BYLAWS OF DISPUTE RESOLUTION CENTER
A NON-PROFIT CORPORATION

ARTICLE I.
NAME

The name of the corporation shall be the DISPUTE RESOLUTION CENTER (hereinafter “DRC”).

ARTICLE II.
PURPOSE

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, offering accessible high-quality methods of dispute settlement to the people in the Travis County area and providing public education about alternative dispute resolution methods consistent with section 501(c)3 of the Internal Revenue Code of 1954 (as amended).

ARTICLE III.
OFFICES

3.01 Principal Office. The principal office of the corporation in the State of Texas shall be located in the City of Austin, County of Travis. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

3.02 Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identified with such registered office, as is required by the provisions of Chapter 22 of the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE IV.
MEMBERS

The corporation has no members under the provisions of Section 22.151 (a) of the Texas Business Organizations Code.

ARTICLE V.
BOARD OF DIRECTORS

V.01 General Powers. Subject to the provisions of the laws of the state of Texas and any limitations in the corporation's Certificate of Formation (which includes the Articles of Incorporation filed in the Office of the Secretary of State of the state of Texas on

January 28, 1983 and the Amendment to the Articles of Incorporation filed on August 10, 1983) and these bylaws, the corporation's Board of Directors (sometimes called the "Board") shall manage the affairs of the corporation.

V.02 Qualifications. Membership on the Board shall be open to any adult individual who demonstrates an interest in the DRC. The Board shall strive to have its membership reflect as nearly as possible the ethnic, racial and gender composition of Travis County, Texas.

V.03 Number of Directors. The number of directors shall be determined by the Board, provided that:

a. the number of directors shall be at least, eleven (11); and

b. the number of directors shall be not more than twenty-one (21).

V.04 Composition of the Board of Directors.

a. Commissioners Court Representatives. Except as otherwise provided by the contract between the corporation and Travis County, five directors shall be persons appointed by the Commissioners Court of Travis County, Texas (the "County Commissioners Court Representatives"), such that:

(1) one position shall be filled by an appointee of the Travis County Commissioner for Precinct One;

(2) one position shall be filled by an appointee of the Travis County Commissioner for Precinct Two;

(3) one position shall be filled by an appointee of the Travis County Commissioner for Precinct Three;

(4) one position shall be filled by an appointee of the Travis County Commissioner for Precinct Four; and

(5) one position shall be filled by an appointee of the Travis County Judge.

b. Judicial Representative. One director shall be a person appointed by the Travis County Local Administrative Judge (the "Judicial Representative").

c. Volunteer Mediator Representative. One individual shall be elected by the Board to represent the volunteer mediators of the corporation. The Volunteer Mediator Representative shall be a person who satisfies the qualifications prescribed by Section 5.02 above, has been a volunteer mediator for the corporation for at least 6 months, and has fully complied with the volunteer mediator requirements in effect at the time of taking office.

d. At-Large Representatives. The remainder of the directors shall be persons who satisfy the qualifications prescribed by Section 5.02 above and are elected by the Board (the "At-Large directors").

V.05 Notice of Appointment of County Commissioners Court and Judicial Representatives. The Nominating Committee for which these bylaws provide shall solicit appointments from the County Commissioners, the County Judge, and the Travis County Local Administrative Judge as necessary to fill positions for which Section 5.04a above and Section 5.04b above provide. When any vacancy is filled by such appointment, the Nominating Committee shall give the Secretary of the corporation and the Board prompt notice of the name of the person so appointed and the date on which such appointment occurred.

V.06 Nomination and Election of At-Large Directors and the Volunteer Mediator Representative

a. Nominations by Nominating Committee. Prior to any meeting at which an election for At-Large directors or the Volunteer Mediator Representative of the corporation is to be held, the Nominating Committee shall:

(1) solicit nominations from other members of the Board, the Executive Director of the corporation, and such other persons, including individual members of the Nominating Committee, as the Nominating Committee deems appropriate to fill any At-Large director or the Volunteer Mediator Representative vacancies that then may exist; and

(2) prepare, and deliver to the Secretary of the corporation and the Board a list of such nominees and a report reflecting compliance with the composition requirements of Section 5.04 above, showing the proposed terms of the vacancies to be filled, and containing such other information as the Nominating Committee deems advisable for the efficient election of directors to fill the vacancies.

b. Distribution of Nominating Committee's List of Nominees and Report. The Secretary of the corporation shall distribute the Nominating Committee's list of nominees and report with any notice of the meeting at which an election of directors is to be held, and again at such meeting.

c. Additional Nominations. In addition, at any meeting at which an election of directors is held, any director, with the second of any other director, may nominate one or more additional persons to fill any At-Large director or Volunteer Mediator Representative vacancy on the Board.

d. Elections by the Board.

