

AMENDED AND RESTATED BYLAWS OF

THE TURTLE SURVIVAL ALLIANCE FOUNDATION

**ARTICLE I
GENERAL**

Section 1. Definitions.

In this bylaw and all other bylaws of the corporation, unless the context otherwise requires:

- (a) “Act” means the provisions of the Texas Business Organizations Code applicable to nonprofit corporations, as amended from time to time, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “articles” means the original articles of incorporation of the corporation, currently known as the certificate of formation of the corporation, as amended or restated from time to time;
- (c) “Board” means the board of directors of the corporation and “director” means a member of the Board; provided, however, that the term “director” does not include a person designated as an ex officio, honorary, or other type of director of the corporation if the person is not entitled to vote as a director;
- (d) “bylaw” means this bylaw and any other bylaw of the corporation as amended, and which are, from time to time, in force and effect;
- (e) “Code” means the Internal Revenue Code of 1986, as amended, or any successor statute, enacted from time to time;
- (f) “fundamental action” has the meaning accorded to such term in Section 22.164 of the Act, as amended from time to time;
- (g) “officer” means an officer of the corporation appointed or designated under the terms of this bylaw;
- (h) “related party contract or transaction” means a contract or transaction between the corporation and:
 - (i) one or more directors or officers, or one of more affiliates or associates of one or more directors or officers; or
 - (ii) an entity or other organization in which one or more directors, officers, or one or more affiliates or associates of one of more directors or officers is: (A) a managerial officer or a member; or (B) has a financial interest.

Section 2. Interpretation.

In the interpretation of this bylaw, unless the contrary is indicated, “person” includes an individual, body corporate, partnership, trust and an incorporated organization. Whenever the masculine, feminine or neutral gender is used inappropriately in this bylaw and other bylaws of the corporation, the bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa. Other than as specified above, words and expressions defined in the Act have the same meanings when used in the bylaws. Except as otherwise provided by the Act, the provisions of the articles control over the bylaws in the event of inconsistency between the articles and the bylaws.

**ARTICLE II
MEMBERS**

Section 1. Membership. Any person or organization in sympathy with the objects and purposes of the corporation may become a member of the corporation upon payment of the stipulated annual dues. Membership will be considered to be held in one name, though membership in the case of an individual may, with the approval of the Board, include privileges with respect to the activities of a spouse of the individual, and, in the case of a corporate, partnership, trust, foundation or other institutional member, membership may include privileges for such number of designated individuals and their spouses as may be determined, from time to time, by the Board. The Secretary of the corporation, or such other person to whom the responsibility shall be delegated by the Board, shall maintain a membership list of the members. The term “member” of the corporation is not synonymous with the term “member” in the Act, and thus, the provisions of the Act relating to members of a non-profit corporation shall not apply to the corporation’s members.

Section 2. Voting by Members. The members shall not have any voting rights with respect to any corporation matters.

Section 3. Dues. Annual dues shall be assessed to the members upon a scale as shall be determined by the Board and shall be paid by the date mandated by the Board. Failure to pay the annual dues by the stipulated date shall cause a member to be in default in the payment of dues.

Section 4. Termination of Membership. The Board may suspend or expel a member for cause after an appropriate hearing. The membership of any person or organization who is in default in the payment of dues shall automatically be terminated. All rights, powers and privileges of a member of the corporation shall cease upon the termination of membership.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any accrued but unpaid dues, assessment, or other charges.

Section 6. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Section 7. Personal Liability of Members. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The direction and management of the affairs of the corporation shall be vested in the Board, and, subject to the restrictions imposed by law, the articles or the bylaws, the Board may exercise all the powers of the corporation. The Board shall adopt such rules, regulations and resolutions as may be necessary to implement these bylaws.

Section 2. Number, Tenure and Vacancies.

(a) Number. The number of directors shall be determined from time to time by the Board but shall not be less than three (3) nor more than twenty-five (25).

