

**BYLAWS**  
**OF**  
**NATIONAL ATHLETIC TRAINERS' ASSOCIATION, INC. POLITICAL**  
**ACTION COMMITTEE**

**ARTICLE I**

**Offices**

Section 1. The registered office shall be located in the City of Dallas, County of Dallas, State of Texas.

Section 2. The corporation may also have offices at such other places, either within or without the State of Texas, as the board of directors may from time to time determine or as the business of the corporation may require.

**ARTICLE II**

**Directors**

Section 1. The affairs of the corporation shall be managed by the board of directors in accordance with these bylaws, the Texas Non-Profit Corporation Act (the "Act") and the corporation's articles of incorporation, as amended from time to time.

Section 2. The number of directors of the corporation shall be at least thirteen (13), or such other number as determined from time to time by resolution of the board of directors or as stated in the corporation's articles of incorporation. The directors shall be appointed as provided in Section 3 of this Article. The President shall appoint one (1) director from each geographical district in the corporation. Each director appointed shall hold office for one (1) two-year term (except as hereinafter provided) and until his successor is elected and qualified. Each director may serve a maximum of two consecutive terms. Upon the creation of a new office of director, the board of directors shall determine the initial term of the office. Each director shall serve until the end of his or her term of office or, if earlier, until his or her death, resignation, retirement, disqualification or removal from office. The complete board of directors will also consist of the President, Vice-President, and Treasurer. The number of directors may be increased or decreased from time to time by a vote of the board of directors of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The board of directors may also select any number of individuals as advisory directors. Advisory directors shall have no voting rights.

### Section 3.

(a) Vacancies in the board of directors shall exist if either of the following events occurs: (1) a director dies, resigns or is removed from office; or (2) the authorized number of directors is increased; or (3) a director's term of office ends in accordance with Section 2 of this Article. The board of directors may declare vacant the office of a director in any of the following cases: (a) if such director is adjudged incompetent by an order of court, if a guardian or other personal representative of such director is appointed by a court, or if two licensed doctors of medicine each affirm in a written instrument signed by such doctor that he or she has examined such director, and has concluded, based upon such examination, that such director is unable to discharge his or her duties as director; (b) if such director is finally convicted of a felony; or (c) if within sixty (60) days after notice of such director's appointment, he or she does not accept the office either in writing or by attending a meeting of the board of directors.

(b) Any vacancy occurring in a position on the board of directors by reason of the expiration of a director's term of office in accordance with Section 2 of this Article shall be filled by the President of the Board of Directors of National Athletic Trainers' Association, Inc. Any vacancy occurring in a position on the board of directors by reason of the removal of a director shall be filled by a majority of the remaining directors then serving. Any vacancy occurring in a position on the board of directors for any other reason shall be filled by a majority of the remaining directors then serving though less than a quorum of the board of directors, or by a sole remaining director.

(c) If the board of directors accepts the resignation of a director tendered to take effect at a future time other than the time at which his or her term would otherwise expire, the successor to such director may be selected in accordance with above paragraph (b), to take office when the resignation becomes effective. A director appointed to fill a vacancy that exists for any reason other than the end of his or her successor's term of office in accordance with Section 2 of this Article shall be appointed to the unexpired term of his or her predecessor in office.

### **Meetings of the Board of Directors**

Section 4. Meetings of the board of directors, regular or special, may be held either within or without the State of Texas. Any regular or special meeting is valid, wherever held, if held on written consent of a majority of members of the board of directors (other than advisory directors) given either before or after the meeting and filed with the secretary of the corporation.

Section 5. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board of directors.

