

BYLAWS
OF
TYRRELL HISTORICAL LIBRARY ASSOCIATION, INC.

(Amended and restated as of _____, 2024)

PREAMBLE

The following Bylaws shall be subject to, and governed by, Chapter 22 Title 2 of the Texas Business Organization Code relating to nonprofit corporations and of Texas Articles of Incorporation of Tyrrell Historical Library Association, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Texas Business Organization Code, said Organization Code shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Association, it shall then be these Bylaws which shall be controlling. These Bylaws, when duly approved by the Association, shall supersede and replace those Bylaws adopted on November 20, 2019, and all amendments thereto. These Bylaws shall not supersede any standing rules or policies not in conflict herewith.

ARTICLE 1 – NAME

The legal name of the Organization shall be known as Tyrrell Historical Library Association, Inc., and shall herein be referred to as the "Association."

ARTICLE 2 – PURPOSE

The purposes for which the corporation is organized are to support the restoration of the Tyrrell Historical Library, to promote the development of its collections, and to encourage the use and enjoyment of the library by the public for research and education, as stated in the original Articles of Incorporation filed with the Secretary of State of Texas on Sep. 29, 1987, as amended on June 1, 1988.

The Association is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for support of Tyrrell Historical Library, a public library owned and operated by the City of Beaumont.

In addition, this Association has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Association shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Texas and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by an Association exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

Membership of this Association shall be open to all persons who are interested in furthering its purposes. Classes of membership and dues shall be determined from time to time by the Board. Membership dues shall be based upon the calendar year.

ARTICLE 3 – OFFICES

The principal office of the Association shall be located at the Tyrrell Historical Library Building located at Pearl and Forsythe Streets in downtown Beaumont. The mailing address is P. O. Box 12563, Beaumont, Texas 77726.

The Association may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The Association shall never own or acquire any tangible property. No part of the investments or earnings therefrom, of this Association, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – MEETINGS

An annual meeting of the membership shall be held each calendar year. The default date for the annual meeting shall be the first Tuesday in December. The Board may select any date during the calendar year if it so chooses. This meeting shall be for the purpose of electing directors and for such other purposes as may be necessary. Notice of the meeting time and place shall be given to all members at least 10 days prior to the meeting date. At any meeting of the membership those present shall constitute a quorum. Meetings shall be held at the Tyrrell Historical Library unless directed otherwise by the Board.

ARTICLE 6 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Association shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under Texas Business Organization Code. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the President

and Association staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have 15 members. The number of Board members may be increased beyond 15 members or decreased to not less than 9 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A Board member need not be a resident of the State of Texas.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, excluding voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation for services rendered.

Board Elections

The Nominating Committee shall present nomination for new and renewing Board members prior to the annual membership meeting. Recommendations from the Nominating Committee shall be made known to the Board and membership in writing before nominations are made and voted on. New and renewing Board members shall be elected at the annual membership meeting. All board members shall serve a term of three years. It is contemplated that five persons will be nominated every year. Terms of office for board members shall begin on Jan. 1 following the meeting and shall terminate on Dec. 31 of the final year in office.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of the Association, the Secretary of the Association, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Texas is first notified, no director may resign when the Association would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

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

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held quarterly at such time and place as shall be determined by it. The President or any 7 regular Board members may call a special meeting of the Board. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. 10 days' written notice shall be provided to each member of the Board for any meetings. The notice shall be sent to each Board member via hand delivery, regular mail, email, text message, or fax.

Minutes

The Recording Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the

individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 90 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Association and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 7 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Board members shall not be allowed to vote by written proxy.

Ex-officio Board member

Ex-officio Board members shall consist of: the City Council member designated by the City of Beaumont Council, the Chairman of the Beaumont Library Commission, the Director of Libraries or his representative, the Director or Manager of the Tyrrell Historical Library, and such other ex-officio directors as the Board may deem appropriate.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Association. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE 7 – OFFICERS

Officers and Duties

The officers of the Association shall include President (Chair of the Board), First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. All officers shall be elected for a one year term beginning on Jan. 1 following the annual meeting in December. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board may assign to them at its discretion.

Officer Elections

The Nominating Committee will name the individuals it recommends for the six officer positions plus any other officer positions that the Board may have authorized through appropriate resolution and present its recommendations to the Board when the work is completed. The officers will be selected by the Board at its annual meeting, unless the Board determines to name officers at some other meeting for good and sufficient reasons. All officers shall be members of the Board of Directors. Any person not a member of the Board shall be recommended for Board membership by the Nominating Committee for a three year term. Any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President (Chair of the Board), and/or Recording Secretary of the Association. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled by the Board at a regularly scheduled meeting or a specially called meeting.

President (Chair of the Board)

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors and Executive Committee. The President, as Chair of the Board is authorized to execute, in the name of the Association, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Association, except when required by law that the President's signature must be provided. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Association, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Association, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Association, to execute in the name of the Association all contracts and other documents

authorized either generally or specifically by the Board to be executed by the Association, and to negotiate any and all material business transactions of the Association.

First Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the First Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President. The First Vice President shall also serve as Chairman of the Records Management Committee.

Second Vice President

The Second Vice President shall serve as Chairman of the Membership Committee and perform such other duties as may be assigned from time to time.

Recording Secretary

The Recording Secretary, or his/her designee, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Association and shall see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws.