(1) Time of Election. Subject to timely delivery of any notice that may be required by these bylaws and the list of nominees required by Section 5.06b above, any vacancy for any At-Large director or the Volunteer Mediator Representative shall be filled by election at the next Annual or other regular meeting of the Board or at a special meeting called for the purpose of filling vacancies.

(2) Votes Required. At-Large directors and the Volunteer Mediator Representative shall be elected by a majority of the directors entitled to vote

in the election of directors, and in any election of directors, each director is entitled to cast one vote for each position to be filled. The candidates receiving the highest number of votes for the positions to be filled shall be elected to serve.

V.07 Terms of Office.

a. Staggered Terms. The Board shall maintain a system for the election of directors that provides for staggered terms so that the terms of approximately one-third of the directors shall expire each year upon the election of directors at the Annual Meeting.

b. Term Length.

(1) Except as provided in Section 5.07b(2) below, each member of the Board (including each member appointed pursuant to Section 5.04a above or Section 5.04b above), shall hold office commencing on the date of appointment or election and continuing until the earlier of:

(a) the director's death, resignation or removal in accordance with these bylaws;

(b) in the case of a director appointed or elected to fill a vacancy caused by the expiration of the term of a seated director or to fill a previously unfilled seat on the Board, the election or appointment of directors at the third Annual Meeting following the date upon which the director's term commences; or

(c) in the case of a director appointed or elected to fill a vacancy resulting from Section 5.07b(1)(a) above, the unexpired term of the predecessor.

(2) The Board may adjust any director's term of office to the extent the Board determines appropriate for maintenance of the system of staggered terms described in Section 5.07a above.

c. Consecutive Terms of Office. A member of the Board may serve two consecutive terms. After serving two consecutive terms an individual is eligible for reelection or reappointment to the Board only after a one-year absence from the Board.

V.08 Removal of Directors. The Board may vote to remove a director at any time, with or without cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these bylaws for a regular or special meeting of the Board. The notice of the meeting will state that the question of removing the director will be on the agenda. A director may be removed by the affirmative vote of a majority of the other directors then in office.

V.09 Resignation. Any director may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

V.10 Vacancies.

a. Causes. Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, (2) on the expiration of a term of office of a director, or (3) whenever the number of authorized directors is increased by the Board's adoption of a resolution increasing the number or by an amendment to these bylaws.

b. Filling Vacancies. Vacancies shall be filled as soon as practicable for a term not to exceed the unexpired term of the vacancy being filled. If the number of directors, then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

V.11 Meetings of the Board of Directors.

a. Annual Meeting. The Board shall schedule and hold one meeting each year for the purposes of electing directors, electing officers, and conducting such other business as may come before the Board (the "Annual Meeting"). At the Annual Meeting, the Board shall fix the date, time and place of the next Annual Meeting.

b. Other Regular Meetings. The Board may provide for other regular meetings by resolutions stating the date, time and place of such meetings, either within or without the state of Texas, without notice other than the resolution.

c. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board so called.

V.12 Notices.

a. Time of Notice. The Secretary of the corporation shall give notice of each meeting of the Board to each person entitled to vote at the meeting not less than five days before the date of the meeting. If the Secretary fails to take timely action with respect to any request for a special meeting, any person requesting the meeting pursuant to the provisions of these bylaws may issue the notice.

b. Content of Notice.

(1) Each meeting notice, whether concerning a regular or special meeting, shall state the date and time of the meeting, and

(a) if the meeting is not held solely by using a conference telephone or other communications system authorized by Section 5.19 below, the location of the meeting, or

(b) if the meeting is held solely or in part by using a conference telephone or other communications system authorized by Section 5.19 below, the form of communications system to be used for the meeting and the means of accessing the communications system.

