

**BY-LAWS
OF
US-CHINA SERVICE CENTER
(d.b.a. CHINESE CIVIC CENTER)**

**ARTICLE I
GENERAL**

SECTION 1.1 PRINCIPAL OFFICE AND ADDRESS

The principal office of the corporation is located in Harris County, State of Texas. The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The corporation may also have offices at such other places, in or elsewhere, as the Board of Trustees (Directors) may determine. The Board of Trustees (Directors) may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

13313 Southwest Freeway, Suite 192,

Houston, TX 77478

Dated: January 5, 1996

10052 Harwin Dr.,

Houston, TX 77036

Dated: December, 2000

5905 Sovereign Dr.,

Houston, TX 77036

Dated: February, 2005

SECTION 1.2 NONPROFIT PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 1.3 MISSION AND GOALS

The mission of this corporation is to build a stronger community through leadership, collaborative efforts, multi-cultural promotion and services.

The goals are to:

- Serve the Greater Houston Chinese Community
- Foster collaborative efforts, volunteerism and leadership,
- Promote multi- cultural arts, language and Chinese heritage,
- Enrich lives of individuals and families,
- Enhance friendship and links between the United States and People’s Republic of China.

The objective is to provide a community activity center to serve the community organizations and individuals in order to achieve above goals.

ARTICLE II BOARD OF TRUSTEES (DIRECTORS)

SECTION 2.1 GOVERNANCE OF CORPORATION

The business and property of the Corporation shall be governed by the Board of Trustees (Directors), subject to the restrictions imposed by law or the charter documents of this Corporation.

SECTION 2.2 NUMBER

The number of Trustees (Directors) shall be determined by the existing Board of Trustees (Directors) from time to time; provided however, that the number shall be no less than

seven (7) and no more than Thirty (30). No change in the number of Trustees (Directors) shall have the effect of shortening and or extending the term of any incumbent member of the Board of Trustees (Directors).

SECTION 2.3 QUALIFICATIONS AND DUTIES

Trustees (Directors) shall be of the age of majority in this state.

A. 75%-90% of Trustees (Directors) shall meet all the following qualifications:

- a1) Be an individual who contributed at least \$10,000 to the corporation
- a2) Served or sponsored the corporation for at least 3 years
- a3) Promote the mission of this corporation
- a4) Accountable to the community

OR

- b1) Be an individual who is appointed by an entity who contributed at least \$10,000 to the corporation and sponsored the corporation for at least 2 years
- b2) Served or sponsored the corporation for at least 1 years
- b3) Promote the mission of this corporation
- b4) Accountable to the community

B.10%-25% of Trustees (Directors) shall meet all the following qualifications:

- 1) Made significant contributions to this corporation or have significant positive influence in the community
- 2) Served or sponsored the corporation for at least 5 years
- 3) Promote the mission of this corporation
- 4) Accountable to the community

C. The president of the corporation is also a director of the corporation.

The followings are the specific duties of the Trustees (Directors):

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by this Bylaws;
- (b) Raise and/or contribute money to support the corporation;
- (c) Participate in strategic planning process;
- (d) Set policy for the Corporation;
- (e) Manage resources effectively, review and approve budget;
- (f) Appoint and remove, employ and discharge, and, except as otherwise provided in this Bylaws, prescribe the duties and fix the compensation, if any, of officers and agents of this corporation;
- (g) Supervise all officers and agents of this corporation to assure that their duties are properly performed;
- (h) Meet at such times and places as required by this Bylaws;
- (i) Register their addresses with the Secretary of this corporation, and notices of meetings emailed to them at such addresses shall be valid notices thereof.

SECTION 2.4. TERM OF OFFICE

Each director shall hold office for a period of **two years** and until his or her successor is elected and qualifies. Once elected a Director shall hold office for the term for which such Director is elected, and until such Director's successor is elected and qualifies or until his or her earlier death, resignation or removal.

SECTION 2.5, ELECTION OF TRUSTEES (DIRECTORS)

Trustees (Directors) shall be elected by the existing Board of Trustees (Directors). Voting of Trustees (Directors) shall be by written ballot. Each director shall cast one vote for each candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes, but no less than the

majority present at the meeting, up to the number of Trustees (Directors) to be elected shall be elected to serve on the board.