(b) Tenure. Unless a director resigns, dies, becomes disabled or is removed in accordance with the provisions of these bylaws or the articles, each director shall hold office for a term of three (3) years expiring not later than the close of business at the relevant annual general meeting; provided, however, when the Board increases the number of directors from time to time, a director may be appointed for an initial term less than three (3) years to synchronize director term expiries. Any director whose term is expiring shall be eligible for re-election except that a director shall not serve more than three consecutive three-year terms unless the Board determines either that (i) the terms of all directors that expire on the same certain date shall be extended to another date; or (ii) that such limitation in the case of a particular director would not be in the best interests of the corporation, including in circumstances where a significant partner, joint venturer or donor to the corporation has made a request that the individual continue to serve as a director. The three consecutive three-year term limitation shall not prevent the election of such persons for further service as a director after an absence from the Board for one or more years.

(c) Vacancies. Vacancies resulting from the expiration of a director's term shall be filled by the majority vote of the remaining directors at each annual general meeting of the Board. Any vacancy occurring in a director's position prior to the expiration of a director's term may be filled by a majority vote of all of the remaining directors, regardless of whether that majority is less than a quorum of the Board. A director elected to fill an unexpired vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3. Resignations and Removals. A director may resign at any time by giving notice to the

Chair of the Board or the Secretary of the corporation, and the recipient of the notice shall provide a copy of the notice to the chair of the Governance Committee. Unless otherwise specified in the notice, such notice shall take effect upon receipt thereof by the Chair or the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with or without cause, by a majority vote of all directors then in office.

Section 4. Annual Meeting. An annual general meeting of the Board shall be held each year at a time, place and date as designated by the Board. At each annual general meeting at which a quorum is present, the Board shall fill any vacancy on the Board, appoint the officers of the corporation and transact such other business as may lawfully come before the meeting. Notice of such meeting shall be given in writing to all members of the Board at least seven (7) days prior to the meeting.

Section 5. Regular Meetings. The directors may hold regularly scheduled meetings in such place or places as designated from time to time by resolution of the Board and communicated to all directors. Notice of such meetings shall be given in writing to all members of the Board at least seven (7) days prior to the meeting.

Section 6. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board or by the President or by a majority of directors at that time in office. Each such special meeting shall be held at such time, place and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board at least three (3) days prior to the meeting.

Section 7. Notice. The Secretary of the corporation shall give notice of any annual or regular meeting to each director, including therein the time, place and date of such meeting. The Secretary shall give notice or the person or persons calling any special meeting of the Board must cause notice to be given to each director of such special meeting, including therein the time, place and date of such meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or written waiver of notice of such meeting unless otherwise required by the Act or by these bylaws. Unless limited by the Act or the bylaws, any and all business may be transacted at any such meeting of the Board. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 8. Quorum. A majority of the number of directors, but in no event less than three individual directors, shall constitute a quorum for the transaction of business, unless a greater number is required for any action by the Act or by these bylaws. If at any meeting of the Board there is less than a quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time, without further notice other than an announcement at that meeting, until a quorum is present.

Section 9. Manner of Acting. The act of a majority of the directors present in person at a meeting at which a quorum is present at the time of the act shall be the act of the Board unless the act of a greater number is specifically required by the Act (including as may be required in the case of a fundamental action) or the bylaws.

Section 10. Order of Business. At meetings of the Board, business shall be transacted in such order as the Chair of the Board may determine unless the Board determines otherwise. The Secretary of the corporation shall prepare minutes of such meetings unless the Chair of the Board or the Board appoints another person to act as secretary of the meeting. The minutes of the proceedings must be placed in the minute book of the corporation. If both the Chair of the Board and the President are absent from a meeting of the Board or if both are unable to act at a meeting of the Board, a chairman for that meeting shall be chosen by the Board from among the directors present.

Section 11. Presumption of Assent. A director who is present at any meeting of the Board at which action on any corporate matter is taken will be presumed to have assented to the action unless that person's dissent to such action is entered in the minutes of the meeting or the director files a written dissent with the person acting as secretary of the meeting before the adjournment thereof or the director forwards a written dissent by certified or registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. The right to dissent does not apply to a director who voted in favor

of the action at the meeting.

