

**BYLAWS
OF
BILLION DOLLAR ROUNDTABLE, INC.**

ARTICLE I

The name of the corporation is the Billion Dollar Roundtable, Inc. (“BDR” or the “Corporation”)

ARTICLE II

The Corporation has been organized to operate exclusively for charitable and educational purposes, namely to promote supply chain diversity excellence through research, education and best practices

ARTICLE III - OFFICES

Section 3.01. Registered Office And Agent. The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Incorporation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

Section 3.02. Principal Office. The principal office of the Corporation shall be at 11333 North Central Expressway, Suite 201, Dallas, Texas 75243, provided that the Board of Directors shall have the power to change the location of the principal office.

Section.03. Other Offices. The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE IV - MEMBERS

Section 4.01. Classes Of Members.

A. The primary membership class shall consist of those corporations that according to standards of proof, established by the Board of Directors, can demonstrate minority and women-owned (“MWBE”) procurement spend exceeding one billion dollars (\$1,000,000,000.00) per year.

B. Members must meet the following qualifications for membership: applying for membership in the Corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

Section 4.02. Election Of Members. Members shall be approved by the BDR members. An affirmative vote of a fifty-one percent (51.00%) of the members shall be required for election.

Section 4.03. Termination Of Membership. The Board of Directors, by affirmative vote of fifty-one percent (51.00%) of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing. However, the membership of any corporation that fails to spend one billion dollars per year with certified MWBEs for two years in a row will automatically terminate, without requiring an affirmative vote of the Board.

Section 4.04. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 4.05. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of fifty-one percent (51.00%) of the Board of Directors, reinstate such former member to membership if all membership requirements have been met.

Section 4.06. Transfer Of Membership. Membership in this Corporation is not transferable or assignable.

Section 4.07. Place Of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4.08. Annual Meeting.

A. The annual meeting of members shall be held on the date and time set by the Board of Directors.

B. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

Section 4.09. Notice of Members' Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before

the date of the meeting, either personally, by facsimile transmission, by electronic transmission (email) or by mail, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile or electronic mail (email), notice is deemed to be delivered on receipt of confirmation that the transmission of the facsimile or email has been successful.

Section 4.10. Special Members' Meetings.

A. Special meetings of the members may be called by the Chairman, the Board of Directors, by members having not less than one third of the votes entitled to be cast at such meeting.

B. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

C. Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail, email or delivered in person to the Chairman, Chief Executive Officer or Secretary. The officer receiving the written request shall within ten days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

Section 4.11. Voting Of Members.

A. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

B. A member may vote in person or, unless the Articles of Incorporation or these Bylaws otherwise provide, may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by electronic mail, facsimile transmission, or by any combination of the three.

C. At each election for directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election he has a right to vote, or, if expressly authorized by the Articles of Incorporation, to cumulate his vote by giving one candidate as many votes as the number of such directors multiplied by his vote shall equal, or by distributing such votes on the same principle among any number of such candidates. Any member who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the Corporation on or before the day preceding the election at which such member intends to cumulate his votes.

D. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

E. Any vote may be taken by voice, show of hands or electronic mail unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

Section 4.12. Quorum of Members. Unless otherwise provided in the Articles of Incorporation or in these Bylaws, members holding one half of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Articles of Incorporation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

Section 4.13. Fixing Record Dates For Determining Members Entitled To Vote And Notice.

A. The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

B. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

Section 4.14. Voting Lists.

A. After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The list must show the address and number of votes each voting member is entitled to cast at the meeting. The Corporation shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

B. Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting

members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.

C. The Corporation shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 4.15. Action By Members Without Meeting.

A. Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

B. If the Corporation's Articles of Incorporation so provide, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted.

C. Each written consent shall bear the date of signature of each member or committee member who signs the consent. A written consent signed by less than all of the members or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of members or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of members or committees are recorded. Delivery shall be by hand or email or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the Chairman or chief executive officer of the Corporation.

D. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

E. If any action by members is taken by written consent signed by less than all of the members any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of Article 1396-

9.10 of the Texas Non-Profit Corporation Act and that any written notice required by such Article has been given.

F. A telex, email, or similar transmission by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

Section 4.16. Committees Of The Members

A. The members, by resolution adopted by a majority of the members, may designate one or more committees, and committee members will be appointed by the Chair of the Board of Directors or the Chief Executive Officer, who will also appoint a chair of each committee.

B. Committees will function in an advisory capacity to the members and to the Board of Directors.

Section 4.17. Limitations. No standing or special committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing , appointing or removing any member of such committee or any Director; amending the Articles of Incorporation, authorizing the sale, lease exchange or mortgage of all or substantially all of the property or assets of the Corporation, adopting a plan or merger or consolidation with another corporation; authorizing the voluntary dissolution of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors that by its terms provides hat it shall not be altered, or repealed by such committee. The designation and appointment of any committee of the Board and the delegation thereto of authority shall not affect the oversight and policy-making power of the Board with respect to the operations and mandate of all committees. Further, the designation and appointment of any such committee shall not relieve the Board of Directors (or any individual Director) of any responsibility imposed upon it (or him or her) by law.