Corresponding Secretary

The Corresponding Secretary shall conduct the general correspondence of the Association, carry out other clerical duties as needed, send acknowledgments to donors and designees of tributes, and maintain a record of the names and addresses of donors and designees to be used in the Tribute Book, the *Journal*, and the Yearbook for historical purposes.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Association.

The Treasurer shall give the Association a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Association of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Association shall pay the cost of such a bond.

ARTICLE 8 – STANDING COMMITTEES

The standing committees of the Association are: Nominating, Finance, Building, Public Relations, Ways and Means, Publications, Records Management, Advisory, and Membership.

Section 1. At the Annual Meeting, the President shall appoint the Chairmen of the standing committees. The chairman of each committee shall be a board member and may also be an officer. The chairmen of the standing committees, after consultation with the President, shall appoint as many members of each committee as provided herein or as deemed necessary. Committee members shall be appointed from the general membership of the Association, including Board members. The President may, with the approval of the Board, appoint, in addition, such special committees as are deemed necessary.

Section 2. The duties of the standing committees shall be as follows:

- (a) The Nominating Committee shall consist of five (5) members who shall be appointed by the President of the Association at the annual meeting. The Nominating Committee shall present to Board of the Association nominations for all officers and board members. If a person nominated for an officer position is not currently a member of the Board of Directors, that person shall also be nominated for a three year term on the Board.
- (b) The Finance Committee shall be responsible for establishing an annual budget to facilitate the work of the Association. It shall include an estimate of the annual revenue from all sources and a recommendation for expenditures based upon needs of the library after consultation with City of Beaumont officials. The Treasurer shall be Chairman of the Finance Committee, and shall arrange a yearly financial statement and be responsible for tax filings and other financial reports that may be required by governmental authorities.
- (c) The Building Committee shall work for the restoration, preservation, and use of the Tyrrell Historical Library, its furnishings and equipment, in cooperation with City officials and the Beaumont Library Commission.
- (d) The Public Relations Committee shall be responsible for matters pertaining to publicity and public relations affecting the Association.
- (e) The Ways and Means Committee shall suggest fund-raising projects and events to raise awareness of the Tyrrell Historical Library in the community and, upon approval by the Board, shall also work with the City in soliciting grants and donations for the Tyrrell Historical Library.
- (f) The Membership Committee shall be responsible for maintaining membership records, for recruiting new members, and for all other matters relating to membership of the Association. The Second Vice President of the Association shall be chairman of the Membership Committee.

(g) The Publications Committee shall be responsible for the publication and distribution of any publications the Board may choose to create. This may include the *Journal* and any newsletters of the Association. In addition to the news of the Association's activities, the *Journal* shall include a list of all persons who made donations in the memorial to, or in honor of, someone since the previous issue, and the names of those persons so honored. This committee shall also be responsible for the publication and distribution of the Yearbook.

(h) The Records Management Committee shall be responsible for maintaining the Association's database and coordinating database information with the Membership Chairman, Corresponding Secretary and Editor; and for producing an updated copy of the Membership Chairman's Notebook each January and at other times as needed. The First Vice President of the Association shall be the Chairman of the Records Management Committee.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 - Board of Directors of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Association records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Association whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee

The Board may appoint an Executive Committee composed of a minimum of 5 directors, one of whom shall be the President and another shall be either the Recording Secretary or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Association between meetings of the Board. The Corresponding Secretary of the Association shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

ARTICLE 9 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the City of Beaumont whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted except as herein provided in Article 9 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.

ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Association. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Association, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Association shall be executed, signed, and/or endorsed by the President, and First or Second Vice President. All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

ARTICLE 11 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Association shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Association shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Association shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, employee, or agent during his or her term of office. It is contemplated that all such books and records will be kept in the Tyrrell Historical Library Building in Beaumont, Texas.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Association shall cause to be prepared annual financial statements based upon the calendar year using generally accepted accounting principles. The Association shall make these financial statements available to the Texas Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Association, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE 12 – DELEGATION OF INVESTMENT AUTHORITY

(a) The Board of Directors of the Association may: (1) contract with an advisor who is an investment counsel or a trust company, bank, investment advisor, or investment manager; and (2) confer on that advisor the authority to: (A) purchase or otherwise acquire a stock, bond, security, or other investment on behalf of the Association; and (B) sell, transfer, or otherwise dispose of an asset or property of the Association at a time and for a consideration the advisor considers appropriate.

(b) The Board of Directors may: (1) confer on an advisor described by Subsection (a) other powers regarding the Association's investments as the board considers appropriate; and (2) authorize the advisor to hold title to an asset or property of the Association, in the advisor's own name or in the name of a nominee, for the benefit of the Association.

(c) The Board of Directors is not liable for an action taken or not taken by an advisor under this section if the board acted in good faith and with ordinary care in selecting the advisor. The board of directors may remove or replace the advisor, with or without cause, if the board considers that action appropriate or necessary

ARTICLE 13 – AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. Such notice shall be given 10 days in advance of such meeting. Notice may be given by means described in Article 6 (Meetings). Any e-mail attachments must be in portable document format (PDF).

ARTICLE 14 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Business Organization Code as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an association as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, _____, certify that I am the current elected and acting Recording Secretary of the Association, and the above Bylaws are the Bylaws of this Association as adopted by the Board of Directors on _____, 2024, and that they have not been amended or modified since the above date.

EXECUTED on this _____ day of _____, 2024, in the County of Jefferson in the State of Texas.

(Duly Elected Recording Secretary)