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**BYLAWS  
OF  
PRODUCTCAMP AUSTIN**

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(Incorporated under the Texas Business Organizations Code)

**ARTICLE I.**

**Offices**

Section Principal Office. The principal business office of ProductCamp Austin (the "**Corporation**") shall be located at such place, either within or without the State of Texas, as the Board of Directors may from time to time establish.

Section Other Offices. The Corporation may have such other business offices, within or without the State of Texas, as the Board of Directors may from time to time establish or the business of the Corporation may require.

Section 1.3. Registered Office and Registered Agent. 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.

**ARTICLE II.**

**Members**

Section 2.1. Eligibility. The Corporation's membership shall consist of individual members. Membership is voluntary and available to individuals interested in the exchange of technology product management and product marketing practice information. Membership in the Corporation shall become effective upon approval by the Secretary of the Corporation in accordance with the Bylaws and criteria developed by the Board of Directors of the Corporation.

Section 2.2. Transfer, Change or Termination of Membership. Membership in the Corporation is not transferable to another person. Membership shall terminate upon the occurrence of any of the following: (i) upon a member's notice of resignation delivered to the Chairperson, the President or the Secretary of the Corporation via mail or electronic transmission; (ii) after a member has been afforded the opportunity for a hearing before the Board of Directors, upon the affirmative vote of a majority of the Board of Directors that a member's conduct is detrimental to the best interests of the Corporation or violates the Bylaws, rules or other regulations of the Corporation; and (iii) upon the failure of a member to register for any event or meeting of the Corporation within a twelve month period.

#### Section 2.4. Meetings.

(a) An annual meeting of the members shall be held each year for the election of directors. Any other proper business may be transacted at the annual meeting. The exact time and place shall be established by resolution of the Board of Directors.

(b) Regular meetings of the members shall be held at such times and places (within or without the State of Texas) as the Board of Directors shall determine. Any and all business may be transacted at any regular meeting.

Section 2.5. Notice. Each member shall be entitled to receive notice of each meeting. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, notice of the time and place of each such meeting shall be delivered, mailed or sent by facsimile or electronic mail to each such person at the last address designated to the Corporation by such person for receiving notice, or alternatively, published by the Corporation on its website or in person or by telephone. If transmitted by facsimile or electronic mail, such notice shall be deemed to be delivered on successful transmission of the facsimile or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. If published on its website, such notice shall be deemed delivered when posted. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, such notice need not specify the business to be transacted at, or the purpose of, such meeting. The signing of a written waiver of notice of any meeting by the person or persons entitled to receive the same, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a 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 2.6. Quorum; Voting.

(a) Ten percent (10%) of the voting membership of the Corporation shall constitute a quorum for the transaction of business by the members, and the act of the majority of the members present in person, unless the act of a greater number shall be required by law, by the Certificate of Formation or by these Bylaws. If a quorum shall not be present at any meeting, the directors present at such meeting may adjourn such meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(b) A member in good standing is entitled to one vote on each matter, or with respect to the election of the directors, for each open seat on the Board of Directors. A member must vote in person.

Section 2.7. Procedure at Meetings. The President shall preside at meetings. In his or her absence at any meeting, any officer authorized by these Bylaws shall preside. The Secretary of the Corporation, if any, shall act as secretary at all meetings. In the absence of the Secretary, the presiding officer of the meeting may designate any person to act as Secretary. At meetings,

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the business shall be transacted in such order as the presiding officer may from time to time determine.

#### Section 2.8. Action by Members Without a Meeting

. Unless otherwise provided in the Certificate of Formation, any action to be taken at any annual or special meeting of the members, may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of members that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Notwithstanding the foregoing, a telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a member or by a person authorized to act for a member, shall be deemed to be written, signed and dated for the purposes of this Section 2.8, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (i) that the telegram, cablegram or other electronic transmission was transmitted by the member or by a person authorized to act for the member and (ii) the date on which such member or authorized person transmitted such telegram, cablegram or electronic transmission.

