

**BYLAWS OF  
WHEELER CHAMBER OF COMMERCE**

**ARTICLE 1 - OFFICES**

**1. REGISTERED OFFICE AND AGENT**

The registered office and registered agent of the Corporation shall be as set forth in the Corporations Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

**2. PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 501 South Alan L. Bean Boulevard, Wheeler, Texas 79096, provided that the Board of Directors shall have the power to change the location of the principal office.

**ARTICLE II – MEMBERS**

**1. CLASSES OF MEMBERS**

The Corporation shall have four (4) classes of members. Members must meet the following qualifications for membership: applying for membership in the Corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time by designated by the Board of Directors. All members will serve on at least one committee.

**MEMBERSHIP CLASSES:**

- a. Big Business/Corporate
- b. Local Business
- c. Friend of the Chamber
- d. Youth Ambassador

## **2. ELECTION OF MEMBERS**

**Chamber Members shall be approved by the Board of Directors at the Annual Board meeting. An affirmative vote of greater than 51% of the Board of Directors is required for membership.**

## **3. TERMINATION OF MEMBERSHIP**

**The Board of Directors, by affirmative vote of more than 51% of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.**

## **4. RESIGNATION**

**Any member may resign by filing a written resignation with the Chamber Secretary.**

## **5. REINSTATEMENT**

**Upon written request signed by a former member and filed with the Chamber Secretary, the Board of Directors may, by the affirmative vote of 51% of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.**

## **6. TRANSFER OF MEMBERSHIP**

**Membership in this Corporation is NOT transferable or assignable.**

## **7. PLACE OF MEETING**

**The Board of Directors may designate any place within Wheeler County.**

## **8. REGULAR MONTHLY MEETINGS**

**Monthly meetings will be scheduled for the first or second Tuesday of each month, if feasible, at a location to be announced with the meeting date. Written or printed (including all electronic means of notification, email, text, etc.) notice stating the place, day, and hour of the meeting and, the purpose or purposes for which the meeting is called, shall be given not less than three (3) nor more fourteen (14) days before the date of the meeting. The President, Secretary, Officers or Board of Directors may call the meeting.**

## **9. ANNUAL MEETING**

The annual meeting of members shall be held in March of each year. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation.

## **10.SPECIAL MEETINGS**

Special meetings of the members may be called by the President, Executive Director, Officers, the Board of Directors.

Special meetings of the Board of Directors may be called by the members of the Board, President and Executive Director.

## **11.VOTING OF MEMBERS**

Each member, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged or denied by the Certificate of Formation of these Bylaws, except our Youth Ambassadors.

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

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

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

## **12. QUORUM OF MEMBERS**

Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding One-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

## **13. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE.**

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, such date in any case may not be earlier than the 60<sup>th</sup> day before the date the action requiring the determination of members is originally to be taken.

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

#### **14.VOTING LISTS**

**After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names and address of all the voting members who are entitled to notice of the meeting.**

**Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.**

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

#### **15.ACTION BY MEMBERS WITHOUT MEETING**

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

**If the Corporations Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action**

at a meeting at which all of the members or members of the committee were present and voted.

An email, text or any common electronic communication by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

## **16.COMMITTEES OF THE MEMBERS**

The members, by resolution adopted by a majority of the members, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the members in the management of the Corporation, except as limited by the Certificate of Formation, these Bylaws or the Texas Business Organization Code. Each such committee shall consist of two or more members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the members of any responsibility imposed upon it or him by law.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed in the committee member's stead, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. 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. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the members.

## **ARTICLE III – DIRECTORS**

### **1. BOARD OF DIRECTORS**

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors shall reside within fifty (50) miles of Wheeler, Texas.

### **2. NUMBER AND ELECTION OF DIRECTORS**

The number of directors shall be four (4) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent member.

At the annual meeting of members and at each annual meeting thereafter, the members shall elect directors. A director shall hold office until the next annual election of directors and until said director's successor shall have been elected, appointed or designated and qualified.

### **3. REMOVAL**

A director may be removed from office, with or without cause, by the persons entitled to elect, designate or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the director.

### **4. RESIGNATION**

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

## **5.VACANCIES AND INCREASE IN NUMBER OF DIRECTORS**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

## **6.ANNUAL MEETING OF DIRECTORS**

Following each annual meeting of members, the Board of Directors elected at such meeting shall hold an annual Board meeting at which they shall appoint officers, Committee Chairs and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

## **7.REGULAR MEETING OF DIRECTORS**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantial all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or



**amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.**

**Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.**

**Each member of a committee shall continue as such until the next annual meeting of the members 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 cease to qualify as a member thereof.**

**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.**

**Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.**

**Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.**

## **ARTICLE IV – OFFICERS**

### **1.NUMBER OF OFFICERS**

THE Officers of the Corporation shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer and such other officers and assistant offices as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

### **2.ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding three (3) years. All officers shall be limited to three (3) years in a specific office.

### **3.REMOVAL OF OFFICERS, VACANCIES**

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

### **4.POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may

be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

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

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

#### **5.PRESIDENT**

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

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

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors as prepared by the Executive Director at their meeting preceding the annual meeting of the members and to the members at their annual meeting.

## **6.VICE-PRESIDENTS**

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

## **7.SECRETARY AND ASSISTANT SECRETARIES**

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

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the Board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

## **8.TREASURER**

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

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer and or Executive Director shall keep and maintain the Corporation's

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

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

#### **9.EXECUTIVE DIRECTOR**

The Executive Director of the Corporation shall manage all of the day to day operations of the Corporation. The Executive Director shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Executive Director will perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe. The Executive Director will prepare operations report for the year for presentation by president at annual meeting and shall perform other duties as the Board may request.

## **ARTICLE V – INDEMNIFICATION AND INSURANCE**

### **1. INDEMNIFICATION**

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

### **2. INSURANCE**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, 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, employee benefit plan, other enterprise, or other entity, 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 him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. 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 obligation 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.

## **ARTICLE VI – MISCELLANEOUS**

### **1.WAIVER OF NOTICE**

WHENEVER ANY NOTICE IS REQUIRED TO BE GIVEN TO ANY MEMBER OR DIRECTOR OF THE Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **2.MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organization Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **3.SEAL**

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

### **4.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, and such authority may be general or confined to specific instances.

### **5.CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors. All checks require two authorized signatures.

### **6.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.

### **7.GIFTS**

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

### **8.BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A



member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, In person or by agent, accountant or attorney at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

## **9.FINANCIAL RECORDS AND ANNUAL REPORTS**

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

## **10.FISCAL YEAR**

The Fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year as determined by the Board of Directors.

# **ARTICLE VII – CONSTRUCTION**

## **1.PRONOUNS AND HEADINGS**

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

## **2.INVALID PROVISIONS**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable,

such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

**ARTICLE VIII – AMENDMENT OF BYLAWS**

The Board of Directors may amend or repeal these Bylaws. Or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organization Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed or adopted by the Board of Directors.

Adopted by the Board of Directors on \_\_\_\_\_ March, 2024

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member