation; and (v) review financial documents of the Corporation. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The premium for such bond shall be paid by the corporation. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys 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 Secretary-Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board of Directors.

The duties of Secretary-Treasurer may be delegated by the Secretary-Treasurer to such person or persons as may be determined by the Board of Directors from time to time.

Section Five. Election and Terms of Office. The Chairperson of the Corporation shall be elected at the last meeting of the Board of Directors prior to the Annual Meeting (or such other meeting as shall be determined by the Board of Directors) for a term of office commencing upon the

consummation of the elections at the relevant Annual Meeting; provided, however, that a nominee for Chairperson who is otherwise eligible under the term limit provisions of these bylaws, but whose three year term as Director is expiring at the upcoming Annual Meeting, may be nominated and elected as Chairperson at such prior meeting contingent upon such nominee's also being re-elected as a Director of the Corporation at the upcoming Annual Meeting. All other officers of the Corporation shall be elected at the regular Annual Meeting of the Board of Directors. If in any year the election of officers is not held at such meetings, such election shall be held as soon thereafter as may be convenient. At the Annual Meeting, the nominations for Secretary-Treasurer shall include a nominee submitted by the newly elected but not yet installed Chairperson of the Corporation. Such Chairperson-elect need not submit a nominee for Vice-Chairperson. New offices on the Board may be created at any meeting of the Board of Directors and filled at such meeting. Each board officer shall hold office until the point in time at which (i) his successor shall have been duly elected and installed, (ii) his post shall have been duly vacated by determination of the Board of Directors of the Corporation, or (iii) his resignation or removal, if any, shall have become effective.

Section Six. Removal. Any board officer of the Corporation (elected, appointed or otherwise) may be removed from their office by the Board of Directors by affirmative vote of two-thirds of the Directors present in person or by proxy at a duly constituted meeting whenever, in the Board's judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the common law, statutory, contractual and other legal rights and remedies, if any, of the Corporation and such Board Officers.

Section Seven. 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.

Section Eight. Resignation. Any board officer may resign at any time by giving written notice of resignation to the Board of Directors or to the President, Vice President, or Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding any effective date stated in the notice, the Board of Directors shall have the right and power to make such resignation effective immediately or at any other time prior to any effective date stated in the notice. Such resignation shall be without prejudice to the common law, statutory, contractual and other legal rights and remedies, if any, of the Corporation.

Section Nine. Disallowed Payments. Any payments made to a board member of the Corporation such as a salary, commission, bonus, interest or rent, or entertainment expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such

disallowance. It shall be the duty of the Board of Directors, to enforce payment of such disallowed amounts.

ARTICLE IV. ADVISORY DIRECTORS

Section One. Purpose. A board of advisors shall be appointed by the Board of Directors, the members of which (“Advisory Directors”) shall serve in an advisory capacity to the Board. Service as an Advisory Director shall be a prerequisite for Board membership. To be eligible to be elected as a Director of the Corporation, a nominee shall have served a minimum of one (1) year as an Advisory Director. Advisory Directors shall have no voting rights.

Section Two. (a) Number. The number of Advisory Directors shall be no more than twelve (12), but no fewer than four (4).

(b) Tenure. Each Advisory Director shall hold office for a period of one (1) year; provided, however, that a majority of the Board of Directors present at any Annual Meeting may (in order to avoid mid-year expirations and reelections of Advisory Director terms) vote to reelect any then active Advisory Directors to a successive one-year term (thereby avoiding at each quarterly meeting the need to monitor whether such Advisory Director's term is then expiring). Upon expiration of their one-year term, Advisory Directors may be elected for successive one-year terms, provided that no Advisory Director may serve more than nine (9) consecutive years as an Advisory Director.

