

BYLAWS OF
THE IRANIAN CULTURAL FOUNDATION -HOUSTON

As amended on September___ 2026

The Iranian Cultural Foundation-Houston Bylaws were drafted by a Court-appointed Board of Trustees. Drafts of the Bylaws were distributed (via electronic mail) to the general public for feedback, and modifications were made accordingly. The final draft of the Bylaws was approved on December 15, 2006, by the Texas Secretary of State.

ARTICLE 1

NAME AND PURPOSE

1.1 Name. The name of the corporation is Iranian Cultural Foundation-Houston (hereinafter the corporation will be referred to as the “Corporation”).

1.2 Purposes. The Corporation is organized exclusively for charitable, literary, and educational purposes as set forth in the Articles of Incorporation of the Corporation. The Corporation shall be operated exclusively for such purposes, and 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 such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Further, all funds and money received from the operation of the Corporation shall be used solely for the furtherance of the aims and purposes of the Corporation.

More particularly, the Corporation is a secular and non-political organization and shall be operated for the purposes of:

- (a) To share with the community the appreciation of Persian culture through lecture series, seminars, poetry reading, television and radio interviews, film showing, performing arts, musical recitals, art and book exhibits, periodic newsletters and digital communications.
- (b) To provide and support Persian and English language instruction in particular and Persian studies in general, to children and adults.
- (c) To promote, encourage and foster the charitable and educational interests of the Iranian community by organizing seasonal and traditional events such as Nowruz, Mehregan, Yalda, and Sadeh.
- (d) To assist needful Iranians, particularly children, the elderly, victims of disasters, and underserved communities, whether within or outside the United States, in each case through lawful channels and consistent with Section 1.4 of these bylaws.
- (e) To defend human and civil rights of the Iranian community as a whole.
- (f) To establish contact with similar organizations, social institutions, and news media for the purpose of increasing understanding between the Persian community and the society at large.

1.3 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

1.4 Lawful Conduct of Charitable Activities. The Corporation may provide charitable and humanitarian assistance to Iranians and persons of Iranian heritage, whether within or outside the United States, only to the extent permitted under applicable law, including the Internal Revenue Code and U.S. economic sanctions administered by the Office of Foreign Assets Control (OFAC). The Board of Directors shall adopt such compliance procedures as it deems appropriate to ensure that all such activities remain lawful and consistent with the Corporation's exempt purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2

MEMBERSHIP

2.1 Eligibility. Any person, 18 years or older may be eligible for membership. Honorary membership may be granted by the Board of Directors, and such members will have the rights and responsibilities of full membership.

2.2 Membership Dues. The annual membership dues for the Corporation shall be determined by the Board of Directors. Membership is valid for one calendar year from the date of enrollment. Membership dues are paid prospectively for each one-year membership term. Any member whose dues have not been received on or before the expiration of his or her current membership term shall have his or her membership suspended. A suspended member may not vote or hold office.

2.3 Nontransferability. Membership in the Corporation is neither transferable nor assignable.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of the Members for the election of Directors and the transaction of other business as may properly come before such meeting shall be held in September of each year at time and place as the Board of Directors shall from time to time determine.

3.2 Special Meetings. Special meetings of the Members may be held either within or without the State of Texas, and may, unless otherwise prescribed by statute, be called by the President. Special meetings shall be called by the President, Vice President or Secretary of the Corporation upon the written demand of a majority of the Board of Directors or ten percent (10%) of the Members. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary fails to give such notice within five business days thereafter, any Member signing such demand may give such notice. No business other than that specified in the notice of meeting shall be transacted at such special meeting of the Members without the unanimous consent of all Members present at such meeting.

3.3 Notice of Meetings. Written or printed notice of the date, time and place of every meeting of Members, if any, shall be sent by (1) first class mail, postage prepaid, (2) by electronic mail, or (3) by physical or digital publication to each Member not less than ten (10) days before and not more than sixty (60) days earlier than the date of meeting, to the Member's physical or digital address as it

appears on the records of the Corporation. Notice of a special meeting shall state the purpose for which it is called.

3.4 Waiver of Notice. Notice of a meeting, if any, need not be given to any Member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Member at a meeting, without protesting lack of notice prior to the conclusion of the meeting shall constitute a waiver of notice by said Member.