(2) Each notice of a special meeting shall state the business to be transacted at the meeting and the purposes of the meeting. Notices of regular meetings need not state the business to be transacted at, or the purpose of, any such meeting.

c. Methods of Delivery. Any notice required by this Section 5.12 shall be written, and may be delivered in person, in hand, by first class mail, by facsimile transmission or by e-mail transmission. If the notice is delivered by mail or by express courier service, it will be considered to have been given on the date it is deposited in the United States mail with postage paid in an envelope addressed to the person for whom it is intended at the person's address as it appears on the corporation's records. If the notice is delivered by facsimile or e-mail transmission, it will be considered to have been given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person for whom it is intended, or to which the person consents, for the purpose of receiving notice.

d. Waiver of Notice.

(1) Written Waiver. Notice of a meeting is not required to be given to a person entitled to notice if the person signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before or after the time of the meeting.

(2) Waiver by Participation or Attendance. If a person entitled to notice of a meeting participates in or attends the meeting, the person's participation or attendance constitutes a waiver of notice of the meeting unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notification of the meeting but not so included, if the objection is expressly made at the meeting.

(3) Written Waiver Need Not Specify Business or Purpose of Meeting. The business to be transacted at a meeting, or the purpose of such a meeting, is not required to be specified in a written waiver of notice of the meeting.

V.13 Quorum.

a. Number Required for Quorum. A simple majority of the directors entitled to vote at a regular or special meeting of the Board shall constitute a quorum for the transaction of business at the meeting. A director who participates in a meeting (including a director who participates electronically, e.g., by telephone, pursuant to Section 5.19 below) 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. A director present by proxy at a meeting may not be counted toward a quorum. The directors present at a duly called and held meeting at which a quorum is present may continue to discuss business even if enough directors leave the meeting so that less than a quorum remains.

b. No Action without a Quorum. Except as otherwise provided under the Texas Business Organizations Code, the corporation's Certificate of Formation, or these bylaws, no action shall be taken by the Board at any meeting at which the required quorum is never present, and the only motion which the chair of the meeting shall entertain at such meeting is a motion to adjourn.

c. Adjournment in the Absence of Quorum. If a quorum is not present at any meeting of the Board, a majority of the persons present and entitled to vote at the meeting has the power to adjourn the meeting, without notice of such adjournment (other than announcement, at the meeting at which the adjournment is taken, of the time and place of the adjourned meeting), until such time and to such place as may be determined by a vote of a majority of the persons entitled to vote at the meeting and present or represented by proxy at such meeting, and thereafter until a quorum is present. Any business which might have been transacted at the meeting as originally noticed may be transacted at such adjourned meeting at which a quorum is present.

V.14 Conduct of Meetings. Meetings of the Board shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Texas Business Organizations Code, the corporation's Certificate of formation, or these bylaws.

V.15 Manner of Voting. Voting at any meeting of the Board shall be by written ballot, a show of hands, or a polling of the voice vote of the directors, as necessary for an accurate indication of the votes exercised.

V.16 Proxies. Any director may vote by a proxy executed in writing by the director.

a. A photographic, photostatic, facsimile (fax), electronic transmission, or any combination of these methods or other similarly reliable reproduction, of a writing executed by the director entitled to vote by proxy will be treated as an execution in writing for the purposes of this Section.

b. An electronic transmission for purposes of this section is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined:

(1) that the electronic transmission was transmitted by the director; and
(2) the date on which the director transmitted the electronic transmission.

Unless the proxy is otherwise dated, the date specified in Section 5.16b(2) above is the date on which the proxy is considered signed.

c. No proxy will be valid after three months from the date of its execution. Each proxy will be revocable unless the writing granting the proxy expressly provides that the proxy will be irrevocable, or unless the proxy otherwise is made irrevocable by law.

d. No proxy will be valid with respect to a vote at any meeting unless it is filed with the Secretary of the corporation prior to or at the time of the meeting.

V.17 Majority Action as Board Action. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present at the time of the act is the act of the Board, unless the Texas Business Organizations Code, the corporation's Certificate of Formation, or these Bylaws require a greater percentage or different voting rules for approval of a matter by the Board. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

V.18 Compensation. Directors shall not receive any compensation for their services as Board members but the Board may authorize the payment of a reasonable fixed sum for expenses of attendance at any regular or special meeting of the Board.