Section 12. Compensation and Loans. Directors as such shall not receive any salary or compensation for their service as directors; provided, however, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity or receiving compensation therefor. The corporation may not make a loan to a director.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Number, Titles and Term of Office. The officers of the corporation shall include the Chair of the Board, the President and the Secretary and may include a vice-chair, one or more vice presidents, a Treasurer and other officers and assistant officers as considered necessary. Each officer shall hold office for the term for which such officer is appointed by the Board unless such officer is removed, resigns or is unable to serve. One person may hold more than one office except that the Chair of the Board shall not serve as the Secretary and the President shall not serve as Chair of the Board or the Secretary. The Board may also appoint an officer *emeritus* who may perform such functions as determined by the Board. A director may be appointed to any office of the corporation. An officer may, but need not be, a director, unless the Act or bylaws otherwise provide.

Section 2. Election. The officers of the corporation shall be appointed by the Board at each annual general meeting of the Board at which a quorum is present. New offices may be created, appointed or designated and filled at any time by the Board.

Section 3. Resignations and Removals. Any officer may resign at any time. Any such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chair or President, as applicable. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. A copy of any such resignation shall be provided to the chair of the Governance Committee.

Any officer may be removed with or without cause by the Board at any time. The appointment or designation of an officer shall not itself create contract rights. The removal of an officer who is also employed by the corporation shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in the office of any officer may be filled by the Board at any time.

Section 5. President. The President shall be the chief executive officer of the corporation and shall be responsible for implementing the strategic plans and policies of the corporation. Subject to the authority of the Board, the President shall have general supervision of the administration and affairs of the corporation. The President shall not be a director.

Section 6. Vice Presidents. If appointed, a Vice-President shall perform such duties and have such powers as the Board may from time to time prescribe. A Vice-President shall not be a director.

Section 7. Treasurer. If appointed, the Treasurer of the corporation shall have such powers and duties as the Board may from time to time prescribe. In the case of the absence or disability of the Treasurer, the Board may appoint one or more Assistant Treasurers to perform the duties of the Treasurer during such absence or disability. The Treasurer may delegate to an Assistant Treasurer any of the duties and responsibilities of the Treasurer.

Section 8. Secretary. The Secretary of the corporation (a) shall attend and be the secretary of all meetings of the Board and, as needed, committees of the Board, and keep minutes for such purposes in

books provided for that purpose, (b) shall attend to the giving and serving of all notices to the Board, members of committees and the public accountant, (c) may in the name of the corporation attest to all

contracts of the corporation and affix the seal of the corporation thereto, (d) shall in general perform all duties incident to the office of Secretary, subject to the control of the Board and (e) shall discharge such other duties as shall be prescribed from time to time by the Board or the President. In the case of the absence or disability of the Secretary, the Board may appoint one or more Assistant Secretaries to perform the duties of the Secretary during such absence or disability. The Secretary may delegate to an Assistant Secretary any of the duties and responsibilities of the Secretary.

Section 9. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board and shall have such powers, duties and responsibilities as the Board may from time to time prescribe. The Chair shall be a director.

ARTICLE V COMMITTEES

Section 1. Committees Having Board Authority. The Board may designate one or more committees which have and may exercise the authority of the Board, except that no such committee shall have the authority of the Board in reference to filling vacancies in the Board or in any such committee, appointing or removing officers or members of any such committee, amending the articles or these bylaws, approving any dissolution or merger of the corporation, disposing or selling all or substantially all of the corporation's assets, or altering or repealing any resolution of the Board. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board, or any director, of any responsibility imposed by law. Each such committee shall consist of at least two persons and the Board shall have the authority to prescribe its composition from time to time, including as to whether membership shall be limited to directors, provided that in any such case a majority of the committee's members shall be directors. The minutes of proceedings of such committees shall be placed in the minute books of the corporation.

Section 2. Committees Not Having Board Authority. Other committees not having and exercising the authority of the Board in the management of the corporation may be designated and appointed by the Board. Such committees shall have only the powers and responsibilities specifically delegated to them by the Board. Membership on such committees may, but need not be, limited to directors.

