

LIGHT TO THE PEOPLES

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1 Name

The name of the organization is **Light to the Peoples**. It is, and shall be, a nonprofit corporation, incorporated under the laws of the state of Texas.

Section 2 Purpose

The Corporation is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986.

The specific purposes for which *Light to the Peoples* is organized are: to encourage and promote the worship of the living God through Jesus Christ, with the help of the Holy Spirit; to encourage and promote the propagation of the good news of the grace of God in Jesus Christ to all the ethnic people groups of the world, and to make the peoples of the world the disciples of Jesus Christ by teaching them to obey the message of Jesus Christ as taught in the Holy Bible, consisting of sixty-six books; to edify the believers in Jesus Christ and to equip them for the work of the ministry; to advocate and advance fellowship among the disciples of Jesus Christ; and, to respond to human need with acts and activities of compassion.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Texas shall be located in the County of Dallas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Trustees may designate or as the business of the Corporation may require from time to time.

ARTICLE III

MEMBERSHIP

Section 1 Membership Eligibility

1.1 Membership in the Corporation is open to individuals (a) who are citizens, nationals, or legal permanent residents of the United States of America; (b) who are eighteen (18) years or more; (c) who shall subscribe to the mission, Articles of Formation, and the Bylaws of the Corporation; (d) who shall make financial contribution to the Corporation regularly; (e) who shall undertake to treat the Bible, consisting of sixty-six books, as the supreme standard of religious belief (doctrine) and of ethical living; and (f) who shall meet other standards and criteria for membership established from time to time by the Corporation through the Board of Trustees and/or the Governing Members.

1.2 Every person who is interested in becoming a member of the Corporation shall make the intent known in writing to the Secretary of the Corporation. The determination of the Board of Trustees shall be final on every application for membership.

Section 2 Classes of Members

The membership of the Corporation shall have two classes of members:

(a) Participating Members, and (b) Governing Members.

Section 3 Annual Financial Contributions of the Members

The Board of Trustees shall determine from time to time the minimum annual financial contribution of the members. The Governing Members shall be required to contribute ten times more than what is required of the Participating Members. It means that if a participating member is required to contribute one (1) dollar, a governing member shall be required to contribute ten (10) dollars.

Section 4 Rights of Members

4.1 Rights of All Members

In addition to any powers conferred on members of a nonprofit corporation, under the relevant provisions of the Texas Business Organizations Code (BOC), all the Members of the Corporation shall have the right to receive the annual report of the activities of the Corporation and make recommendations about the activities of the Corporation at the annual meeting of Members. They shall have the right to receive periodic newsletters of the Corporation.

4.2 Rights of Governing Members

(a) The Governing Members shall choose the members to the Board of Trustees.

(b) They shall have the right to alter, amend, repeal, or adopt the articles of the Certificate of Formation, and the Bylaws of the Corporation.

(c) A Governing Member is entitled to one vote.

(d) Governing Members do not have the right to sell their votes.

(e) Whenever a Governing Member makes a proper request, the Corporation's books or records of membership shall be made available at either a regular meeting or special meeting of the Corporation.

(f) Subject to any restrictions and manner that the Board of Trustees may stipulate from time to time, all the books of account shall be open to the perusal of any Governing Member through the President and/or the Secretary-Treasurer at the office of the Corporation.

(g) A Governing Member of the Corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the Corporation relevant to that purpose.

(h) The governing members shall have the right to ask for special meetings of the Governing Members. If ten percent (10%) of the Governing Members of record request in writing the convening of a special meeting of the Governing Members, a special meeting of the Governing Members shall be held within sixty (60) days of the request.

(i) A Governing Member may bring a court action to contest activities of the Corporation that affect the member's rights or duties.

Section 5 Duties of Membership

5.1 Each Member must (a) continue to meet the Membership Eligibility Criteria and other requirements established from time to time by the Board of Trustees and (b)

deliver to the Corporation annual contribution in an amount determined by the Board of Trustees from time to time.

5.2 A Member that ceases to meet the Membership Eligibility Criteria or other requirements shall cease to be a Member as of the date of such cessation. If at any time a Member is two years in arrears in payment of the annual dues, the member shall be deemed to have withdrawn as a Member as of the date of becoming two years in arrears.

5.3 The membership year shall be the Corporation's fiscal year or such other time as the Board of Trustees may specify from time to time.

Section 6 Meetings of Members

6.1 Meeting

Meetings of the Members (both of participating members and of governing members) may be held at such place within or without the State of Texas, as the person calling the meeting shall so indicate in the meeting notice.