Section 6. Special meetings of the board of directors may be called by the president and shall be called by the secretary on the written request of at least two

directors (other than advisory directors). Written notice of special meetings of the board of directors shall be given personally, or sent by mail or by other form of written communication, to each director (including advisory directors) at least ten days before the date of the meeting. Except as set forth in Article VI hereof, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Fifty-one percent (51%) of the authorized number of directors (other than advisory directors) shall constitute a quorum for the transaction of business, and the act of the majority of the directors (other than advisory directors) present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless a greater number is required by law or the articles of incorporation or as otherwise set forth in these bylaws. Each director (other than advisory directors) present at a meeting will be deemed to have assented to any action taken at the meeting, unless his or her dissent to the action is entered in the minutes of the meeting, or unless the director shall file his or her written dissent thereto with the secretary of the meeting or shall forward such dissent by certified mail to the secretary of the corporation immediately after such meeting. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified and called.

Section 8. Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the board of directors (other than advisory directors) or the committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting. Subject to the provisions required herein for notice of meetings, members of the board of directors or members of any committee designated by the board of directors may participate in and hold a meeting of such board or committee by means of conference by telephone or similar communications equipment such that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 8 shall constitute presence in person at such meeting, except where a person participates in a 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 9. Any director or advisory director may be removed, with or without cause, at any time by the affirmative vote of two-thirds of the authorized number of directors (other than advisory directors).

### **Committees of Directors**

Section 10. The board of directors by resolution adopted by a full majority of the full board, may designate from among its members one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the

authority of the board of directors, except that no such committee shall have the authority of the board of directors in reference to: amending the articles of incorporation; approving a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; authorizing a voluntary dissolution of the corporation or a revocation thereof; adopting a plan for the distribution of the assets of the corporation; amending, altering, or repealing the bylaws of the corporation or adopting new bylaws of the corporation; filling vacancies in the board of directors or any such committee; filling any directorship to be filled by reason of an increase in the number of directors; fixing the compensation of any member of such committee; altering or repealing any resolution of the board of directors that, by its terms, provides that it shall not be so amendable or repealable; or taking any action outside the scope of authority delegated to it by the board of directors. Vacancies in the membership of any such committee shall be filled by the board of directors at a regular or special meeting thereof. Any such committee shall keep regular minutes of its proceedings and report the same to the board of directors when required. The designation of a committee of the board of directors and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law. Each director (other than advisory directors) shall be deemed to have assented to any action of a committee, unless he or she shall, within seven days after receiving actual or constructive notice of such action, deliver his or her written dissent thereto to the secretary of the corporation. Members of any such committee shall serve at the pleasure of the board of directors.

Section 11. The board of directors, by resolution adopted by a full majority of the full board, may also establish one or more advisory committees to advise the board of directors on various matters and such committees may be composed of individuals who are not members of the board of directors. Advisory committees shall have no authority to act on behalf of or bind the board of directors of the Corporation. The following committee shall be established by the board of directors:

(a) A Contributions Committee which will be a committee composed of the NATAPAC executive board (President, Vice-President, and Treasurer) and two current NATAPAC board members. The two at-large committee members will be appointed by the president to serve a one (1) year term with no term limits, except as defined by their NATAPAC board appointment. The Contributions Committee will be responsible for approving or denying requests for PAC donations.

### **Compensation of Directors**

Section 12. The members of the board of directors of the corporation (including advisory directors and members of the advisory committees) shall serve without compensation, and no member of the board of directors of the corporation (including advisory directors and members of the advisory committees) shall receive any pecuniary benefit from the corporation except for reimbursement for actual expenses incurred in connection with the business of the corporation.

## **Chair of the Board**

Section 13. The Chair of the board is the president of NATAPAC. The Chair of the board shall preside at meetings of the directors and shall be an ex officio member of all standing committees. The Chair of the board shall have such other powers and shall perform such other duties as shall be designated by the board of directors. The Chair of the board shall be a member of the board of directors, but no other officers of the corporation need be directors. The Chair of the board shall serve until his or her successor is chosen and qualified to take office.