Section 3. Standing Committees. The Board may designate one or more standing committees as are necessary, and the duties of any such standing committees shall be prescribed by the Board upon their designation. A standing committee may be given the authority of the Board if the provisions of Section 1 of this Article V are followed; otherwise, the provisions of Section 2 of this Article V shall be followed.

Section 4. Special Committees or Advisory Bodies. Subject to the provisions of Section 2, the Board may designate one or more special committees or advisory bodies as it deems necessary, and the duties of any such special committee or advisory body shall be prescribed by the Board upon its designation. A special committee shall not have the authority of the Board, shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the Board.

Section 5. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Meetings and Notices. Meetings of a committee may be called by the Chairman of the Board, the chair of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings.

Section 7. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chair of the committee or the Secretary of the corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such

resignation shall not be necessary to make it effective. The Board may remove at any time, with or without cause, any member of any committee. The appointment of a person to a committee shall not of itself create contract rights.

Section 8. Vacancies. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

Section 9. Development Committee. The Development Committee shall be a standing committee subject to the provisions of Section 2. The Board shall appoint members to the Development Committee and, unless and until amended by resolution of the Board, the Development Committee shall be constituted, and have the further duties and responsibilities, as set out in the charter or terms of reference adopted by the Board from time to time for such Committee.

Section 10. Executive Committee. The Executive Committee shall be a standing committee subject to the provisions of Section 1 of this Article V. The Executive Committee shall comprise the Chair of the Board, the President, each Vice President, the Treasurer and the chair of each of the Development Committee, the Audit and Finance Committee, the Governance Committee, and the Nominations Committee. The Chair of the Board shall serve as the chair of the Executive Committee. The Executive Committee shall transact such business as may be delegated to it by the Board and such other business as may arise between meetings of the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting. Except as provided in Section 1, the Executive Committee shall have power and authority to transact all business of the corporation between meetings of the Board provided that any action taken shall not contravene regulations or resolutions adopted by the Board.

Section 11 Audit and Finance Committee. The Audit and Finance Committee shall be a standing committee subject to the provisions of Section 1. The Audit and Finance Committee shall consist of directors. Without limiting the generality of the foregoing, and unless and until amended by resolution of the Board, the Audit and Finance Committee shall be constituted, and shall have the powers, duties and responsibilities, as set out in the charter or terms of reference for the Committee adopted by resolution of the Board from time to time.

Section 12. Governance Committee. The Governance Committee shall be a standing committee subject to the provisions of Section 1. The Governance Committee shall consist of directors. Without limiting the generality of the foregoing, and unless and until amended by resolution of the Board, the Governance Committee shall be constituted, and shall have the powers, duties and responsibilities, as set out in the charter or terms of reference for the Governance Committee adopted by resolution of the Board from time to time.

Section 13. Nominations. The Nominations Committee shall be a standing committee subject to the provisions of Section 1. The Nominations Committee shall consist of directors. Without limiting the generality of the foregoing, and unless and until amended by resolution of the Board, the Nominations Committee shall be constituted, and shall have the powers, duties and responsibilities, as set out in the charter or terms of reference for the Nominations Committee adopted by resolution of the Board from time to time.

Section 14. Animal Management Committee. The Animal Management Committee shall be a standing advisory committee subject to the provisions of Section 4. Unless and until amended by resolution of the Board, the Animal Management Committee shall be constituted, and shall have the advisory responsibilities, as set out in the charter or terms of reference adopted by resolution of the Board from time to time.

Section 15. Field Conservation Committee. The Field Conservation Committee shall be a standing advisory committee subject to the provisions of Section 4. Unless and until amended by resolution of the Board, the Field Conservation Committee shall be constituted, and shall have the advisory responsibilities, as set out in the charter or term of reference adopted by resolution of the Board from time to time.