6.2 Annual Meeting

The Participating Members and the Governing Members shall meet annually. Each Annual Meeting shall be held at such time and place as the Board may determine from time to time by resolution.

6.3 Special Meetings

Special meetings of the Governing Members shall be called by the Secretary upon the written request of ten percent (10%) of the Governing Members of record or at the instruction of the President.

6.4 *Emergency Meetings*

If the Board of Trustees or the Officers Committee has determined that an emergency exists that requires action by the Governing Members, the Board may call an Emergency Meeting of the Governing Members with thirty (30) days advance notice to the Governing Members. The Governing Members may participate in an Emergency Meeting via proxy. The Governing Members may not participate by proxy in any meeting of the Governing Members that is not an Emergency Meeting.

6.5 The Chairperson chosen by the Board of Trustees shall preside at each meeting of the Members.

6.6 The presiding officer shall determine the order of business and shall have the authority to establish equitable rules for the conduct of the meeting.

6.7 The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots or votes and no revocations or changes thereto may be accepted.

Section 7 Notice

7.1 With the exception of Emergency Meetings, which shall be called as described in Section 6 above, written notice of the date, time, and place of each meeting of the Members shall be given to all Members of record at least ninety (90) days prior to the

date of the meeting, and the proposed agenda for the meeting shall be given to all Members no later than forty-five (45) days prior to the meeting.

7.2 Such notice shall be delivered personally, mailed to each Member at the business address of the Member appearing on the books of the Corporation, by facsimile, or by electronic mail.

7.3 Notice of a meeting that is (a) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the Member's address as it appears on the records of the Corporation; and notice of a meeting that is (b) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the Member, or to which the Member consents, for the purpose of receiving notice.

Section 8 Voting

8.1 Each Governing Member of the Corporation is entitled to one vote on each matter before the Members. The method of taking a vote shall be *viva voce* (by the voice), by "show of hands," by "raising the right hand," by rising, by ballot, by roll call ("yeas and nays"), by general consent, or by mail, by facsimile transmission, by electronic message, or by any combination of those methods, or any other reasonable means, including casting of lot, following the pattern found in the Holy Bible.

8.2 The Governing Members shall always choose persons to perform responsible duties through the casting of lot, following the pattern found in the Holy Bible.

8.3 A two-thirds majority vote of the Governing Members present and voting, however, shall resolve always questions relating to the amendment of the Articles of the Certificate

of Formation, and the Bylaws, or the framing of new rules and regulations, and the Bylaws.

8.4 All other issues shall be decided by simple majority affirmations of the members present and voting.

8.5 *Vote Required to Approve Fundamental Action*

(a) In this section, "fundamental action" means: (1) an amendment of a Certificate of Formation, including an amendment required for the cancellation of an event requiring winding up in accordance with Section; (2) a voluntary winding up; (3) a revocation of a voluntary decision to wind up; (4) a cancellation of an event requiring winding up; (5) a reinstatement; (6) a distribution plan; (7) a plan of merger; (8) a sale of all or substantially all of the assets of the Corporation; (9) a plan of conversion; or (10) a plan of exchange.

(b) The vote required for approval of a fundamental action is at least two-thirds of the votes that Governing Members present in person are entitled to cast at the meeting at which the action is submitted for a vote, and are voting.

Section 9 Record Date

The Board of Trustees may fix a time not more than ninety (90) days prior to the date of any meeting of the Members as a record date for the purpose of determining the Members entitled to notice of or to vote at such meeting. In such case, only Members of record on the date so fixed shall be entitled to notice and/or to vote notwithstanding any increase or other change on the books of the Corporation after the record date.

If the Board does not fix a record date, then (a) the record date for determining Members entitled to notice of or to vote at the meeting shall be the close of business on

the date before notice is given or, if notice is waived, the date before the meeting is held; (b) the record date for determining Members entitled to express consent or dissent to corporate action in writing without a meeting, when no prior Board action is required, shall be the date on which the first written consent or dissent is expressed; and (c) for any other purpose the record date shall be the close of business on the day on which the Board adopts the resolution relating thereto.

Section 10 Judges of Election

In advance of any meeting of the Governing Members, the Board of Trustees may appoint judges of election, who need not be Members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer may, and on the request of any Member shall, make such appointment at the meeting.

The number of judges shall be one or three. No person who is a candidate for office shall act as a judge. If any person appointed as judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Trustees in advance of the meeting or at the meeting by the presiding officer.