The regular election of Trustees (Directors) is held on the April Board Meeting in every odd year. Also, the board of Trustees (Directors) may elect director on any Board meeting. The term of the newly-elected director ends in the April of the coming odd year.

SECTION 2.6, PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Trustees (Directors).

SECTION 2.7, REGULAR MEETINGS

Regular meetings of the Board of Trustees (Directors) shall be held in January, April, July and October and at a place as shall be determined by the Chair of the Board and the Secretary of the corporation and specified in the call for the meeting;

SECTION 2.8, SPECIAL MEETINGS

Special meetings of the Board of Trustees (Directors) may be called by the Chairperson of the Board, the President, the Secretary, by any two Trustees (Directors), or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of this corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 2.9, NOTICE OF MEETINGS

Notice of any meeting of the Board of Trustees (Directors) shall be given at least Fifteen (15) days prior to the meeting by written notice delivered personally or sent by email or

facsimile transmission to each Director at his or her address as shown by the records of this Corporation. If emailed, such notice shall be deemed to be delivered when the email transmission is submitted. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when transmitted. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

SECTION 2.10, QUORUM FOR MEETINGS

A quorum shall consist of 7, if the number of Trustees (Directors) exceeds 10, or two thirds (2/3) of the members of the Board of Trustees (Directors) then in office if the number of Trustees (Directors) does not exceed 10. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Directors present by proxy may not be counted toward a quorum.

SECTION 2.11, MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Trustees (Directors) present at a meeting duly held at which a quorum is present is the act of the Board of Trustees (Directors), unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

A director may vote in person or by proxy executed in writing by the director. No 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, and unless otherwise made irrevocable by law.

In case of a tie, the Chairperson of the board shall be given an extra vote as a tiebreaker.

SECTION 2.12, CHAIRPERSON AND VICE CHAIRPERSON(S)

The Chairperson and Vice Chairperson(s) shall be nominated from among the Directors and approved by the majority of the Board. The election shall be held every two years. The Chairperson may hold his or her office up to FOUR (4) years.

SECTION 2.13 CONDUCT OF MEETINGS

Meetings of the Board of Trustees (Directors) shall be presided over by the Chairperson of the Board, or, in his or her absence, the vice Chairperson of the Board, or, in his or her absence, by the President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees (Directors) present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by rules adopted by the Board of Trustees (Directors), insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 2.14, COMPENSATION

Trustees (Directors) may not receive salaries for their services; however, by resolution of the Board of Trustees (Directors), any Director may be reimbursed for all reasonable expenses incurred in pursuing the interests of the Corporation.

SECTION 2.15 RESIGNATION OF TRUSTEES (DIRECTORS)

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Trustees (Directors), unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or Trustees (Directors) in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of government at various levels.

SECTION 2.16, REMOVING TRUSTEES (DIRECTORS)

The Board of Trustees (Directors) may vote to remove a Director, with or without cause, at any meeting properly called and noticed. Such removal shall require the votes of two-thirds of the then Board of Trustees (Directors).

SECTION 2.17, VACANCIES

Vacancies on the Board of Trustees (Directors) shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized Trustees (Directors) is increased. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Trustees (Directors). If the number of Trustees (Directors) then in office is less than a quorum, a vacancy on the board shall be filled by approval of a majority of the Trustees (Directors) then in office. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Trustees (Directors) or until his or her death, resignation or removal from office.

SECTION 2.18, AVOIDANCE OF CONFLICT OF INTEREST

The members of the Board shall notify the Board if there is a potential conflict of interest in conducting the Board business and shall avoid such transaction involving a conflict of interest or a potential conflict of interest.