ARTICLE V - DIRECTORS

Section 5.01. Board Of Directors. To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business 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 or members of the Corporation unless the Articles of Incorporation or these Bylaws so require.

Section 5.02. Number And Election Of Directors.

A. The number of directors shall not be more than seven (7) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than four (4). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

B. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors. A director shall hold office for two years and until his successor shall have been elected, appointed, or designated and qualified.

Section 5.03. Removal. A director may be removed from office, with or without cause, by the members. Removal requires an affirmative vote equal to the vote necessary to elect the director.

Section 5.04. Resignation. A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

Section 5.05. Vacancies And Increase In Number Of Directors. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 5.06. Notice. Not less than fifteen (15) days notice shall be give to each Director of a regular meeting of the Board. The notice of the meeting shall specify the date, time and place of the meeting. Except for a special meeting or as otherwise provided in Article 4.10 of these Bylaws, a notice of a regular meeting need not specify the purpose for the meeting or the business to be conducted. Note less than ten (10) days notice shall be given for special meeting of the Board and the notice thereof shall state the specific purpose(s) of the meeting.

Section 5.07 Method of Meeting Notices. All notices must be either delivered personally to each Director, mailed via U.S. mail, delivered via electronic mail, or sent by facsimile to the Director's business address, or electronic mail address or facsimile number as appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is give or delivered by electronic mail or by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 5.08. Quorum Two thirds of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.09. Manner of Acting Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 5.10. Informal Action. Any action required by law or otherwise permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and a consent in writing, setting forth the action so taken, shall be signed by all the Directors. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

Section 5.11. Action By Directors Without Meeting.

A telegram, telex, electronic mail cablegram, or similar transmission by a member or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as signed by the member for purposes of this section.

ARTICLE VI - OFFICERS

Section 6.01. Officer Eligibility. The officers of the Corporation shall be members of the Board of Directors and who may also be members of the Corporation and the office of the chief executive officer.

Section 6.02. Number Of Officers. The officers of the Corporation shall consist of a president, who shall be identified as Chairman, a chief executive officer and vice-chairman, a treasurer, and a secretary and such other officers and assistant officers as may be deemed necessary. New officers may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of chairman and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both chairman and secretary.

Section 6.03. Election Of Officers And Term Of Office. All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding two (2) years.

Section 6.04. Removal Of Officers, Vacancies. Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05. Powers Of Officers.

A. Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The Chairman may secure the fidelity of any and all officers by bond or otherwise.

B. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

C. In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

D. An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

Section 6.06. Chairman.

A. The Chairman shall be the president of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other officers of the Corporation.

B. The Chairman or Chief Executive Officer or Vice-Chairman shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the Chairman or Chief Executive Officer or Vice-Chairman may affix the seal to any instrument requiring the same, and the seal when so affixed shall; be attested by the signature of either the Secretary or an Assistant Secretary.

C. The Chairman and Chief Executive officer shall be ex-officio a member of all standing committees.

D. The Chairman shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

Section 6.07. Chief Executive Officer or Vice-Chairmen. The Chief Executive Officer or the Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, and shall perform such other duties as the Board of

Directors shall prescribe. The Chief Executive Officer shall perform the duties and responsibilities required to operate the Corporation on a day to day basis. The Chief Executive Officer shall report activities of the Corporation first to the Chairman and subsequently to the Board and members as required. The Chief Executive Officer shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws

Section 6.08. The Secretary And Assistant Secretaries.

A. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

B. In the absence of the Secretary the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the Chairman or by the Board of Directors.

Section 6.09. The Treasurer

A. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

B. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the Chairman and directors an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the Chairman or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the Chairman, and present to the Chairman for his or her attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the Chairman.

C. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 7.01. Indemnification.

A. The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act

B. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

C. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 7.02. Insurance. The Board of Directors will maintain insurance as it is deemed necessary.

ARTICLE VIII - MISCELLANEOUS

Section 8.01. Waiver Of Notice. Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in 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.

Section 8.02 Meetings By Telephone Conference Or Other Remote Communications Technology. Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of

such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section 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.

Section 8.03. Seal. The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

Section 8.04. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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.

Section 8.05. Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors. These reference items shall be signed by the Chairman, Chief Executive Officer or the Treasurer. Checks over \$1,000 require two signatures.

Section 8.06. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.07. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 8.08. Books And Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

Section 8.09. Financial Records And Annual Reports. The Corporation shall maintain

current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (as required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

Section 8.10. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE IX - CONSTRUCTION

Section 9.01. Pronouns And Headings. All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.

Section 9.02. Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X - AMENDMENT OF BYLAWS

The Board of Directors with the majority vote of the membership may amend or repeal these Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Non-Profit Corporation Act limit such powers. Unless the Articles of Incorporation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

Adopted by the Board of Directors on August 15, 2005.

Secretary