(c) Qualifications. Nominations for initial election as an Advisory Director shall be presented in writing by any Director to the standing committee responsible for nominating Advisory Directors. The standing committee responsible for nominating Advisory Directors shall develop for Board approval an extensive Nomination Form to be completed by each candidate prior to initial election as an Advisory Director by the Board of Directors. In the Nomination Form, the candidate shall:

1. Endorse the Corporation's Mission Statement;
2. Make a written commitment of time, talent and financial support to this ministry for the coming year and acknowledge that six hours per month has been estimated as the typical amount of service involved;
3. Complete a Questionnaire approved by the Board;

4. Sign a Statement of Commitment approved by the Board, including an affirmation of his/her agreement with the mission and purpose of the Corporation.
5. Attach a current resume and provide names of references, including the candidate's priest, minister or other adviser.

Additionally, prior to initial election as an Advisory Director:

1. At least one reference shall be contacted by a designee of the standing committee responsible for nominating Advisory Directors and any specific criteria approved by the Board shall be verified by appropriate means.
2. The standing committee responsible for nominating Advisory Directors shall (i) apply the Conflicts of Interest analysis required by these Bylaws, (ii) confirm that the candidate commands proven skills that will be needed by the Corporation in the foreseeable future, and (iii) consider the question (though not a requirement) of whether the candidate is "Director material" (gifted with the qualifications necessary for nomination in due time as a full Director).

Section Four. Committee Membership. Advisory Directors shall be eligible for service on committees and shall be eligible to vote on matters that are acted on by the committee.

Section Three. Attendance. An Advisory Director shall be automatically removed as an Advisory Director if (a) the Advisory Director fails to attend in person three (3) consecutive regularly scheduled meetings of the Board of Directors or three (3) consecutive regularly scheduled meetings of any Committee to which he was duly appointed or elected, provided that ten (10) days' advance written notice of all three (3) meetings was properly given, and further provided that the Chairperson shall be entitled, for good cause shown, to waive attendance of an Advisory Director at a meeting if such waiver is sought and obtained in advance of the meeting, in which event non-attendance at such meeting shall not be counted in applying the provisions of this paragraph. On written request signed by a former Advisory Director who has been automatically removed pursuant to this Section Three, which request has been filed with the Secretary-Treasurer, the Board of Directors may reinstate such former Advisory Director on such terms as the Board of Directors may deem appropriate provided that no more than one (1) Director votes in opposition to such reinstatement or terms.

ARTICLE V. OFFICERS

Section One. Officers. The officers of the Corporation shall be a President/Executive Director, Vice President, Secretary/Treasurer, and General Manager. The Board of Directors may elect or

appoint such other officers, including one or more Assistant Secretary-Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of President may not be held by the Vice President or Secretary/Treasurer. The same person may serve as President and General Manager. None of the officers of the Corporation shall be Members of the Board of Directors, except that the President/Executive Director shall be an Advisory Director at all times during the President/Executive Director's term in office and the Secretary/Treasurer shall be a Director at all times during the Secretary/Treasurer's term in office.

Section Two. Election and Removal. The officers of the Corporation shall be elected by the Board of Directors. Any officer may be removed by the Board of Directors, subject to any contractual obligations that may exist.

Section Three. President. The President/Executive Director shall be the principal officer of the Corporation. The President/Executive Director shall be paid an annual salary set by the Board of Directors.

- The President/Executive Director shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws. The President/Executive Director shall, with the advice of the Chairperson and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.
- Subject to such supervisory powers as are vested in the Board of Directors, the President/Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.
- The President/Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. Pursuant to a written policy approved by the Finance Committee, the President/Executive Director may delegate this authority to any officer, director, or member of the staff of the Corporation who is identified by name or position in that written policy approved by the Finance Committee as a person to whom such authority may be delegated. However, the delegation of such authority shall not operate to relieve the President/Executive Director of his oversight responsibility for the terms of any agreement with third parties.
- The President/Executive Director shall generally be expected to attend all meetings of the Board of Directors and Committees.