ARTICLE VI
EX-OFFICIO, HONORARY AND SPECIAL DIRECTORS

Section 1. Certain Designated Persons. The Board may designate an individual as an ex officio, honorary or special director, and such person shall be entitled to receive notice of and to attend meetings of the Board but shall not be entitled to vote as a director; such person shall not have the authority, duties or liabilities of a director and shall not be a governing person of the corporation.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Mandatory Indemnification: Directors or Officers Successful in Defense. The corporation shall indemnify any person or the estate of any deceased person (such person or estate of any deceased person being hereafter throughout this Article VII referred to as "*Person*") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (hereafter throughout this Article VII collectively referred to as "*Proceeding*"), by reason of the fact that the Person was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, sole proprietorship, employee benefit plan or other enterprise (hereafter throughout this Article VII collectively referred to as "*Director*") against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the Person in connection therewith to the extent that the Person has been wholly successful on the merits or otherwise in defense of such Proceeding.

Section 2. Indemnification: Whether Successful or Not in Defense.

(a) The corporation shall indemnify any present or former director or officer of the corporation (or the estate of such a person) who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that the Person is or was a Director, and the corporation may indemnify any Person (other than a present or former director or officer of the corporation (or the estate of such a person)) who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that the Person is or was a Director or employee or agent of the corporation, against reasonable expenses (including reasonable attorneys' fees) actually and reasonably incurred by the Person, and against judgments, penalties (including excise and similar taxes), fines, and amounts paid in settlement by the Director or Person in connection therewith if the Director or Person acted in good faith and in a manner the Director or Person reasonably believed, in the case of their conduct in an official capacity, as defined in the Act ("*Official Capacity*"), to be in the best interests of the corporation; or, in all other cases, to be not opposed to the best interests of the corporation; and, with respect to any criminal Proceeding, if the Director or Person had no reasonable cause to believe their conduct was unlawful; provided, however, that if the Director or Person is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by the Director or Person, the indemnification provided pursuant to this Section 2 (1) is limited to expenses actually and reasonably incurred by the Director or Person in connection with the Proceeding and (2) may not be made in respect of any Proceeding in which the Director or Person has been found liable for willful or intentional misconduct in the performance of their duties to the corporation, for breach of the duty of loyalty owed to the corporation, or for an act or omission not committed in good faith that constitutes a breach of a duty owed by the Director or Person to the corporation.

The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the Person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal Proceeding, that he had reasonable cause to believe that his conduct was unlawful. A Person will be deemed to have been found liable in respect to any claim, issue or matter only after the Person has been so adjudged by a court of competent jurisdiction after exhaustion of all appeals.

(b) Notwithstanding any other provisions of this Article VII, the corporation shall indemnify any Person as to whom indemnification is mandatory under Sections 1 or 2(a) of this Article VII to the fullest extent then permitted by the Act or applicable law.

Section 3. Indemnification Procedure. Any indemnification under Section 2 of this Article VII (unless ordered by a court or made pursuant to a determination by a court) may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Person is proper under the circumstances because the Person has met the applicable standard of conduct set forth in Section 2 of this Article VII. Such determination will be made:

(a) by a majority vote of directors who at the time of the vote are disinterested and independent, regardless of whether the directors who are disinterested and independent constitute a quorum; or

(b) by special legal counsel selected by the Board by vote in accordance with (a).

Section 4. Authorization of Payment.

(a) Authorization of indemnification and determination as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the latter determination, special legal counsel shall determine whether the amount of expenses other than a judgment is reasonable, but authorization of indemnification must be made by a majority vote of directors who at the time of the vote are disinterested and independent, regardless of whether the directors who are disinterested and independent constitute a quorum.

(b) Notwithstanding subsection (a), payment of expenses actually and reasonably incurred by any Person as to whom indemnification is mandatory under Sections 1 or 2(a) of this Article VII will be deemed to be authorized provided that the standard of conduct necessary for indemnification under Section 2(a) of this Article VII is met.

Section 5. Advancement of Expenses.