#### Section 2.7. Meeting by Remote Communication

. Unless otherwise restricted by law, the Certificate of Formation or these Bylaws, the Board may in its sole discretion permit members to participate in a meeting by means of remote communication and shall be deemed present in person and permitted to vote at such meeting, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at such meeting by means of remote communication is a member, (ii) the Corporation shall implement reasonable measures to provide such member a reasonable opportunity to participate in such meeting and to vote on matters submitted to the member, including an opportunity to read or hear the proceedings of such meeting substantially concurrently with such proceedings, and (iii) if such any member votes or takes other action at such meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

### **ARTICLE III.**

#### **Board of Directors**

Section 3.1. Power. The powers of the Corporation shall be exercised by or under the authority of, and the business, properties and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation. Directors need not be residents of the State of Texas, absent provision to the contrary in the Certificate of Formation or the laws of the State of Texas.

Section 3.2. Number, Qualifications and Term. The number of directors constituting the initial Board of Directors shall be the number fixed by the Certificate of Formation. Upon majority resolution of the Board of Directors, the number of directors may be increased or

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decreased (but not to a number fewer than three (3)) from time to time, but no decrease shall have the effect of shortening the term of any incumbent director. Directors shall serve until their earlier removal or resignation. Notwithstanding the foregoing, each director's term shall continue until such director is re-elected or a new director is elected to replace such director.

Section 3.3. Resignation. Any director may tender his or her resignation as a director at any time. Any such tender of resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is so specified, at the time of receipt by the Chairperson, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in such resignation.

Section 3.4. Removal. Any director may be removed from office, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority (determined without including the affected director) of the full Board of Directors. Directors who are removed in accordance with this Section 3.4 shall cease to serve immediately upon removal.

Section 3.5. Vacancies. Any vacancy occurring in the Board of Directors, whether by removal, resignation or an increase in the number of positions on the Board of Directors, may be filled at a meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum of the Board of Directors.

Section 3.6. Meetings.

(a) An annual meeting of the Board of Directors shall be held each year. The exact time and place shall be established by resolution of the Board of Directors.

(b) Regular meetings of the Board of Directors shall be held at such times and places (within or without the State of Texas) as the Board of Directors shall determine. Any and all business may be transacted at any regular meeting.

(c) Special meetings of the Board of Directors shall be held at any time or place (within or without the State of Texas) on the call of the Chairperson, the President or a majority of the directors then in office.

Section 4.7. Notice. Each director shall be entitled to receive notice of each meeting of the Board of Directors. Each member of any committee of the Board of Directors shall be entitled to receive notice of each meeting of each committee on which such member serves. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, written notice of the time and place of each such meeting shall be delivered, mailed or sent by facsimile or electronic mail to each such person at the last address designated to the Corporation by such person for receiving notice at least five (5) days before such meeting, or in person or by telephone at least three (3) days before such meeting. If transmitted by facsimile or electronic mail, such notice shall be deemed to be delivered on successful transmission of the facsimile or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. Except as otherwise provided by law, by the

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Certificate of Formation or by these Bylaws, such notice need not specify the business to be transacted at, or the purpose of, such meeting. The signing of a written waiver of notice of any meeting by the person or persons entitled to receive the same, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a 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 3.8. Quorum; Voting by Proxy.

(a) A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business by the Board of Directors, and the act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number shall be required by law, by the Certificate of Formation or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present at such meeting may adjourn such meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(b) A director may vote in person or by proxy executed in writing by the director. No such proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

Section 3.9. Procedure at Meetings. The Board of Directors, at each annual meeting, may appoint one of their number as Chairperson of the Board of Directors. The Chairperson of the Board of Directors, if one is appointed, shall preside at meetings of the Board of Directors. In his or her absence at any meeting or if a Chairperson is not appointed, any officer authorized by these Bylaws or any member of the Board of Directors selected by members present shall preside. The Secretary of the Corporation, if any, shall act as secretary at all meetings of the Board of Directors. In the absence of the secretary, the presiding officer of the meeting may designate any person to act as secretary. At meetings of the Board of Directors, the business shall be transacted in such order as the presiding officer may from time to time determine.

Section 3.10. Presumption of Assent. Any person serving as a director or as a member of a committee of the Board of Directors who is present in person at a meeting of the Board of Directors or such committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent or abstention shall be entered in the minutes of the meeting, or unless the director shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent or abstain shall not apply to a director or member of such committee who voted in favor of such action.