The judges of election shall determine the number of Members of record and voting power of each; the Members present at the meeting; the existence of a quorum; the authenticity, validity, and effect of proxies, if any; receive votes or ballots; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes; determine the result; and do such acts as may be proper to conduct the election or vote with fairness to all Members.

The judges of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three judges of

election, the decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all.

On the request of the presiding officer of the meeting, or of any Member, the judges shall make a report in writing of any challenge or question or matter determined by them, and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 11 Liability of Participating Members and Governing Members

No Member shall be liable, solely by reason of being a Member, under an order of court or in any other manner, for a debt, obligation, or liability of the Corporation of any kind or for the acts of any Member or representative of the Corporation. A Member shall be liable to the Corporation only to the extent of any unpaid membership dues or assessments that the Corporation may have lawfully imposed on the Member or for any other indebtedness owed by the Member to the Corporation.

Section 12 Quorum

12.1 For the meeting of the Governing Members, Members of the Corporation holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.

The Governing Members present at a duly organized meeting can continue to constitute a quorum until adjournment, notwithstanding the withdrawal of enough Governing Members to leave less than a quorum.

12.1 For the meeting of the Participating Members, the Participating Members present at a duly convened meeting shall constitute the quorum.

Section 13 Act of the Members

The vote of a majority of the governing Members present at a duly organized meeting of the Governing Members at which a quorum is present shall be the act of the Governing Members except for the amendment to the Bylaws and for Fundamental Action, for which the vote of a two-thirds majority shall be the act of the Governing Members.

Section 14 Termination of Membership

14.1 Any member of the Corporation may terminate their own membership by filing a written resignation with the secretary.

14.2 The membership of any Member may be terminated (a) by the Board of Trustees, for failure to pay dues, or (b) for Cause, "Cause" shall mean the failure of the Member to continue to satisfy Membership Eligibility Criteria and/or any action of the Member that may materially and adversely affect the Corporation or its reputation. Cause does not include failure to pay dues. In the case of termination for Cause, the affected Member shall be given at least thirty (30) days' advance, written notice of any regular or special meeting of the Board of Trustees at which such matter is to be considered, which notice shall specify the Cause for the proposed termination of membership. The affected Member shall be permitted to make a written response to the charges and to attend the meeting of the Board of Trustees at which the Board determines whether to terminate the membership of the person concerned, and to make a brief oral response. Following the meeting of the Board of Trustees, the Board may, in its discretion, elect to terminate the membership. The decision of the Board of Trustees shall be final. The foregoing procedure for hearing before the Board of Trustees and decision by the Board shall not apply to termination for failure to pay membership dues.

Section 15 Reinstatement of Membership

Any individual who has resigned and is requesting membership with the Corporation may do so in writing. Those individuals who have had their membership terminated (voluntary or involuntary) may write a letter requesting to be reinstated to the membership by the Board of Trustees.

Section 16 Transfer of Membership

Membership in this Corporation is neither transferable nor assignable.

ARTICLE IV

BOARD OF TRUSTEES

Section 1 General Powers

1.1 Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Articles of the Certificate of Formation of the Corporation, the business and affairs of the Corporation shall be under the general direction of the Board of Trustees, which shall administer, manage, preserve, and protect the property of the Corporation.

1.2 The Board's authority shall include, without limitation: (a) Adoption of the Corporation's budget; proposal of amendments to these Bylaws; (b) authorization of solicitation of grants and management of grant funds; (c) oversight of the Corporation's assets; approval of the auditors employed by the Corporation; and (d) oversight of the employment policies of the Corporation.

1.3 The Board is also charged with: (a) supervision of the Corporation's planning process and oversight of its implementation; (b) review and evaluation of the programs of the Corporation; (c) preparation of the Annual Meeting of Members; and (d) appointment of task forces as necessary for the work of the Corporation, determining the composition, duties, and duration of each such task force.

Section 2 Number and Term

2.1 The number of Board of Trustees of the Corporation shall be fixed by the Board of Trustees, but in no event shall be less than three (3) and more than twelve (12).

2.2 Each Trustee shall hold office for three (3) years and until such Trustee's successor has been duly elected and qualified or until the Trustee's earlier death, resignation, or removal.

2.3 Each Trustee must be chosen at the regular annual meeting of the Governing Members.

2.4 *The Initial Trustees*

The initial Trustees shall be three. Among them, one shall hold the office for one year; another shall hold the office for two years; and the other shall hold the office for three years.