(a) Reasonable expenses incurred in defending such Proceeding may be paid by the corporation in advance of the final disposition of the Proceeding, without any of the authorizations or determinations specified in Sections 3 and 4 of this Article VII, upon receipt of a written affirmation by the Person of the Person's good faith belief that the Person has met the standard of conduct necessary for indemnification under the Act or applicable law and a written undertaking by or on behalf of the Person to repay such amount if the final determination is that the Person has not met that standard or that indemnification is prohibited by the Act or these bylaws. The written undertaking must be an unlimited general obligation of the Person but need not be secured. It may be accepted without regard to the Person's ability to make repayment.

(b) Provided that the written affirmation and undertaking described in Section 5(a) are received by the corporation from a Person to be paid or reimbursed for expenses incurred and as to whom indemnification is mandatory under Sections 1 or 2(a) of this Article VII, such payment or reimbursement will be deemed to be authorized.

Section 6. Other Rights. The indemnification provided by these bylaws may not be deemed exclusive of any other rights to which a Person seeking indemnification may be entitled under the articles, these bylaws, a resolution of directors, an agreement or otherwise both as to action in the Person's Official Capacity and as to action in any other capacity, and will continue as to such Person after the termination of such capacity and will inure to the benefit of the Person's heirs, executors and administrators; provided, however, that any provision for the corporation to indemnify or to advance expenses to a director, whether contained in the articles, the bylaws, a resolution of directors, an agreement or otherwise, except in accordance with Section 7 of this Article VII, is valid only to the extent it is consistent with the Act.

Section 7. Insurance. The corporation shall purchase and maintain insurance on behalf of each Person who is a director or officer by reason of the fact that such Person is or was serving at the request of the corporation as a director or officer of the corporation against any liability asserted against the Person and incurred by the Person in any such capacity, or arising out of the Person's status as a director or officer, whether or not the corporation would have the power to indemnify that Person against such liability under the Act. With regard to any other Person, the corporation may purchase and maintain insurance on behalf of such Person by reason of the fact that the Person is or was serving at the request of the corporation as an employee or agent of the corporation against any liability asserted against the Person and incurred by the Person in any such capacity, or arising out of that Person's status as a Person, whether or not the corporation would have the power to indemnify that Person against such liability under the Act.

Section 8. Other Arrangements. In addition to the powers described in Section 7 of this Article VII, the corporation may purchase, maintain or enter into other arrangements on behalf of any Person who is or was a director or officer of the corporation against any liability asserted against the Person and incurred by the Person in such capacity or arising out of the Person's status as such a Person, whether or not the corporation would have the power to indemnify that Person against such liability under the Act. If the other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability (with respect to which the corporation would not have the power to indemnify the Person). Without limiting the power of the corporation to procure or maintain any kind of arrangement, the corporation may, for the benefit of Persons described in this Section 8, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation; or (4) establish a letter of credit, guarantee, or surety arrangement.

Section 9. Other Provisions Applicable to Insurance and Other Arrangements. The insurance may be procured, maintained, or established with an insurer, or the other arrangement may be procured, maintained or established within the corporation or with any insurer or other person considered appropriate by the Board, regardless of whether all or part of the stock, securities or other ownership of the insurer or the insurer or other persons are owned in whole or part by the corporation. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement will be conclusive and the insurance or other arrangement will not be voidable and will not subject the directors approving the insurance or other arrangement to liability, on any grounds, regardless of whether directors participating in the approval are beneficiaries of the insurance or other arrangement.

Section 10. Severability. In the event that any part or portion of this Article VII is judicially determined to be invalid or unenforceable, such determination will not in any way affect the remaining portions of this Article VII, but the same will be divisible and the remainder will continue in full force and effect. Notwithstanding any provision of this Article VII to the contrary, the corporation shall not indemnify any person described in this Article VII if such indemnification (1) would jeopardize the corporation's tax-exempt status under Section 501(c)(3) of the Code or (2) if the corporation is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

Section 11. Appearance as a Witness or Otherwise. Notwithstanding any other provision of this Article VII, the corporation may pay or reimburse expenses incurred by a director, officer, or other person in connection with that person's appearance as a witness or other participation in a Proceeding at a time when such person is not a named defendant or respondent in the Proceeding.