Section 3.11. No Compensation. Directors as such shall not receive any stated salary or compensation for their service, but by resolution of the Board of Directors may be reimbursed for reasonable expenses actually incurred in connection with their service; provided, however,

that nothing herein shall preclude any director from serving the Corporation in any other capacity or receiving compensation therefor.

Section 3.12. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more management committees, each of which committee shall consist of at least two persons. The majority of persons on a management committee shall be directors. Each such management committee may exercise such authority of the Board of Directors in the conduct of the business and affairs of the Corporation as the Board of Directors may, by resolution duly adopted, delegate to it, except as prohibited or limited by law. The designation of any such management committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board of Directors, by resolution adopted by a majority of the directors at a meeting at which a quorum is present, or by the President, if authorized by a similar resolution of the Board of Directors, may designate and appoint one or more other committees that do not have the authority of the Board of Directors in the management of the Corporation. The members of such other committees shall not be required to be directors. Any member of either type of committee may be removed, with or without cause, at any time by the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. The minutes of the proceedings of each committee shall be placed in the minute book of the Corporation. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the provisions of Article III of these Bylaws.

Section 3.13. Action Without a Meeting.

(a) In addition to, and not by way of limitation of, any provision in the Certificate of Formation permitting action of directors or any committee to be taken without a meeting by a written consent of fewer than all of the directors or committee members, any action required by statute to be taken at a meeting of the Board of Directors, or which may be taken at a meeting of the directors or any committee appointed by 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 or all of the members of such committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote of the directors or members of such committee, as the case may be. Such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

(b) A telegram, telex, cablegram or similar transmission by a director or member of a committee or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or member of a committee shall be regarded as signed by such director or member of a committee for purposes of any action taken by written consent.

Section 3.14. Meetings by Remote Technology. Subject to the provisions required or permitted by statute for notice of meetings, unless otherwise restricted by the Certificate of Formation, members of the Board of Directors or any committee designated by the Board of

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Directors may participate in and hold a meeting of the Board of Directors or such committee by means of a remote electronic communications system, including conference telephone, video conferencing technology or the internet, but only if each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE IV.

### Officers

Section 4.1. Titles and Qualifications. The officers of the Corporation shall consist of a Chairperson of the Board of Directors, a President and a Secretary; and may also consist of one or more Vice Presidents, a Treasurer and such officers and assistant officers as may be deemed necessary by the Board of Directors. All officers shall be elected, appointed or designated by the Board of Directors as provided in these Bylaws. Any two or more offices may be held by the same person, except the offices of both President and Secretary. A committee duly designated by the Board of Directors may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including, without limitation, the functions of both president and secretary.

Section 4.2. Election; Term; Qualification. Each officer of the Corporation shall be elected, appointed or designated by the Board of Directors in the manner provided in these Bylaws, and shall hold office until he or she resigns or is removed in accordance with Section 4.4.

Section 4.3. Resignation. 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 be specified, at the time of its receipt by the Chairperson, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in such resignation.

Section 4.4. Removal. Any officer elected, appointed or designated by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election, appointment or designation of an officer shall not of itself create contract rights.

Section 4.5. Vacancy. Any vacancy occurring in any office may be filled by the Board of Directors.

Section 4.6. Duties. Each person elected, appointed or designated an officer of the Corporation shall have such powers and duties as generally pertain to such office, except as modified by these Bylaws and the Board of Directors from time to time.

Section 4.7. Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall also perform such other duties as are incident to the office of the Chairperson of the Board of Directors, except as may otherwise be prescribed by these Bylaws or as from time to time may be assigned by the Board of Directors.

Section 4.8. President. The President shall be the chief executive officer and chief operating officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall have general supervision over the Corporation's several officers, shall manage the business, property and affairs of the Corporation and shall perform all duties incident to the office of the President, except as may otherwise be prescribed by these Bylaws or as may be from time to time assigned by the Board of Directors.

Section 4.9. Vice Presidents. At the request of the Board of Directors or the President, or in the absence of the President, the Vice Presidents, or any of them, if any, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. Subject to the control and supervision of the President, the Vice Presidents, or any of them, shall perform all duties incident to the office of the Vice President, except as may otherwise be prescribed by these Bylaws or as may be from time to time assigned by the Board of Directors or the President.