Section 3 Regular Meetings

A regular annual meeting of the Board of Trustees shall be held in the month of January of each year, the day and place of which shall be determined by the President or the designated Chairperson. The Board of Trustees may provide the time and place for the holding of additional regular meetings with notice as described in Section 6.

Section 4 Special Meetings

Special meetings shall be called by the Secretary upon the order of the President or at the written request of a number of Trustees constituting a quorum of the Trustees then in office and entitled to vote. The president shall fix the place for holding any special meeting of the Board of Trustees.

Section 5 Meetings by Remote Communications Technology

5.1 Subject to the these Bylaws, the Board of Trustees may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

5.2 If voting is to take place at the meeting, reasonable measures shall be taken to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and to keep a record of any vote or other action taken.

Section 6 Notice

6.1 Notice of the date, time and place of any regular and special meeting shall be given at least thirty (30) days previous thereto by written notice delivered personally, mailed to each Trustee at his business address, by facsimile, or by electronic mail.

6.2 Notice of Meetings by Remote Communication Technology, however, shall be given at least ten (10) days in advance of the date thereof.

6.3 Notice of a meeting that is (a) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Corporation; and notice of a meeting that is (b) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the Trustee, or to which the Trustee consents, for the purpose of receiving notice.

Section 7 Quorum

7.1 A majority of the number of Trustees fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

7.2 In addition to those Trustees who are actually present at a meeting, Trustees shall be deemed as present at such meeting if a conference telephone or similar communication equipment or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

7.3 If voting is to take place at such a meeting, reasonable measures shall be taken to verify that every person voting at the meeting by means of remote communications is sufficiently identified.

7.4 A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc.

7.5 A Trustee participating in a meeting is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

7.6 The Trustees present at a duly organized meeting shall continue to constitute a quorum until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a majority.

7.7 A majority of the Trustees present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

Section 8 Manner of Acting

The act of the majority of the Trustees present and voting at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 9 Action without a Meeting

Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting if consent or consents in writing, setting forth the action so to be taken, shall be signed before such action by all of the Trustees, and is filed with the Secretary of the Corporation.

Section 10 Vacancies

10.1 Any vacancy occurring in the Board of Trustees by death, resignation, refusal to serve, or otherwise between the annual meetings of the Governing Members shall be

filled by the affirmative vote of the majority of the remaining Trustees, regardless of whether that majority is less than the quorum.

10.2 Each Trustee so appointed shall serve until the next annual Meeting of the Governing Members and until the Trustee's successor is elected and qualified or until such Trustee's earlier death, resignation, or removal.

10.3 A vacancy in the board occurring because of an increase in the number of Trustees shall be filled by election at an annual meeting of the Governing Members or at a special meeting of the Governing Members called for that purpose.

Section 11 Resignation of Trustees

A Trustee of the Corporation may resign at any time by providing written notice to the Corporation. The person shall continue in office until the resignation is accepted by the president or the chairperson, with or without the recommendation of the Board of Trustees.

Section 12 Removal of Trustees

12.1 By the Governing Members

The entire Board of Trustees or any individual Trustee may be removed from office without assigning any cause by the absolute two-thirds majority vote of the Governing Members. New Trustees shall be elected at the same meeting.

12.2 By the Board of Trustees

The Board, by an absolute two-thirds majority vote may declare vacant the office of any Trustee who is declared of unsound mind by an order of the court or is convicted

of a felony or other cause. "Other cause" shall mean any action or inaction that, in the sole discretion of the Board of Trustees, materially and adversely affects or may affect the Corporation.

Section 13 Compensation

No Trustee or officer, for reason of their office, shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Trustee or officer from receiving any compensation from the organization for duties other than as a Trustee or officer. At the discretion of the Board, a Trustee may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 14 Presumption of Assent

14.1 A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action is taken on a corporate matter described is presumed to have assented to the action unless: (a) The Trustee's dissent has been entered in the minutes of the meeting; (b) the Trustee has filed a written dissent to the action with the person acting as the Secretary of the meeting before the meeting is adjourned; or (c) the Trustee has sent a written dissent by registered mail to the secretary of the Corporation immediately after the meeting has been adjourned.

14.2 The right to dissent under this section does not apply to a Trustee who voted in favor of the action.

Section 15 Rights of the Board of Trustees

15.1 The Board members have the right to receive all information that is necessary

and relevant to assist them in performing their duties.

15.2 The Board members have the right to call special meetings by submitting written requests. Once a majority of Board members asks for a special meeting of the Board, a meeting must be held within sixty (60) days following the Corporation's receipt of the written request.