- The President/Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments (1) that involve an expenditure of funds provided for within the approved budget, or (2) that the Board of Directors or Finance Committee has authorized the President/Executive Director to sign, or (3) that fall within any written policy adopted by the Board of Directors or Finance Committee concerning the execution of such instruments by the President/Executive Director. Pursuant to a written policy approved by the Finance Committee, the President/Executive Director may delegate this authority to any officer, director, or member of the staff of the Corporation who is identified by name or position in that written policy approved by the Finance Committee as a person to whom such authority may be delegated. However, the delegation of such authority shall not operate to relieve the President/Executive Director of his oversight responsibility for the terms of any agreement with third parties.

Section Four. Vice President. Except as may be otherwise directed by the Board of Directors, the Vice President shall act in place of the President/Executive Director in the event of the President/Executive Director's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

Section Five. Secretary/Treasurer. The Secretary/Treasurer shall be the person holding the office of Board Secretary/Treasurer as described in Article III of these Bylaws and shall perform the duties described in Article III, Section 4 of these Bylaws.

Section Six. General Manager. The General Manager shall perform such duties of the President/Executive Director as may be delegated to the General Manager by the Board of Directors or the President/Executive Director.

Section Seven. Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or entertainment expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors, to enforce payment of such disallowed amounts.

ARTICLE VI. COMMITTEES

Section One. Executive Committee. The Chairperson, Vice Chairperson, President, Vice President, and Secretary/Treasurer of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation on a matter that requires action of the Board of Directors between Regular Meetings of the Board of Directors, provided that written or email notice of the executive committee's intent to act on behalf of the Corporation shall be given to all Directors in advance of any such action, and

further provided that any such action must be approved by a vote of at least four members of the Executive Committee. The Chairperson shall act as chairperson of the executive committee. Four members of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be approved by vote of at least four members of the Executive Committee.

Section Two. Standing Committees. The Board of Directors may by resolutions designate one or more Standing Committees each of which shall consist of at least five committee members, a majority of which must be Directors, which committees, to the extent provided in said resolutions, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of the Secretary-Treasurer.

Section Three. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolutions adopted by of the Board of Directors. Such other committees may be ad hoc committees or temporary committees, as shall be determined by the Board. Except as otherwise provided in such resolutions, members of each committee of the Corporation shall be Directors or Advisory Directors of the Corporation, and the Chairperson of the Board shall appoint the members thereof (other than the Chairmen of such Committees). Any Director or Advisory Director may be removed from a committee by the Chairperson of the Board with or without prior notice if in the Chairperson's judgment the best interests of the Corporation shall be served by such removal.

Section Four. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns or is removed from such committee by the President or the Board of Directors, or unless such Director or Advisory Director shall cease to serve as a Director or Advisory Director.

Section Five. Committee Chairperson. The Secretary-Treasurer of the Corporation shall serve as the Chairperson of the Finance Committee of the Corporation, or any successor Standing Committee in charge of the financial and budgeting affairs of the Corporation. All other committee Chairmen shall be elected annually by the Board of Directors in the same manner as officers of the Corporation are elected, and subject to the same rules regarding removal, vacancies, and similar matters. At any meeting at which a Chairperson of a committee is to be elected, the nominations for election of such committee Chairperson shall include a nominee submitted by the President (or President-elect, in the case of the Annual Meeting). Any committee Chairperson may be removed at any time by the Board of Directors, with or without

cause and with or without prior notice. Upon any death, resignation, or removal of a Committee Chairperson, the Board of Directors shall select a successor from among the other Directors upon receipt of a nomination, if any, by the President.

Section Six. 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.

Section Seven. Proxies. A committee member may vote either in person or by a proxy executed in writing in favor of another Director and dated by the absent committee member or by his duly authorized attorney-in-fact. No proxy shall be valid after ninety (90) days from its execution. No proxy may be revoked unless and until written notice of revocation shall have been delivered to the Secretary-Treasurer or any Assistant Secretary-Treasurer of the Corporation or unless the revoking committee member shall revoke the proxy in person at the meeting. The Secretary-Treasurer shall promulgate (and deliver to each Director from time to time) a suggested form of proxy that:

- (a) Provides a space for its date and states that it must be dated;
- (b) Permits the granting Director to limit its use to a specific meeting;
- (c) States that it may be used for attendance and quorum purposes;
- (d) Provides blank spaces for the granting Director to designate the manner in which to vote on specific issues;
- (e) States whether it may be used as the proxy holder deems appropriate on all other business properly brought before the meeting, and
- (f) Provides that no person may vote more than one proxy.