Section 4.10. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and any committee of the Board of Directors in one or more books provided for such purpose and shall attend to the giving and serving of all notices of meetings in accordance with the provisions of these Bylaws or as required by law. In addition, the Secretary shall have charge of the corporate books, records, documents and instruments and the seal of the Corporation, if any, except as otherwise provided in these Bylaws or as may be from time to time provided by the Board of Directors or the President, all of which books, records, documents and instruments shall be open to inspection for any proper purpose at any reasonable time upon application to the office of the Corporation. The Secretary shall see, if the Corporation has a seal, that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized. Subject to the control and supervision of the President, the Secretary shall also perform all duties incident to the office of the Secretary, except as may otherwise be prescribed by these Bylaws or as may be from time to time assigned by the Board of Directors or the President.

Section 4.11. Treasurer. The Treasurer, if any, shall be responsible for the custody of all money, funds, notes, securities and other valuables of the Corporation from time to time coming into the possession of the Corporation, and shall have charge of the books of account and financial records of the Corporation. When necessary or proper, the Treasurer may endorse, on

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behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board of Directors and may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer or officers as designated by the Board of Directors. The Treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the Treasurer for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation. The Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of such Treasurer's duties as the Board of Directors may require. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation. Subject to the control and supervision of the President, the Treasurer shall also perform all duties incident to the office of the Treasurer, except as may otherwise be prescribed by these Bylaws or as may be from time to time assigned by the Board of Directors or the President.

Section 4.12. Assistant Officers. Any Assistant Secretary, Assistant Treasurer or other assistant officer elected, appointed or designated by the Board of Directors shall have the powers and duties pertaining to the office of the Secretary, Treasurer or other office, respectively, subject to the control and supervision of the President and the person holding the office to which such assistant officer is serving as an assistant. Any such Assistant Secretary, Assistant Treasurer or other assistant officer shall exercise such powers and perform such duties during the absence or inability to act of the person holding the office to which such assistant officer is serving as an assistant. Each Assistant Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of such Assistant Treasurer's duties as the Board of Directors may require.

Section 4.13. Salaries. The salaries and other compensation of the officers of the Corporation, if any, shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a director of the Corporation. Notwithstanding any other provision in these Bylaws, the Corporation shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual, taking into account that reasonable compensation may be paid for personal services rendered to or for the Corporation if such services affect one or more of the Corporation's purposes.

Section 4.14. Delegation. The Board of Directors may delegate temporarily the powers and duties of any officer of the Corporation, in case of such officer's absence or for any other reason, to any other officer of the Corporation, and may authorize the delegation by any officer of the Corporation of any of such officer's powers and duties to any agent or employee of the Corporation, subject to the general supervision of such officer.

## ARTICLE V.

### **Indemnification**

**Section 5.1. Indemnification.** The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or, while a director of the Corporation, is or was serving at the request of the Corporation as an officer of the Corporation or as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise only if it is determined in accordance with Section 6.5 below that the person:

- (a) conducted himself in good faith;
- (b) reasonably believed:
  - (i) in the case of conduct in an official capacity as a director of the Corporation, that such director's conduct was in the Corporation's best interests; and
  - (ii) in all other cases, that such director's conduct was at least not opposed to the Corporation's best interests; and
- (c) in the case of any criminal proceeding, had no reasonable cause to believe such director's conduct was unlawful.

In addition, the Corporation may indemnify any other person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer, employee or agent of the Corporation to the same extent that it shall indemnify the directors of the Corporation under this Section 5.1.

**Section 5.2. Limitations on Indemnity.** Except to the extent permitted by Section 5.4 below, no person shall be indemnified under Section 5.1 above in respect of a proceeding:

- (a) in which the person is found liable on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action taken in the person's official capacity; or
- (b) in which the person is found liable to the Corporation.