3.5 Quorum. At every meeting of Members, if any, thirty percent (30%) of the Members in good standing, present in person, shall constitute a quorum for all purposes except as may otherwise be provided by law. In the absence of a quorum, a meeting may be adjourned from time to time by a vote of the majority of the Members present, without notice other than announcement at the meeting and without further notice to any absent Member. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting originally called.

ARTICLE 4

BOARD OF DIRECTORS

4.1 Number, Tenure, Resignation, Removal, and Vacancies.

(a) Number. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of directors (the "Board of Directors") which shall consist of not less than Five (5) persons or more than twenty five (25) persons. The initial Board of Directors shall consist of seven (7) persons. The candidate who received the next highest number of votes in the most recent board election but was not seated shall serve as an Alternate Director. This Alternate Director will be called upon to fill a vacancy in the event that a sitting director resigns, is removed, or is otherwise unable to fulfill their term.

(b) Tenure.

Each Director shall serve for a period of two years (a "term") and until his or her successor shall have been duly elected and qualified unless such director is sooner removed in the manner specified in subsection (d) of this Section 4.1 of these bylaws or until such director resigns. A director may serve for more than one term.

(c) Each successor to a director whose term has expired shall be elected in the manner specified in Section 4.2 of these bylaws and each such successor shall hold office for a term commencing upon the date of his or her election and ending upon the date of the second annual meeting of the Board of Directors following the date of his or her election, except that, in the case of a Special Election to fill a vacancy in a seat on the Board of Directors when no Alternate Director is available, the term of the successor shall be for the unexpired term of the former occupant thereof or until the next annual meeting of the Board of Directors, whichever is longer.

(d) Resignation. Each director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(e) Vacancies. A vacancy shall be declared in any seat on the Board of Directors upon the violation of the attendance requirement, or the death, removal, resignation of the occupant thereof or upon the disability of the occupant rendering him or her permanently incapacitated. Permanent Incapacity. Any member of the Board of Directors who shall be incapable of participating in the management and

affairs of the Corporation for a continuous period of six months shall be deemed to be “permanently incapacitated” within the meaning of that term as used in these bylaws.

4.2 Election. Directors constituting the initial Board of Directors shall be named in the Articles of Incorporation of the Corporation. Thereafter, each successor to a director whose term shall have expired or will expire before the annual meeting of the Board of Directors shall be elected at the annual meeting of the members by the members for the applicable year, either at the annual meeting or through a secure digital voting process conducted within a defined election window. Voting procedures shall ensure that each member has fair access to the ballot, adequate time to vote, and that votes are confidential and verifiable. A director may be elected to succeed himself or herself and may vote for himself or herself in such election. Any vacancy occurring in the Board of Directors shall be filled by the Alternate Director as described in Section 4.1(a) of these bylaws or, if the Alternate Director position is vacant, unavailable, or has already been used to fill a vacancy, by an interim Director appointed by majority vote of the remaining Board of Directors as described in Section 4.1(a), to serve until the next annual member election.

(a) **Successor Directors.** Any successor director shall be elected by the members in accordance with these bylaws at any regular or special meeting of the members.

4.2A Qualifications of Directors. To be eligible for election or appointment as a Director, a person must, as of the date of election: (a) be at least eighteen (18) years of age; and be a Member of the Corporation in good standing with dues current. The Board of Directors may adopt reasonable procedures for verifying eligibility, including but not limited to having good standing in the community, having Iranian heritage; and having no conflict of interest with the Corporation. These eligibility procedures will be published and apply uniformly to all candidates.

4.2B Classification of Directors. To promote continuity and stability of governance and to prevent any single election from replacing a majority of the Board, the Directors shall be divided into two (2) classes as nearly equal in number as possible, designated Class I and Class II. At each annual meeting of Members, only the class of Directors whose terms then expire shall be elected, each for a two-year term, so that approximately one-half of the Directors stand for election each year. This classification shall not alter the two-year term specified in Section 4.1(b). The Board of Directors shall make the initial assignment of Directors to classes and may designate one class to hold one more seat than the other.

4.3 Annual Meeting. The annual meeting of the Board of Directors shall be held in September of every year, following the annual meeting of Members and after the newly elected Directors have taken office, at such time and place as the Board of Directors shall from time to time determine, for the election of officers, and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give ten (10) days notice of the time, place and date of the annual meeting to each director; provided, however, that the first meeting of the newly constituted Board of Directors for the election of officers may be held immediately upon the seating of the newly elected Directors following the annual meeting of Members, without prior notice, and the presence of a director at such meeting shall constitute waiver of notice by that director.