ARTICLE III
BOARD COMMITTEES

SECTION 3.1 , NOMINATING COMMITTEE

The Chairperson of the Board shall appoint the Chairman of the Nominating Committees at the first regular meeting of the Board of Trustees (Directors) following the election of the Trustees (Directors). The Chairman of the nominating committee shall serve a term of two years. The Nominating Committee shall consist of not less than three (3) members whom the Chairperson of the Board shall appoint from among the Board of Trustees (Directors). The chairman of the Nominating Committee shall have at least 2 years experience of the senior management of the corporation. The member of the Nominating Committee shall also have management background.

The primary duty of the Nominating Committee shall be to accept recommendations made by members of the Board for positions on the Board of Trustees (Directors), for positions on the advisory councils, and for positions to serve as officers of the corporation. The Nominating Committee shall prepare report accordingly. The report of the Nominating Committee on nominees (each of whom shall have agreed to serve if elected) of the forth-mentioned positions shall be emailed to the members of the Board of Trustees (Directors) at least five (5) days prior to the election(s).

The Chairman of the Nominating Committee shall be present at such election(s).

The Nominating Committee shall also represent the board of Trustees (Directors) to approve the president's appointment of Chair and vice Chairs of each function Committees. The Nominating Committee may also represent the board of Trustees (Directors) to remove any Chair, vice Chairs, or members of the function Committees, with or without cause.

SECTION 3.2, BUDGET COMMITTEE

The Chairperson of the Board shall appoint the Chairman of the Budget Committees at the first regular meeting of the Board of Trustees (Directors) following the election of the Trustees (Directors). The Chairman of the nominating committee shall serve a term of two years. The Nominating Committee shall consist of not less than three (3) members whom the Chairperson of the Board shall appoint from among the Board of Trustees (Directors). The chairman of the Budget Committee shall have at least 2 years management experience at executive level. The member of the Nominating Committee shall also have management background.

The primary duty of the Budget Committee shall be to make budget recommendations to the Board of Trustees (Directors), approve or disapprove the detailed budget for special events, approve or disapprove purchases which substantially exceed the budget. The budget recommendations shall be emailed to the members of the Board of Trustees (Directors) at least five (5) days prior to the January board meeting. The Chairman of the Nominating Committee shall be present at January board meeting.

SECTION 3.3, OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Trustees (Directors). These committees may include, but not limited to, Fund Raising, Program Development, Policy, Compensation, etc. These committees shall consist of not less than three (3) members whom the Chairperson of the Board shall appoint from among the Board of Trustees (Directors).

SECTION 3.4, MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees (Directors), with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees (Directors)

and its members, except that the time for regular and special meetings of committees may be set by resolution of the Board of Trustees (Directors) or by the committee. The Board of Trustees (Directors) may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 3.5, APPOINTMENT; TERM OF OFFICE; AND REMOVAL

Each member of a committee shall be recommended by the Chairperson of the Board of Trustees (Directors) for approval by the Board of Trustees (Directors) at the first meeting of the Board of Trustees (Directors) following its annual meeting. Unless otherwise provided, each committee member shall serve a two-year term and may be elected to additional terms as approved by the Board of Trustees (Directors), unless the committee is terminated earlier, or unless such member is removed from such committee or ceases to qualify as a member thereof. Members may be removed from a committee by the affirmative vote of 51% of the Board of Trustees (Directors).

SECTION 3.6 COMMITTEE CHAIRPERSONS

The chairperson of the board committee shall be selected from the members of the Board of Trustees (Directors) by the Chairperson of the Board of Trustees (Directors). The committee chair shall call and preside at all meetings of the committee. The Chairperson of each Committee shall report to the Chairperson of the Board or such other officer as the Chairperson of the Board shall designate.

ARTICLE IV OFFICERS

SECTION 4.1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a *President, Vice President(s), a Secretary, and a Treasurer*. The corporation may also have a Chairperson of the Board, one or more Vice

Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Trustees (Directors).

SECTION 4.2. QUALIFICATIONS

The President shall meet the following qualifications:

- 1) Served the corporation for at least TWO (2) years
- 2) Promotes the mission of this corporation
- 3) US citizen or Permanent Resident
- 4) At least two years management experience at the executive level
- 5) No conflict of interest

In special situation, with the approve of 2/3 or more of the Board of Directors, a person with less than two (2) years of service may be nominated as the President of the corporation.