V.19 Alternative Forms of Meetings.

a. Subject to applicable law, the corporation's Certificate of Formation, and these bylaws (including Section 5.12b(1)(b) above), the Board and any committee of the Board 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 of those means, if the telephone or other equipment or system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting.

b. If voting is to take place at the meeting, the corporation will:

(1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(2) keep a record of any vote or other action taken.

V.20 Action by Written Consent.

a. An action required to be taken at a meeting of the corporation's directors, including the election of directors and officers, or an action that may be taken at a meeting of the directors or a committee, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting, provided that:

(1) the Secretary of the corporation shall give advance written notice of the proposed action, in the manner provided by Section 5.12c above, to each person entitled to vote with respect to the matter that is the subject of the consent;

(2) the consent must state the date of each director's or committee member's signature;

(3) a written consent is effective to take the action that is the subject of the consent only if the consent is delivered to the corporation before the earlier of the first meeting of the directors at which a quorum is present following the date of the Secretary's notice of the proposed action and the 60th day following the date of the Secretary's notice of the proposed action; and

(4) prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

b. An electronic transmission of a consent by director or committee member to the taking of an action by the corporation is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined:

(1) that the electronic transmission was transmitted by the director or committee member; and

(2) the date on which the director or committee member transmitted the electronic transmission.

c. Unless the consent is otherwise dated, the date specified in Section 5.20b(2) above is the date on which the consent is considered signed.

d. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by director or committee member may be substituted or used instead of the original writing for any purpose for which the original writing could be used.

ARTICLE VI.
OFFICERS

VI.01 Officers. The officers of the corporation shall be a President, a President Elect, a Secretary, a Treasurer, and such other officers as the Board from time to time may designate and elect. New offices may be created and filled at any meeting of the Board. Any two or more offices, other than the offices of President, President Elect and Secretary, may be held by the same person.

VI.02 Qualifications. A person may be elected to the office of President or President Elect only if the person first has been elected or appointed to serve as a director of the corporation for a term that will not expire before the expiration of the person's terms as President and President Elect. A person may be elected to the office of President only if the person first has served as a director of the corporation for at least one year. No other person needs to have been a member of the Board before being elected to serve as an officer of the corporation, or needs to serve as a member of the Board during the time the person also will serve as an officer of the corporation.

VI.03 Election and Term of Office.

a. The officers of the corporation, including the person who shall serve as President, shall be elected annually by the Board at the Annual Meeting of the Board. If the election of an officer or officers shall not be held at such meeting, such election shall be held as soon thereafter as is conveniently possible.

b. Each officer shall be elected for a one-year term commencing upon his or her election, provided that each officer's term of office shall terminate upon the earlier of:

(1) the officer's death, resignation or removal in accordance with these bylaws; or

(2) the election of officers at the next Annual Meeting of the Board following the date upon which the officer's term commences.

c. Election of an officer does not by itself create contract rights.

VI.04 Removal.

a. The Board may vote to remove an officer at any time, whenever in its judgment the best interest of the corporation would be served thereby. A meeting to consider removing an officer may be called and noticed following the procedures provided in these bylaws for a regular or special meeting of the Board. The notice of the meeting shall state that the question of removing the officer will be on the agenda. An officer may be removed by the affirmative vote of a majority of the directors then in office, excluding any director who by such vote is to be removed as an officer of the corporation.

b. Removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

VI.05 Vacancies.

a. Causes. Vacancies in offices shall exist (1) on the death, resignation or removal of an incumbent officer, (2) on the expiration of a term of office, and (3) whenever the Board creates a new office pursuant to Section 6.01 above.

b. Filling Vacancies. Unless otherwise prohibited by the Texas Business Organizations Code, the corporation's Certificate of Formation, or these bylaws, vacancies in offices may be filled by the Board at any regular meeting or at any special meeting called for that purpose. Vacancies shall be filled as soon as practicable.

VI.06 Duties and Authorities of Officers.

a. President.