4.4 Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. The Board of Directors shall meet

monthly. It shall be the duty of the Secretary of the Corporation to give five (5) days notice of the time, place and date of each regular meeting to each director.

4.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by or upon the request of the President of the Corporation or upon request of any two (2) directors. It shall be the duty of the Secretary to give sufficient notice of the date, time and place of each special meeting to each director to enable each director to attend the special meeting.

4.6 Quorum for Meetings. A majority of the sitting Directors then in office shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws.

4.7 Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws. In the event of a tie vote, the President (or, in the President's absence, the officer presiding at the meeting) shall cast the deciding vote.

4.8 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors or of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting. A digital group chat, electronic mail, or similar transmission by a director or a writing executed by a director shall be treated as an execution in writing for purposes of this paragraph, provided the transmission reasonably identifies the director and evidences the director's intent to consent to the specified action.

4.9 Alternative Forms of Meetings. Members of the Board of Directors may participate in and hold a meeting of the Board of Directors by means of telephone conference or similar communications equipment or another suitable electronic communications system, by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to Tex. Bus. Orgs. § 6.002 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. Each director is permitted up to four remote attendances during the election year (September to September), with in-person participation strongly preferred to maintain meeting engagement, and any director attending remotely must keep his or her video camera on for the duration of the meeting. Additional remote attendances may be approved by the Board of Directors for serious illness, family emergency, or extended travel. Exceeding the limit without Board approval will be subject to the attendance requirements and consequences set forth in Section 4.13 of these bylaws.

4.10 Conduct of Meetings. The President, and in his or her absence the Vice President, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary the President may appoint any person present to act as secretary of the meetings.

4.11 Compensation. Directors shall not be entitled to compensation for their services; provided, however, that directors may be reimbursed for reasonable expenses incurred in connection with

attendance at meetings of the Board of Directors or any committee thereof, subject to approval by the Board.

4.12 Advisory Directors. The Directors at any meeting of the Board of Directors may elect such number of non-voting advisory directors, to serve for renewable terms of one (1) to two (2) years each, as may be prescribed by the Board of Directors. Advisory directors do not hold the authority or responsibilities of voting directors. Guidelines for the advisory board are outlined in the bylaws addendum and may be amended by a vote of the Board of Directors.

4.13 Attendance Requirement. Each director is permitted up to two absences during the election year (September to September). Additional absences may be approved by the Board of Directors for serious illness, family emergency, or extended travel. Exceeding the limit without Board approval shall constitute grounds for removal of the director in accordance with the procedures set forth in Section 4.14 of these bylaws. The Secretary will track attendance and report violations.

4.14 Removal of Directors. Any director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining directors at any regular or special meeting of the Board of Directors called for that purpose. Grounds for removal include, without limitation, violation of the attendance requirements set forth in Sections 4.9 and 4.13 of these bylaws. Prior to any removal under this Section, the affected director shall be given written notice of the proposed removal and an opportunity to respond at the next regular meeting of the Board of Directors. A director removed under this Section may be replaced by the Alternate Director or, if no Alternate Director is available, by an interim Director appointed by majority vote of the remaining Board of Directors as provided in Sections 4.1 and 4.2 of these bylaws.

ARTICLE 5

NOTICES

5.1 Form of Notice. Whenever under the provisions of these bylaws, notice is required to be given to any director 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 digital message or physical mail, addressed to such director or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid. Any notice given by digital message shall be deemed given at the time of transmission.

5.2 Waiver. Whenever any notice is required to be given to any director or committee member under the provisions of these bylaws, a waiver thereof in physical or digital writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 6

GENERAL OFFICERS

6.1 Election and Term.

(a) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and

such other officers as may be determined and selected by the vote of the Board of Directors.