Section Eight. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee present in person or by proxy shall constitute a quorum. In addition, only with regard to Standing Committees of the Board of Directors, no quorum shall be possible without the presence of at least four committee members. Unless otherwise expressly stipulated by the Chairperson of the Board, the Chairperson of the Board may vote and participate in any committee meeting, and may be counted when present in person or by proxy in computing any quorum, but will not be counted when absent in computing a quorum. If the Chairperson of the Board cannot attend a committee meeting, he may (by prior notice to the relevant committee Chairperson) designate (in lieu of a proxy) a non-committee

member/Director or Advisory Director to attend and act on behalf of the Chairperson of the Board at the committee meeting.

Section Nine. Attendance by Video, Telephonic, or Other Electronic Means. The committee chairperson may allow participation of committee members at a committee meeting by video, telephonic, or other electronic means, as long as all committee members can hear and respond to all other committee members participating in the meeting.

Section Ten. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors; provided, however, that the following procedural provisions shall apply to all committees of the Corporation:

- (a) Minutes. The Chairperson of each Standing Committee of the Board of Directors shall cause minutes to be recorded, maintained, and (upon request) distributed to any Director or Advisory Director.
- (b) Manner of Acting. All committees are urged to act by consensus. Where no consensus exists, committees are urged to seek Board approval of the committee's majority decisions/recommendations.
- (c) Notice. Written notice of all committee meetings shall be required in the same manner provided by the Act or these bylaws for the giving of notice of meetings of the Board of Directors. Standing Committees are urged to set their meetings in advance by designating at the beginning of each year a regular monthly time and place for meeting.

ARTICLE VII. INDEMNIFICATION

Section One. Insurance. The Corporation will provide indemnification insurance for its Board and Advisory Board members, and the Board shall select the amount and limits of such insurance policy.

Section Two. When Indemnification is Required, Permitted, and Prohibited.

- (a) Subject to the limitations and procedures contained in this Article VII, the Corporation shall indemnify a Director, Advisory Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be a named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, Advisory Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However,

the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

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

(c) The Corporation shall advance, pay, or reimburse expenses incurred by a Director, Advisory Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

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

(e) Before the final disposition of a proceeding, the Corporation may advance, pay, or reimburse indemnification expenses upon determining, in the manner described in Section Three below, that indemnification is permissible and not precluded by the provisions of this Article VII and that the expenses are reasonable. If it is ultimately determined that indemnity is not permissible or is precluded by the provisions of this Article VII, the indemnified person shall repay to the Corporation the amount of the expenses advanced, paid, or reimbursed by the Corporation.

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

Section Three. Procedures Relating to Indemnification Payments.

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

(i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

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

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in subparagraphs (a)(i) or (a)(ii) of this Section Three 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 Corporation shall authorize indemnification and determine that expenses to be advanced, paid, or reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by subparagraph (a)(iii) of this Section Three above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Section Two above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall advance, pay, or reimburse indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under subparagraph (a) of this Section Three above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment to the Corporation of the amount advanced, paid,

or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, taking any action which the Corporation may legally take. Such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, or 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 Corporation shall be signed by such officer or officers, agents 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 Secretary-Treasurer or an Assistant Secretary-Treasurer, if any, and countersigned, if necessary, as determined by resolution of the Board.

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

Section Four. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. All gifts must be entered into the Corporation's financial records for normal reporting.

Section Six. Loans and Management. The Corporation will not make any loans to any of its Directors, Advisory Directors, or Officers.

Section Seven. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors, Advisory Directors, or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors, Advisory Directors, or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- (a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract

or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

(b) The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

(c) The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote.