(1) The President shall:

(a) preside, if present, over all meetings of the Board and of the Executive Committee for which Section 7.01 of these bylaws provides;

(b) inform and support the Board and committees of the Board in carrying out their governance functions;

(c) promote consensus and active participation among and by the members of the Board for the sound and compliant governance of the corporation;

(d) in collaboration and coordination with the Executive Director, serve as an ambassador of the corporation and advocate its mission to internal and external stakeholders;

(e) sign, with the Executive Director or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the corporation.

(2) Except as otherwise expressly provided in this Section 6.06a the President shall have none of the responsibility and authority delegated by these bylaws or by the Board to the Executive Director for which Article VIII of these bylaws provides.

b. President Elect. The President Elect shall perform the duties of the President on the death, absence, or resignation of the President or on the inability of the President to perform the functions of office and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned to the President Elect by the Board.

c. Treasurer.

(1) If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine.

(2) The Treasurer shall:

(a) prepare, or cause to be prepared, and, as from time to time may be required by the Board, certify, or cause to be certified, the financial statements to be included in any required reports;

(b) prepare, or cause to be prepared, the corporation's annual IRS Form 990 (Return of Organization Exempt from Income Tax), including all required schedules, and distribute a draft of the Form 990 to the Board at least 10 days before any meeting of the Board at which the Treasurer's draft of the Form 990 is to be considered; and

(c) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the corporation's Certificate of formation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

d. Secretary. The Secretary shall:

(1) certify and keep at the principal office of the corporation the original or a copy of these bylaws, as amended or otherwise altered to date;

(2) keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of any committee of directors, recording therein the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including any written reports or other materials provided for consideration at such meetings;

(3) see that all notices are duly given in accordance with the provisions of these bylaws or as otherwise required by law;

(4) be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation;

(5) exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the Board, and, if applicable, meetings of any committee of directors;

(6) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of formation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

e. Other Officers. Other officers from time to time designated and elected by the Board pursuant to Section 6.01 above shall perform such duties as from time to time may be assigned by the Board.

VI.07 Compensation. The corporation may pay compensation, in such reasonable amounts as the Board from time to time determines, to the corporation's officers for services they provide to the corporation in their capacity as officers; provided, however, the corporation shall not pay compensation to any person for services the person provides in the person's capacity as President or President Elect of the corporation.

ARTICLE VII.
COMMITTEES

VII.01 Standing Committees of the Board. The standing committees of the Board shall be an Executive Committee, a Nominating Committee, and a Finance/Legal Affairs Committee.

a. Executive Committee.

(1) The Executive Committee shall be composed of the officers prescribed by Section 6.01 above, the Volunteer Mediator Representative for which Section 5.04c above provides, and the Executive Director for which Article VIII provides.

(2) The President shall be the chair of the Executive Committee.

(3) The Executive Committee shall meet at the discretion and call of the President or the Executive Director.

(4) The Executive Committee shall handle such matters as may be delegated to it by resolution of the Board. Any action taken by the Executive Committee shall be reviewed for ratification at the next regular meeting of the Board.

b. Nominating Committee.

(1) The Nominating Committee shall be composed of at least three persons, two of whom shall be members of the Board. The Board shall appoint, from among its members, the chair of the Nominating Committee and one other person, and the chair shall appoint all other members of the committee.

(2) The Nominating Committee shall meet at the discretion and call of the chair of the Nominating Committee.

(3) The Nominating Committee shall facilitate the appointment and election of directors and officers as provided in Articles V and VI above, and, prior to any meeting at which an election for directors or officers of the corporation is to be held, the Nominating Committee shall prepare, and deliver to the Secretary of the corporation and the Board, no later than 10

days before any such meeting, a list of nominees for vacant positions and, in the case of directors, the report required by Section 5.06a(2) above.

c. Finance/Legal Committee.

(1) The Finance/Legal Committee shall be composed of at least three persons, two of whom shall be members of the Board. The Board shall appoint, from among its members, the chair of the Finance/Legal Committee and one other person, and the chair shall appoint all other members of the committee.

(2) The Finance/Legal Committee shall meet at the discretion and call of the chair of the Finance/Legal Committee.

(3) The Finance/Legal Committee shall be responsible for overseeing financial and legal affairs of the corporation, as directed by the Board.