(b) Following the annual meeting of Members at which Directors are elected, and after the newly elected Directors have taken office, the newly constituted Board of Directors shall, at its first meeting, elect the officers for the new term. No Director may serve as an officer of the Corporation or as chair of any committee during his or her first year in office. An officer need not be a director of the Corporation, and an officer who ceases to be a director shall nonetheless be entitled to complete his or her officer term unless the officer sooner resigns or is removed under Section 6.1(d). Each officer so elected shall take office on the date of his or her election and shall hold such office for a two year period (a "term"), or the date such officer resigns or is removed. Any officer whose term of office shall have expired may be elected to succeed himself or herself; however, all officers are limited to serving two consecutive terms in the same office. After serving two consecutive terms, an individual must step down from that specific office for at least one year before becoming eligible for re-election to that same office. If that officer fails to be elected, an alternative candidate will be selected by the vote of the Board of Directors at the subsequent Board of Directors meeting.

(c) Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected by the Board of Directors may be removed at any time by the affirmative majority vote of Board of Directors with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

6.2 Duties. The principal duties of the several officers are as follows:

(a) President. The President shall perform all the duties of the president of a Texas non-profit corporation. The President shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation, and subject to the control of the Board of Directors, shall have general charge and supervision of the administration of the activities and affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board of Directors, shall prepare an annual budget showing expected receipts and expenditures for consideration by the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The President shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board of Directors plans and suggestions for the activities of the Corporation, shall direct its general correspondence and shall present recommendations in each case to the Board of Directors for decision. The President shall also submit a report of the activities and affairs of the Corporation at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors.

(b) Vice President. The Vice President shall perform all the duties of the vice president of a Texas non-profit corporation. The Vice President shall assume the duties and powers of the President during the President's absence or disability. The Vice President shall assume such powers and duties as may be delegated to him or her from time to time by the Board of Directors or the President. If both the President and Vice President are absent, disabled, or if their offices are vacant, the Secretary shall serve as President.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President, and shall be the custodian of the seal of the Corporation, if any. The Secretary shall give notice of and attend all meetings of the Board of Directors. The Secretary

shall take and keep true minutes of all meetings of the Board of Directors of which, ex officio, without vote (unless he or she is also a director), the Secretary shall be the secretary. The Secretary shall discharge such other duties as shall be prescribed from time to time by the President or the Board of Directors. In case of the absence or disability of the Secretary, the President may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer shall keep account of all moneys, credits and property of the Corporation which shall come into the Treasurer's hands and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board of Directors, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks and depositories as the Board of Directors shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors and Inspector(s). The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors which report, if necessary, shall be maintained and available for inspection, as required by Tex. Bus. Orgs. § 22.351. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board of Directors to be signed by the President or Vice President, or in case of their absence or disability, by such member of the Board of Directors as the Board of Directors shall designate. The Treasurer shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board of Directors. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board of Directors, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors. The Treasurer shall give bond only if required by the Board of Directors. In case of absence or disability of the Treasurer, and if no assistant treasurer has been elected, the Board of Directors may appoint an assistant treasurer to perform the duties of the Treasurer during such absence or disability.

(e) Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board of Directors by the election of a new officer who shall take office on the date of his or her election and shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed.

6.3 Inspectors.

(a) The Corporation shall have two (2) inspectors. Each inspector is responsible (1) to monitor the financial affair of the organization; (2) to monitor the compliance of the Board of Directors with the by laws of the organization, (3) to call the general meeting of the members to give financial or bylaw compliance report to the members; and (4) to give financial and compliance report at the annual meeting to the members.

(b) Inspectors may attend any meeting of the Board of Directors and the Secretary shall provide notice of any such meeting to the inspectors. Inspectors do not have the right to vote at any such meetings.

(c) The initial inspectors will be selected by the Board of Trustees of the Iranian Cultural Foundation. The inspectors shall serve a two year term. Subsequently, new inspectors are elected by the members at the annual meeting for a term of two (2) years. Inspectors can be reelected for two (2) consecutive terms.

(d) Procedure Prior to Calling a General Meeting. Before exercising the authority under Section 6.3(a)(3) to call a general meeting of the members regarding a financial or bylaw-compliance matter, an inspector shall first submit written findings describing the matter to the President of the Corporation. The Board of Directors shall have thirty (30) days from the President's receipt of such written findings to respond to or cure the matter. If the Board fails to respond to or cure the matter to the inspector's reasonable satisfaction within such thirty (30) day period, the inspector may then call a general meeting of the members to report the matter. Nothing in this subparagraph shall limit an inspector's duty under Section 6.3(a)(4) to give a financial and compliance report at the annual meeting.