The Vice President shall meet the following qualifications:

- 1) Served the corporation for at least ONE (1) years
- 2) Promotes the mission of this corporation
- 3) US citizen or Permanent Resident
- 4) No conflict of interest

In special situation, with the approve of 2/3 or more of the Board of Directors, a person with less than one (1) years of service may be nominated as the Vice President of the corporation.

The Sectary shall meet the following qualifications:

- 1) Be a member of board of trustees (directors)

- 2) US citizen or Permanent Resident
- 3) No conflict of interest

The treasurer shall meet the following qualifications:

- 1) US citizen or Permanent Resident
- 2) No conflict of interest
- 3) Has accounting background

SECTION 4.3. ELECTION AND TERM OF OFFICE

Officers shall be nominated by the Executive Board and elected by the Board of Trustees (Directors) at any time. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualifies, whichever occurs first. The President may hold his or her office up to FOUR (4) years.

The regular election of president is held at the April Board Meeting in every even year. The regular election of vice president, treasurer and secretary is held at every April Board Meeting.

SECTION 4.4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Trustees (Directors), at any meeting properly called and noticed. Such removal shall require the votes of two-thirds of the then Board of Trustees (Directors). Any officer may resign at any time by giving written notice to the Board of Trustees (Directors) or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Trustees (Directors) relating to the

employment of any officer of the corporation. Election or appointment of an officer or agent shall not by itself create any contract rights.

SECTION 4.5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees (Directors). In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 4.6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Trustees (Directors), supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees (Directors). Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees (Directors).

SECTION 4.7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees (Directors).

SECTION 4.8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Trustees (Directors), and, if applicable, meetings of committees of Trustees (Directors) and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Present at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Trustees (Directors) of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees (Directors).

SECTION 4.9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees (Directors).

Receive, and issue receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees (Directors), taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Present at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Trustees (Directors), whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees (Directors).

SECTION 4.10. COMPENSATION

The salaries of the officers, if any, shall be set from time to time by resolution of the Compensation Committee, if no such Committee has been so designated, by the Board of Trustees (Directors). In all cases, compensations received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE V
FUNCTION COMMITTEE

SECTION 5.1 STANDING COMMITTEES

There shall be standing committees appointed by the President and approved by the Board of Trustees (Directors), constituted to perform continuing functions of the corporation and they shall be governed by their Operating Procedures.

There shall be the following standing committees:

- 1) Government Relationship Committee
- 2) Community Relationship Committee
- 3) Loaner Relationship Committee
- 4) Media and Public Relationship Committee
- 5) Grants and Public Policy Committee
- 6) Donation Management Committee
- 7) Internal Policy Committee
- 8) Building Management Committee
- 9) Gift Management Committee
- 10) Volunteer Management Committee
- 11) Business Development Committee
- 12) Special Events Committee
- 13) Jing Bao Shan Library Committee
- 14) Senior Club Committee
- 15) Finance Committee
- 16) Administration, HR & Legal Committee
- 17) Document Control Committee

SECTION 5.2 AD HOC COMMITTEES

Ad Hoc committees shall be appointed by the President, in consultation with the Board of Trustees (Directors), as the need arises. A committee shall be discharged upon the completion of its task and after a final report has been provided.

SECTION 5.3 QUALIFICATION

The members of the function committees shall meet the following qualifications:

- 1) Promotes the mission of this corporation
- 2) No conflict of interest

SECTION 5.4 APPOINTMENT AND TERM OF OFFICE

The Chair and Vice Chair of each function committee shall be appointed by the president and approved by the Nominating Committee. Other members of each function committee shall be nominated by the chair of the committee and appointed by the president. Each member shall hold the position for a period of one year and until his or her successor is appointed and qualifies, or until his or her earlier death, resignation or removal.

SECTION 5.5 EXECUTIVE BOARD

The executive board shall consist of the President, all vice presidents, treasurer, all the chairs and vice chairs of function committees.