15.3 The Board members may bring court actions to contest activities that affect their rights and duties.

Section 16 General Standards for Trustees

16.1 Each Trustee shall stand in a fiduciary relation to this Corporation and shall perform their duties as a Trustee, including their duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

16.2 In performing their duties, each Trustee shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (a) one or more officers or employees of this Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants, or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; and (c) a committee of the Board of this Corporation upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee reasonably believes to merit

confidence. A Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

16.3 A Trustee is not liable to the corporation, a member, or another person for an action taken or not taken as a Trustee if the Trustee acted in compliance with this section. A person seeking to establish liability of a Trustee must prove that the Trustee did not act: (a) in good faith; (b) with ordinary care; and (c) in a manner the Trustee reasonably believed to be in the best interest of the corporation.

Section 17 Factors That May Be Considered by Trustees

In discharging the duties of their respective positions, the Board, committees of the Board, and individual Trustees may, in considering the best interest of this Corporation, consider to the extent they deem appropriate the following: (a) the effects of any action upon any or all groups affected by such action, including Members, employees, suppliers, customers, and creditors of the Corporation, and upon communities in which offices or other establishments of the Corporation are located; (b) the short-term and long-term interests of the Corporation, including the benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation; (c) the resources, intent, and conduct (past, stated and potential) of any person seeking to acquire control of the Corporation; and (d) all other pertinent factors. The Board, committees, and Trustees are not required, in considering the best interest of the Corporation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or

factor. The consideration of interests and factors in the manner described in this section shall not constitute a violation of Section 16 hereof.

Section 18 Rules and Regulations

The Board of Trustees may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend, or repeal any such rules or regulations adopted by it. Such rules and regulations may be adopted or amended by majority vote of the Trustees present and entitled to vote at a meeting of the Trustees where a quorum is present

ARTICLE V

OFFICERS

Section 1 Number

The officers of the Corporation shall be a President, a Secretary and Treasurer, all of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees, including a Chairperson of the Board. In its discretion, the Board of Trustees may leave unfilled for any such period as it may determine any office except those of President, Secretary and Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

Section 2 Election and Term of Office

The officers of the Corporation to be elected by the Board of Trustees shall be

elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3 Removal

Any officer, agent, or trustee may be removed by a unanimous vote of the remaining Board of Trustees whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or trustee shall not of itself create contract rights, and such appointment shall be terminable at will.

Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the period ending upon the date of the next meeting of the Board of Trustees at which a quorum is present, when the Board shall fill such vacancy for the unexpired portion of the term.

Section 5 President

The President: (a) Shall be the principal executive officer of the Corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the Corporation; (b) shall, when present, preside at all

meetings of the Board of Trustees, unless there is a Chairperson of the Board in which case the Chairperson shall preside; (c) may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; (d) shall present at each annual meetings of the Governing Members and Participating Members an annual report of the work of the Corporation; (e) shall appoint all employees and committees, temporary or permanent; (f) shall be one of the officers who may sign the checks or drafts of the Corporation; (g) shall have such powers as may be reasonably construed as belonging to the chief executive of any Corporation and in general shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6 Secretary

The Secretary: (a) Shall keep the minutes of the proceedings of the Board of Trustees in one or more minute books provided for that purpose; (b) shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) shall be the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) shall keep the membership register of the Corporation; (e) shall keep a register of the post office address of each Member and Trustee, which shall be furnished to the

Secretary by such Member and Trustee; (f) shall file any certificate required by any statute, federal or state; (g) may be one of the officers required to sign the checks and drafts of the Corporation; (h) shall present to the Members or Trustees at any meetings any communication addressed to the Secretary of the Corporation; and (i) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 7 Treasurer

The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer: (a) Shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation; (b) shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Trustees, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board; (c) shall disburse the funds of the Corporation as may be ordered by the Board of Trustees and shall render to the President and Trustees at the regular meeting of the Board, and whenever they may require accounts of all transactions as treasurer and of the financial condition of the Corporation; (d) shall see to it that an audit of the Corporation's books and records is performed by an auditor selected by the Board; (e) must be one of the officers who shall sign checks or drafts of the Corporation; and (f) shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Trustees or by the President.

ARTICLE VI

COMMITTEES

Section 1 Committees

The Corporation shall have such standing and ad hoc committees as the Board of Trustees may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and other actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such.