## **ARTICLE III**

### **Notices and Requests**

Section 1. Notices and requests to directors or officers shall be in writing and delivered personally or by telecopy or by email or mailed to the directors or officers at their addresses appearing on the books of the corporation. Notice or request by mail shall be deemed to be given and received when deposited in the United States mail, addressed to the addressee at his or her address as it appears on the records of the corporation, with adequate postage thereon prepaid; notice or request by personal delivery, email or telecopy shall be deemed to be given and received at the time when same shall be actually received by the person to whom addressed. Notices and requests to directors and officers may also be given by telegram and e-mail, and shall be deemed delivered when same shall be deposited at a telegraph office for transmission and all appropriate fees therefor have been paid.

Section 2. Whenever any notice is required to be given to any director under the provisions of any statute or of the articles of incorporation or of 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 3. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a 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.

## **ARTICLE IV**

### **Officers**

Section 1. The officers of the corporation shall consist of a president, one or more vice presidents, a treasurer, and a secretary and such other officers as may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary may not be held by the same person.

Section 2. The board of directors, on an annual basis, shall choose a president, a vice president, a treasurer, a secretary, and such other officers as it deems appropriate, none of whom need be a member of the board of directors.

Section 3. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors to hold office for such period and have such authority and perform such duties as are provided by the bylaws or as the board of directors may determine.

Section 4. The salaries of all officers and agents of the corporation shall be fixed from time to time by the board of directors.

Section 5. Each officer of the corporation shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be chosen and qualified. Any officer or agent may be removed by the board of directors, with or without cause, whenever in its judgment the best interest 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. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise shall be filled by the board of directors.

### **The President**

Section 6. The president shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board of directors are carried into effect. In the absence of the Chair of the board or in the event the board of directors shall not have designated a Chair of the board, the president shall preside at meetings of the board of directors. The president shall have the authority to hire a professional staff to assist him in managing the business of the corporation and ensuring that the orders and resolutions of the board of directors are carried into effect.

Section 7. The president may execute bonds, mortgages and other contracts, except where the execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

### **The Vice Presidents**

Section 8. The vice presidents shall perform such duties and have such powers as the board of directors shall prescribe.

### **The Secretary and Assistant Secretaries**

Section 9. The secretary shall attend all meetings of the board of directors and record all the proceedings of the meetings of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The secretary shall give, or cause to be given, notice of special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president.

Section 10. The assistant secretaries in the order of their seniority, or if there be none, the treasurer, acting as assistant secretary, or otherwise, as determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. The assistant secretaries shall also perform such other duties and have such other powers as the board of directors may from time to time prescribe.

### **The Treasurer and Assistant Treasurers**

Section 11. The treasurer, if any, shall have 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 executive committee of the board of directors. The treasurer may supervise a person designated by the board of directors to perform daily maintenance and record keeping with respect to the corporation's financial activities. The treasurer shall be the "treasurer" of the corporation for purposes of, and as defined in, the Federal Election Campaign Act and with respect to the corporation's status as a "separate segregated fund"/"political action committee" under the Federal Election Campaign Act and as such shall file the appropriate forms, statements, reports and other documents with the Federal Election Commission, the Internal Revenue Service and any applicable state or local governmental entity regulating campaign finance to the extent required by applicable federal, state or local law.

Section 12. The treasurer shall disburse, or supervise a person designated by the board of directors to disburse, the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors at its regular meetings or when the board of directors so requires an account of all his or her transactions as treasurer and of the financial condition of the corporation.

Section 13. 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 his or her office and for the restoration to the corporation, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under his or her control belonging to the corporation.

Section 14. The assistant treasurers in the order of their seniority, or otherwise, as determined by the board of directors, or the secretary acting as assistant treasurer shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, including signing Federal Election Commission reports and statements to the extent permitted pursuant to the Federal Election Campaign Act. The assistant treasurers shall also perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## ARTICLE V

### General Provisions

Section 1. The board of directors may authorize and the corporation may make distributions, subject to any restrictions in the articles of incorporation and limitations set forth in the Act. Except as otherwise specifically provided herein, the board of directors shall make no distribution that inures to the benefit of any disqualified person (within the meaning of Section 4946(a) of the Internal Revenue Code of 1986, as amended.