SECTION 5.6 REMOVAL AND RESIGNATION

The Chair or Vice Chairs of a function committee may be removed by the nominating committee at any time, with or without cause. Other member of a function committee may be removed by the nominating committee or the president at any time, with or without cause. Any member of a function committee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees (Directors), unless the notice specifies a later time for the effectiveness of such resignation.

SECTION 5.7 CHAIR OF THE FUNCTION COMMITTEES

The committee chair shall call and preside at all meetings of the committees. The chairperson of each committee shall report to the president of the corporation or such other officers as the president shall designate.

ARTICLE VI ADVISORY BOARD

SECTION 6.1, ESTABLISHMENT OF ADVISORY BOARD

The Board of Trustees (Directors) may invite major donors, community leaders, and distinguished individuals to serve in advisory **board** such as Honorary Board of Trustees, and Advisors.

An advisory board shall consist of a number of members to be determined by a majority vote of the Board of Trustees (Directors) every two years. The advisory board consists of non-voting members. The members of the advisory board shall be appointed by the Board of Trustees (Directors) and shall serve for the term set by the Board of Trustees (Directors) or until his or her earlier death, resignation, or removal.

SECTION 6.2, HONORARY BOARD OF TRUSTEES

The Honorary Board of Trustees shall consist of major donors of the Corporation. Each Honorary Trustee is appointed by the Board of Trustees (Directors) by a majority vote of the Board of Trustees (Directors). The Board of Trustees (Directors) shall also appoint the Chairmen of the Honorary Board of Trustees by a majority vote of the Board of Trustees (Directors) Members of the Honorary Board of Trustees, if any, shall serve for the term set by the Board of Trustees (Directors) or until his or her earlier death, resignation or removal

SECTION 6.3, ADVISORS

Advisors, if any, are distinguished individuals appointed every two year by the Board of Trustees (Directors).

SECTION 6.4, DUTIES OF ADVISORY BOARD

Members of the advisory **board** shall help the Board of Trustees (Directors) to implement corporation's mission and to achieve its goals. Their duties are: (1) broadening funding resources for the corporation; (2) providing consultation on directions of the corporation; (3) improving the communication of the corporation with other community organizations; (4) bridging the corporation with mainstream business and government agencies.

SECTION 6.5, TERM OF SERVICE

Members of the advisory councils are appointed every two years by the Board of Trustees (Directors). Any member of the advisory councils may be removed, either with or without cause, by the Board of Trustees (Directors), at any time.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1, EXECUTION OF INSTRUMENTS

The Board of Trustees (Directors), except as otherwise provided in the Bylaws, may by resolution authorize any officer or agent of the corporation to enter 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, 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 monetarily liable for any

purpose or in any amount.

SECTION 7.2, CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Trustees (Directors), or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, or must be co-signed by the President of the corporation if the amount exceeds certain threshold determined by the Board of Trustees (Directors).

SECTION 7.3, 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 Trustees (Directors) may select.

SECTION 7.4, GIFTS

The Board of Trustees (Directors) may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1, MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of Trustees (Directors), committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how it was called and the notice given,

and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and the Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 8.2, CORPORATE SEAL

The Board of Trustees (Directors) may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 8.3, Trustees (Directors)' INSPECTION RIGHTS

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, and provisions of law.

SECTION 8.4, RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by an agent

or an attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 8.5, PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE IX INDEMNIFICATION AND INSURANCE

SECTION 9.1, INDEMNIFICATION

The Corporation shall indemnify any person who was, or is threatened to be made a named defendant or respondent in a suit or proceeding (other than an action by or in the right of the Corporation) because the person is or was a Director, Advisory **Board** member or officer of the Corporation, to the fullest extent permitted under the Texas Non-Profit Corporation Act.

SECTION 9.2, INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Trustees (Directors) may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE X IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 10.1, LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 10.2, PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Trustees (Directors) or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 10.3, DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 10.4, PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI AMENDMENT OF BYLAWS

SECTION 11.1, AMENDMENT

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of fifty-one percent (51%) of the then current Board of Trustees (Directors).

ARTICLE XII CONSTRUCTION AND TERMS

SECTION 12.1, CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.