**Section 5.3. When Person is Liable.** The termination of a proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent shall not be of itself determinative that the person did not meet the requirements set forth in Section 5.1 above. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

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Section 5.4. Indemnification Coverage. A person may be indemnified under Section 6.1 above against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding; but, if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (a) shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and (b) shall not be made in respect of any proceeding in which the person shall have been found liable for (i) willful or intentional misconduct in the performance of such person's duty to the Corporation; (ii) breach of the person's duty of loyalty owed to the Corporation; or (iii) an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the Corporation.

Section 5.5. Determination of Right to Indemnity. A determination of indemnification under Section 5.1 above shall be made in the manner outlined in Section 8.103 of the Texas Business Organizations Code.

Section 5.6. Other Determinations. Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible as provided in Section 8.103 of the Texas Business Organizations Code.

Section 5.7. Expenses. Reasonable expenses incurred by a person who was, is or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding and without the determination specified in Section 5.5 above or the authorization or determination specified in Section 5.6 above, after the Corporation receives a written affirmation by the person of his good faith belief that such person has met the standard of conduct necessary for indemnification under this Article V and a written undertaking by or on behalf of the person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it is ultimately determined that indemnification of the person against expenses incurred by such person in connection with that proceeding is prohibited by Section 5.4 above.

Section 5.8. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of any other foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in such a capacity or arising out of a status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article V or any applicable law.

Section 5.9. Modifications. The Corporation intends that this Article V provide for the indemnification of directors, officers, employees and agents of the Corporation and other persons to the fullest extent permissible by law. The provisions of this Article V shall be modified to the extent the Texas Business Organizations Code may be amended in the future, but in the case of such amendment, only to the extent such amendment permits the Corporation to provide broader

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indemnification rights than such Texas Business Organizations Code permitted the Corporation to provide prior to such amendment.

Section 5.10. NonExclusive Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article V shall not be exclusive of any other right that a person indemnified pursuant to this Article V may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Formation or these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 5.12. Interpretation. If this Article V or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, and may indemnify any other person indemnified pursuant to this Article V, as to costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any proceeding to the fullest extent permitted by an applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

## ARTICLE VI.

### Miscellaneous Provisions

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall extend from the first day of January through the last day of December that year.

Section 6.2. Corporate Seal. The Board of Directors may by resolution adopt a corporate seal for the Corporation, but the Corporation shall not be required to have a corporate seal. The corporate seal, if any, of the Corporation shall be in such form as the Board of Directors shall approve, and such seal, or a facsimile thereof, may be impressed on, affixed to or in any manner reproduced upon instruments of any nature required to be executed by officers of the Corporation.

Section 6.3. Contracts. The Chairperson of the Board of Directors, the President or any Vice President may execute and deliver, in the name and on behalf of the Corporation, (i) contracts or other instruments and documents authorized by the Board of Directors and (ii) contracts or instruments in the usual and regular course of business, except in cases when the execution or delivery thereof shall be expressly delegated or permitted by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Board of Directors may authorize any officer or officers, or any 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. Unless so authorized by the Board of Directors or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

Section 6.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be

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signed by such officers or employees of the Corporation as shall from time to time be authorized by the Board of Directors or these Bylaws.

Section 6.5. Depositories. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate and upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and maintaining within any such depository as it may designate of general and special accounts and may make such special rules and regulations with respect thereto as it may deem expedient.

Section 6.6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

Section 6.7. Transfer of Stocks and Securities. Any and all shares of stock, bonds, debentures or other securities now or hereinafter owned of record or beneficially by the Corporation may be sold or assigned upon the signature of the Chairperson or the President.

Section 6.8. Use of Assets. Notwithstanding any other provision of these Bylaws, the Corporation shall use its assets in performing its charitable functions and shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE VII.**

### **Amendments**

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, by either the affirmative vote of the majority of the members of the Board of Directors or the affirmative vote of a majority of all members entitled to vote thereon, provided that notice of such action shall have been given to all members at least fourteen (14) days prior to such vote.

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I certify that I am the duly elected and acting Secretary of the Corporation; that the above Bylaws are the Bylaws of the Corporation as adopted by the Board on \_\_\_\_\_, 20\_\_; and that they have not been amended or modified since that date.

**EXECUTED** on \_\_\_\_\_, 20\_\_.

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Don Jarrell, Secretary