Section 2 Limitation on Power of Committees

No committee shall have any power or authority as to the following: (a) The submission to the Governing Members of any action requiring approval of the Governing Members; (b) the creation or filling of vacancies in the Board; (c) the adoption, amendment, or repeal of the Bylaws; (d) the amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or (e) action on matters committed by the Bylaws or a resolution of the Board exclusively to another Committee of the Board.

Section 3 Officers Committee

The Officers Committee shall consist of the following: The President, Secretary-Treasurer, and the Chairperson, when there is one. The Officers Committee may act for the Board between meetings. The Officers Committee shall meet at such times as the President may call. At least twenty-four (24) hours' oral or written notice shall be given for such meetings. All members of the Officers Committee together shall

constitute a quorum for conducting business at a meeting of the Officers Committee. The President shall present a full report of all decisions of the Officers Committee to the Board of Trustees at the next regularly scheduled meeting of the Board.

ARTICLE VII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

Section 1 Limitation of Trustee's Personal Liability

A Trustee of the Corporation shall not be personally liable for monetary damages for any action taken unless the Trustee's conduct was not exercised in good faith, with ordinary care, and in a manner the Trustee reasonably believes to be in the best interest of the Corporation, and failed to perform the duties of their office and the breach or failure to perform constituted self-dealing, willful misconduct, or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state, or local law.

Section 2 Preservation of Rights

Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Trustee or former Trustee may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Trustee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII

INDEMNITY

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including, but not limited to the indemnification provided by Chapter 8, Subchapters A, B, C, and D of the Texas Business Organizations Code), its Trustee, officers and employees as follows: (a) Every Trustee, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a Trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not they are a Trustee, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Trustee, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a Trustee, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Trustees may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI

ARTICLE IX

CONFLICTS OF INTEREST

Section 1 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

Section 2 Definitions

2.1 Interested Person

Any trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the

Corporation has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 Procedures

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board of trustees or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible

conflict of interest.

(b) The chairperson of the Board of Trustees or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Trustees or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Trustees or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response, and after making further investigation as warranted by the circumstances, the Board of Trustees or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of the Proceedings

The minutes of the Board of Trustees and all committees with board-delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the Board's or committee's decision as to whether a conflict of interest in fact exists; (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 Compensation

5.1 A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services, is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4 Three-fifths of this Corporation's voting members of the Board of Trustees shall be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Trustees.

5.5 Further, all compensation paid will be reasonable and will be based on the following factors: (a) The type and amount of compensation received by others in similar positions; (b) the compensation levels paid in this Corporation's particular geographic community; (c) the amount of time the individual spends in their position; (d) the expertise and other pertinent background of the individual; (e) the size and complexity of the Corporation; and (f) the need of the Corporation for the services of the particular individual

Section 6 Annual Statements

Each Trustee, principal officer and member of a committee with governing-board delegated powers shall annually sign a statement which affirms that such person: (a) Has received a copy of the conflicts of interest policy; (b) has read and understands the policy, has agreed to comply with the policy; and (d) understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 Periodic Reviews

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are

reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Trustees of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 Contracts

The Board of Trustees may authorize any officer or officers, agent or agents, 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 2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of

indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of the month of January and end on the last day of the month of December each year.

ARTICLE XII

CORPORATE SEAL

The Board of Trustees may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation around the border and the words, "Corporate Seal" in the center.

ARTICLE XIII

WAIVER OF NOTICE

(1) Unless otherwise provided by law, whenever any notice is required to be given to any Member, Trustee, or Officer of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of the Certificate of Formation or under the provisions of the Texas Business Organizations Code, 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 deemed equivalent to the giving of such notice.

(2) Attendance of a Member or Trustee at a meeting shall constitute a waiver of notice of the meeting unless the individual attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

(3) The business to be transacted at a meeting of the Board of Trustees, or the purpose of such a meeting, is not required to be specified in a written waiver of notice of the meeting.

(4) The participation or attendance at a meeting of a Member or Trustee entitled to notice of the meeting constitutes a waiver by the person of notice of a particular matter at the meeting that is not included in the purposes or business of the meeting described in the notice unless the person objects to considering the matter when it is presented.

ARTICLE XIV

AMENDMENTS

Section 1 Authority

These Bylaws may be altered, amended and/or repealed, and new Bylaws adopted, when necessary, by a two-thirds majority of the Governing Members present and voting.

Section 2 Notice

The Governing Members of the Corporation shall be given at least thirty (30) days' prior written notice of any meeting of the Governing Members at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

The above Bylaws were approved and adopted by the Governing Members of the Corporation on the twenty-fifth day of July 2013.

Secretary

David Kuruvila