Section 2. The board of directors may by resolution create a reserve or reserves out of surplus or designate or allocate any and all of its surplus in any manner for any proper purpose or purposes, and may increase, decrease or abolish any such reserve in the same manner.

Section 3. 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. The board of directors may make gifts and give charitable contributions that are not prohibited by statute, these bylaws, the articles of incorporation, or any requirements for maintaining the corporation's federal and state tax status.

Section 4. The board of directors may authorize any officer or officers, or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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, including, without limitation, contracts for administrative and other services in furtherance of the exempt purposes of the corporation.

Section 5. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 6. 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 7. The fiscal year of the corporation shall begin on April 1 and end on March 31.

Section 8. The corporate seal, if any, shall have inscribed thereon the name of the corporation, and be in a form approved by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 9. The corporation shall keep correct and complete books and records of account and shall also keep at the registered or principal office of the corporation a record giving the names and addresses of the directors entitled to vote. All books and records of

the corporation may be inspected by any director (other than advisory directors), or his or her agent, accountant or attorney, for any proper purpose at any reasonable time.

## ARTICLE VI

### **Amendment of Bylaws**

Section 1. The board of directors may amend or repeal these bylaws, or adopt new bylaws at any regular meeting of the board of directors or at any special meeting of the board of directors if notice of such amendment, repeal or adoption of new bylaws is contained in the notice of such meeting and at least a two-thirds (2/3) majority of the directors vote in person or by proxy on such amendment, repeal or adoption. No amendment may be made to these bylaws that would contravene the corporation's purposes as stated in the articles of incorporation, as amended from time to time, or that would cause any benefit to inure to any person who has a personal or private interest in the activities of the corporation.

## ARTICLE VII

### **Purposes and Activities of the Corporation**

The purposes of the corporation as set forth in the articles of incorporation shall be accomplished by activities determined to be necessary or appropriate by the board of directors. Unless otherwise determined by the board of directors, such activities shall include in general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes set forth in the articles of incorporation, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation.

## ARTICLE VIII

### **Indemnification of Officers and Directors**

Section 1. As utilized in this Article, the following terms shall have the meanings indicated:

- (1) "Corporation" includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the corporation by operation of law and in any other transaction in which the corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Article.

(2) “Director” means any person who is or was a director of the corporation (including advisory directors) and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(3) “Expenses” include court costs and attorneys’ fees.

(4) “Official capacity” means: (i) when used with respect to a director, the office of director in the corporation, and (ii) when used with respect to a person other than a director, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation, but notwithstanding any provision hereof to the contrary, “official capacity” as defined in both (i) and (ii) above does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(5) “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 2. The corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined in accordance with Section 6 of this Article that the person: (1) conducted himself or herself in good faith; (2) reasonably believed: (a) in the case of conduct in his or her official capacity as a director of the corporation, that his or her conduct was in the corporation’s best interests, and (b) in all other cases, that his or her conduct was at least not opposed to the corporation’s best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 3. A director shall not be indemnified by the corporation as provided in Section 2 of this Article for obligations resulting from a proceeding: (1) in which the director is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person’s official capacity; or (2) in which the person is found liable to the corporation, except to the extent permitted in Section 5 of this Article.

Section 4. The termination of a proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 2 of this Article. A person shall be deemed to have been found liable in respect of any claim, issue, or matter

only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

Section 5. A person may be indemnified by the corporation as provided in Section 2 of this Article against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the corporation.