ARTICLE VIII CONTRACTS AND CHECKS

Section 1. Contracts. The Board may authorize any director or directors, officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the corporation to be a true copy thereof.

Section 2. Checks, Drafts, Etc. All checks, drafts, wire transfers 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 director or directors, officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

ARTICLE IX BOOKS AND RECORDS

Section 1. Rights to Inspect. The corporation shall keep correct and complete books, records, and annual reports of the corporation's financial activity. All books, records and annual reports of the corporation may be inspected by any director or officer or his agent or attorney for any proper purpose at any reasonable time and may be subject to public inspection as required by the Act. The corporation shall use its reasonable efforts to make its by-laws and the charters or terms of reference of all of its standing committees available for inspection on its website.

Section 2. Financial Records and Annual Reports. The corporation shall maintain current and accurate financial records with complete entries as to each financial transaction of the corporation including income and expenditures in accordance with generally accepted accounting principles. The Board shall annually approve a financial report for the corporation for the preceding year which conforms to accounting standards as adopted by the American Institute of Certified Public Accountants and which includes (a) a statement of support, revenue and expenses; (b) a statement of changes in fund balances; (c) a statement of functional expenses; and (d) a balance sheet for each fund.

ARTICLE X NOTICES

Section 1. Form of Notice. Whenever any notice whatsoever is required to be given under the provisions of these bylaws to any member, director, officer or committee member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail (unless the address of the person entitled to such notice is located outside the United States of America), facsimile transmission electronic message or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited, postage prepaid, in the United States mail, addressed to the person entitled thereto at his address, as it appears on the books of the corporation. Any notice required or permitted to be given by facsimile transmission or electronic message shall be deemed to have been given at the time the notice is transmitted to the person at the facsimile or electronic address provided by the person, or to which the person consents, for the purpose of receiving notice. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

Section 2. Waiver. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be such as the Board shall by resolution establish.

Section 2. Seal. The Board may in its discretion elect that the corporation have a corporate seal. If such an election is made, the seal of the corporation shall be such as from time to time may be approved by the Board and the Secretary of the corporation shall be the custodian of the corporate seal.

Section 3. Use of Conference Telephone. Subject to the requirement for notice of meetings, members of the Board or of any committee designated by the Board may participate in and hold a meeting of the Board or committee, as the case may be, by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons in the meeting; provided that if any vote is to be taken, the Board or the committee, as the case may be, must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and must keep a record of any vote or other action taken. Participation in a meeting in the above-described means shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. Termination of Corporation. Upon the termination, winding-up or discontinuance of the corporation by winding-up, dissolution or otherwise, the assets are to be transferred in accordance with the provisions of the articles.

Section 5. Principal Office. The principal office of the corporation in the State of Texas shall be located in Fort Worth. The corporation may have other offices as the Board may determine.

Section 6. Registered Office. The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by law.

Section 7. Actions Without Meetings. Unless otherwise restricted by the Act or the bylaws, any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of the directors or committee members, as applicable, necessary to take that action at a meeting at which all of the directors or committee members, as the case may be, were present and voting; provided that each written consent must state the date of each director's or committee member's signature, and prompt notice of the taking of action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 8. Related Party Contracts or Transactions. A director or officer shall disclose any known potential related party contract or transaction to the Board, including all material facts as to the relationship or interest of the director, officer, or their respective affiliate or associate, and the corporation shall not enter into the contract or transaction unless the Board, acting in good faith and with ordinary care, approves it by the affirmative vote of the majority of disinterested directors, regardless of whether those disinterested directors constitute a quorum. For the purpose of this section 8, the term "ordinary care" means the care that an ordinarily prudent person in a similar position would exercise under similar circumstances.

Section 9. Amendments. The bylaws may be altered, amended, or repealed by the Board at any time provided that, if the amendment is proposed to be made at a regular or special meeting, notice of said proposed amendment shall be contained in the notice of the meeting, and, in any case, provided that such alteration, amendment or repeal does not cause the corporation to cease to be exclusively organized and operated as an entity described in Section 501(c)(3) of the Code.