ARTICLE IX. NOTICES

Section One. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, member or a committee member of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by email. With the exception of emergency meetings as described in Section Four. Emergency Meetings. below, notices shall be delivered to those entitled to notice no less than seven (7) days before the scheduled meeting and no more than sixty (60) days before the scheduled meeting.

Section Two. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

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

Section Four. Emergency Meetings. During any emergency existing from any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors or a standing committee thereof cannot readily be convened for action, a meeting may be called by any

Director. The emergency meeting agenda shall include only those items needed at that time to deal with the emergency. A special meeting shall be convened as soon as practical afterwards to address the additional issues created by the emergency.

ARTICLE X. MISCELLANEOUS

Section One. Maintenance of Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the seven most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's tax years.

Section Two. Inspection and Copying of Books and Records. Any Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper

written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

Section Three. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section Four. Audits. The Corporation shall have an annual audit to be completed within a reasonable time after the end of the fiscal year.

Section Five. Corporate Seal. The Board of Directors shall provide a corporate seal for use where required by applicable law, which shall be in the form as determined by the Board.

Section Six. Nouns and Pronouns. In all places in these Bylaws where a noun or pronoun reference is made in the male singular, any of such terms shall include the female, and the singular shall include the plural as the same may be appropriate under the circumstances.

ARTICLE XI. AMENDMENTS

Section One. Procedure for Amending Bylaws. Any Director(s) proposing an amendment to these Bylaws shall file the proposed change in written form with the Secretary-Treasurer or any Assistant Secretary-Treasurer of the Corporation at least fifteen (15) days prior to the Board meeting at which the change is to be considered. If submitted by three or more Directors or if approved by the Chairperson, the Secretary-Treasurer or Assistant Secretary-Treasurer shall mail or email photocopies of the proposed change to all Directors and Advisory Directors at least ten (10) days prior to such meeting. No amendment to the bylaws submitted by less than three directors shall be presented to the Board of Directors unless approved by the Chairperson. The requirement of ten days' written notice of changes of these Bylaws may be shortened by the unanimous affirmative vote of the Directors entitled to vote at a duly called meeting of the Board of Directors at which a quorum is present; provided, however, that the giving of the written notice itself may not be waived or omitted.

Section Two. Review of Proposed Amendments. No amendment shall be voted upon unless proper notice thereof has been given in the manner set forth in these bylaws and a standing committee or an ad hoc committee appointed by the Chairperson has received, reviewed, and provided to the Board a recommendation regarding the form and internal consistency between the

proposed amendment and the remainder of the Bylaws, Articles of Incorporation and other governing documents of the Corporation.

Section Three. Power of Directors to Amend Bylaws. The Bylaws and Articles of Incorporation of this Corporation may be amended or added to, or new Bylaws may be adopted by the written consent of a two-thirds (2/3) majority of the Directors entitled to vote at a duly constituted meeting of the Board of Directors; provided, however, that when amending a text of a Bylaw that sets forth a majority vote requirement that exceeds two-thirds (2/3), the Board must approve the amendment by a majority vote not less than that required as set forth in the provision to be amended.

ARTICLE XII. CONFLICTS OF INTEREST.

Section One. Adoption of Conflicts of Interest Policy.. The Board of Directors shall adopt a conflicts of interest policy.

Section Two. Purpose and Content of Conflicts of Interest Policy. The conflicts of interest policy adopted by the Board of Directors shall be designed to help Directors, Advisory Directors, officers and employees of the Corporation identify situations that present potential conflicts of interest and to provide the Corporation with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Director, officer or employee has or may have a conflict of interest with respect to the transaction. The policy shall comply with the procedure under Texas law governing conflicts of interest for directors of nonprofit corporations.

ARTICLE XIII. MANDATORY ARBITRATION

Any controversy, claim, or dispute arising from or related to these Bylaws or between volunteers, Directors, Advisory Directors, officers or staff shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries (hereinafter the "Rules"). The complete text of the Rules may currently be obtained by accessing www.HisPeace.org. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of these Bylaws and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce or set aside an arbitration decision.

Adopted by resolution of the Board of Directors on April 24, 2014.

Secretary-Treasurer

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