Section 6. A determination of indemnification under Section 2 of this Article must be made: (1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding; (2) if such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or (3) by special legal counsel selected by the board of directors or a committee of the board of directors by vote as set forth in subsection (1) or (2) of this Section 6, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

Section 7. Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subsection (3) of Section 6 of this Article for the selection of special legal counsel. Notwithstanding the preceding sentence, a provision contained in the articles of incorporation, the bylaws, a resolution of directors, or an agreement that makes mandatory the indemnification described in Section 2 of this Article shall be deemed to constitute authorization of indemnification in the manner required herein, even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

Section 8. The corporation shall indemnify a director against reasonable expenses incurred by such director in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a director if the director has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

Section 9. If, upon application of a director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in Section 2 of this Article or has been found liable in the circumstances described in Section 3 of this Article, the

corporation shall indemnify the director to such further extent as the court shall determine; but if the person is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 10. Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding and without the determination specified in Section 6 of this Article or the authorization or determination specified in Section 7 of this Article, after the corporation receives a written affirmation by the director of the director's good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that the director has not met that standard or it is ultimately determined that indemnification of the director against expenses incurred by him or her in connection with that proceeding is prohibited by Section 5 of this Article. A provision contained in the articles of incorporation, these bylaws, a resolution of the directors, or an agreement that makes mandatory the payment or reimbursement permitted under this Section shall be deemed to constitute authorization of that payment or reimbursement.

Section 11. The written undertaking required by Section 10 of this Article must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

Section 12. Notwithstanding any other provision of this Article, the corporation may pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness or other participation in a proceeding at a time when the director is not a named defendant or respondent in the proceeding.

Section 13. An officer of the corporation shall be indemnified by the corporation as and to the same extent provided by Sections 8 and 9 of this Article for a director and is entitled to seek indemnification under those Sections to the same extent as a director. The corporation may indemnify and advance expenses to an officer, employee, or agent of the corporation to the same extent that it may indemnify and advance expenses to directors under this Article.

Section 14. The corporation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the corporation but who are or were serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it may indemnify and advance expenses to directors under this Article.

Section 15. The corporation may indemnify and advance expenses to an officer, employee, agent, or person identified in Section 14 of this Article and who is not a

director to such further extent, consistent with law, as may be provided by the articles of incorporation, these bylaws, general or specific action of the board of directors, or contract or as permitted or required by common law.

Section 16. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the corporation would have the power to indemnify the person against that liability under this Article. Without limiting the power of the corporation to procure or maintain any kind of insurance or other arrangement, the corporation may, for the benefit of persons indemnified by the corporation: (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligations by grant of a security interest or other lien on the assets of the corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the corporation or with any insurer or other person deemed appropriate by the board of directors, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the corporation. In the absence of fraud, the judgment of the board of directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

Section 17. The coverage of any liability insurance purchased by the corporation pursuant to Section 16 of this Article may include coverage for the indemnifiable expenses described elsewhere in this Article, as well as judgments, fines, settlements, penalties, taxes, and expenses of correction, including such expenses as may be related to taxes, penalties, and expenses of correction imposed under Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). However, if coverage for judgments, fines, settlements, penalties, taxes, and expenses of correction is included in any liability insurance so purchased by the corporation, the corporation shall request the insurance carrier from whom such insurance is purchased to furnish the corporation with the portion of any insurance premium payable that is attributable to such coverage for judgments, fines, settlements, penalties, taxes, and expenses of correction. That portion of such premium as is so designated by the insurance carrier shall be allocated pro rata among the directors, officers, and employees of the corporation, as well as any other party actually included within such coverage pursuant to the provisions of Section 16 of this Article, and included, where applicable, in the compensation paid to each such director, officer, employee, or other party by the corporation.

Section 18. No purchase of insurance, indemnification or other action contemplated or allowed by this Article shall be construed to allow or permit any such

purchase, indemnification or action, except as such is within any limitations placed on the corporation as a tax exempt organization under the provisions of the Code, the laws of the State of Texas, the Act, or any other applicable rule or regulation.

AMENDED BY THE BOARD OF DIRECTORS OF THE CORPORATION,  
effective as of November \_\_\_\_, 2007.

By: \_\_\_\_\_  
\_\_\_\_\_, Secretary

\_\_\_\_\_  
\_\_\_\_\_, President