VII.02 Other Committees.

a. Other Committees of the Board may be designated by a resolution adopted by a simple majority of the directors present at a meeting at which a quorum is present.

b. Each such committee shall be composed of at least three persons, at least one of whom shall be a director of the corporation.

c. The Board shall appoint the chair of each such committee from among its members, and the chair may appoint the other members of the committee.

d. Each such committee shall handle such matters as may be delegated to it by resolution of the Board.

VII.03 Term of Office. Members of committees who the Board has authority to elect or appoint shall be elected or appointed at each Annual Meeting for a term that ends at the next Annual Meeting of the directors of the corporation and until a successor is appointed unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Committee members may serve more than one term.

VII.04 Removal. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

VII.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

VII.06 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII.
EXECUTIVE DIRECTOR

VIII.01 Responsibilities. The Executive Director is the principal executive of the corporation and, except as otherwise provided in the Executive Director's job description, as determined from time to time by the Board, the Executive Director shall be responsible for:

a. the management of the corporation's programs and administrative activities under policies established by the Board;

b. hiring, managing, supervising, and motivating the staff of the corporation;

c. developing and managing policies to guide the corporation and programs to fulfill its charitable purpose;

d. developing a budget for the corporation's operations, submitting the budget to the Board for approval, and implementing the budget as approved by the Board;

e. keeping the Board and the Executive Committee informed;

f. attending meetings of the Board and the Executive Committee, and

g. signing such instruments as the Board by resolution from time to time may authorize by delegation of signature authority to the Executive Director.

VIII.02 Selection. The Executive Director shall be recruited by the Executive Committee and selected by the Board under such terms as the Board shall approve.

ARTICLE IX.
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

IX.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

IX.02 Checks and Drafts. All checks, drafts, or 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, employee or employees (e.g., the executive director), or other agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

IX.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

IX.04 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequest, or device for the general purpose or for any special purpose of the corporation.

ARTICLE X.
BOOKS, RECORDS AND ANNUAL REPORT

X.01 General. The corporation shall maintain current and accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures, in accordance with generally accepted accounting principles. The corporation shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director or director's agent or attorney for any proper purpose at any reasonable time.

X.02 Annual Financial Report. The Board annually shall prepare (or cause to be prepared) and approve a financial report for the corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants, and must include:

a. a statement of financial position;

b. a statement of activities;

c. a statement of functional expenses; and

d. a statement of cash flows.

X.03 Annual Tax Return. The Board annually shall review the corporation's IRS Form 990 (Return of Organization Exempt from Income Tax) as submitted by the Treasurer of the corporation pursuant to Section 6.06c(2)(b) above, direct that the Treasurer address any questions or concerns that may be raised by members of the Board with regard to the Form 990, direct that the Treasurer make or cause to be made such changes as the Board may specify, and direct that the Treasurer file or cause the IRS Form 990 to be filed as approved by the Board.

ARTICLE XI.
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XII.
AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Directors present at any regular meeting or at any special meeting, if at least seven days written notice is given to each Director of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XIII.
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

XIII.01 Liability. An officer or director of the corporation is not liable to the corporation or any other person for an action taken or omission made by the officer or director in the person's capacity as an officer or director unless the officer's or director's conduct was not exercised:

a. in good faith;

b. with ordinary care; and

c. in a manner the officer or director reasonably believes to be in the best interest of the corporation.

XIII.02 Indemnity. The corporation shall defend, indemnify and hold harmless the directors and officers of the corporation to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the corporation or to another organization or enterprise at the corporation's request. This defense and indemnification obligation shall include, but not be limited to, any alleged act or omission of the directors and officers. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The corporation may at any time, to the extent authorized by the Board, take such steps as may be deemed appropriate by the corporation, including purchasing and maintaining insurance, entering into contracts (including, without limitation, contracts of defense or indemnification between the corporation and its directors and officers), creating a trust fund, granting security interests or using other means to insure the payment of such amount as may be necessary to effect the corporation's obligation to defend and indemnify the directors and officers. These obligations will survive any amendment or repeal of this Article, with respect to any act or omission occurring prior to the time of such repeal or modification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer or former director may be entitled under any by-law, agreement, insurance policy or otherwise. The corporation will take reasonable steps to ensure that any insuring agreements covering this obligation will have appropriate endorsements to effect the provisions of this paragraph.