ARTICLE 7

APPOINTIVE AGENTS

7.1 Appointive Agents. The Board of Directors may appoint such other agents (such as, an Executive Director) in addition to those provided for in Article 6 of these bylaws, as the Board of Directors may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive agents shall hold their respective offices or positions at the pleasure of the Board of Directors, and may be removed from office or discharged at any time with or without cause, provided that removal without cause shall not prejudice the contract rights, if any, of such agents.

ARTICLE 8

SPECIAL COMMITTEES

8.1 Special Committees. The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees shall be prescribed by the Board of Directors upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to directors of the Corporation. A special committee 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 action of the Board of Directors. Upon the completion of the task for which designated, such special committee shall stand dissolved.

8.2 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.

8.3 Meetings and Notices. Meetings of a committee may be called by the President or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designated to inform the members of the time and place of the meeting.

8.4 Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman 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 of Directors may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board of Directors as provided in these bylaws.

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

ARTICLE 9

AMENDMENT

9.1 Amendment. Any amendment of the bylaws must be approved by at the annual meeting of Members at which quorum is achieved per Section 3.5 of these bylaws, by the affirmative vote of a majority of the members present at such meeting; provided, that notice of the proposed amendment shall have been given to each member in writing or shared digitally via email, text message, social media, etc. at least thirty (30) days prior to such meeting.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Indemnification. Chapter 8 of the Texas Business Organizations Code permits the Corporation to indemnify any person who is or was a director, officer, employee or agent of the Corporation, any person who while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, and any other person who is not or was not a director, officer, employee, or agent of the Corporation but who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the extent and under the circumstances set forth therein. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by such Chapter promptly upon request of any such person making a request for indemnity hereunder, unless (i) there are restrictions to the contrary in the Articles of Incorporation or (ii) any such indemnification would be considered self-dealing or an excess benefit transaction (but only to the extent it would be so considered) under section 4941 or 4958 of the Internal Revenue Code of 1986, as amended, or the regulations thereunder. Such obligation to so indemnify and to so make all necessary determinations may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Chapter and subject to the conditions thereof, including receipt of such written affirmation and undertaking as may be required by applicable law.

10.2 Insurance. Section 8.151 of the Texas Business Organizations Code permits the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, 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, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under Chapter 8 of the Texas Business Organizations Code. The Corporation is hereby authorized to purchase and maintain such insurance, as determined by the Board of Directors; provided, however, that the portion

of insurance premium cost which is allocable to the insurance coverage for items not eligible for indemnification under section 4941 or 4958 of the Code or the regulations thereunder be treated as compensation to the officers, directors, employees, and agents of the Corporation so covered.

10.3 Conflict of Interest: (a) In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgement or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she or members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

(c) No director, officer, or advisory board member may use the Corporation's contacts, title, or intellectual property for personal or financial gain.

ARTICLE 11

GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January (or with respect to its year of incorporation, the date of incorporation if different) and end on December 31 of each year.

11.2 Books and Records. The Corporation shall keep correct and complete books and records of account on the cash basis method of accounting and shall also keep minutes of the proceedings of the meetings of the Board of Directors, the Executive Committee, and committees, standing or special.

11.3 Seal. The Board of Directors may adopt a corporate seal to be in such form and to be used in such manner as the Board of Directors shall direct.

11.4 Real Property. Subject to applicable law and approval of the Board of Directors, the Corporation may acquire (by gift, purchase, devise, or otherwise), own, hold, improve, lease, mortgage, manage, and dispose of real and personal property, including income-producing property; provided, however, that any sale, mortgage, or other disposition of all or substantially all of the Corporation's real property shall require the affirmative vote of the Members as provided by applicable law. The Board of Directors shall conduct such due diligence as it deems prudent before acquiring or accepting any real property.

11.5 Gift Acceptance Policy. The Board of Directors shall adopt and maintain a written Gift Acceptance Policy governing the review, acceptance, and stewardship of gifts, which shall preserve the independent discretion and control of the Board over accepted gifts.

11.6 Investment Policy. The Board of Directors shall adopt and maintain a written Investment Policy governing the management and investment of the Corporation's funds and property.

11.7 Whistleblower Policy. The Board of Directors shall adopt a written Whistleblower Policy permitting directors, officers, employees, volunteers, and Members to report suspected illegal or unethical conduct, financial impropriety, or violations of the Corporation's policies, and prohibiting retaliation against any person making a good-faith report.