

**RESTATED AND AMENDED BYLAWS
OF
AMIGOS LIBRARY SERVICES**

These Restated and Amended Bylaws ("Bylaws") govern the affairs of Amigos Library Services, a non-profit corporation ("Corporation") organized under the Texas Business Organizations Code, Chapter 22 ("Act").

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located at 4901 LBJ Freeway, Suite 150, Dallas, Texas 75244-6179. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES**

2.01. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2.02. Specific Purpose. Within the scope of, and in the furtherance of the purposes stated in Section 2.01, the Corporation shall also have the following purposes:

- a. To provide, via networking, the services of information-oriented organizations to libraries;
- b. To promote and provide programs for cooperative implementation of cost-effective procedures;
- c. To promote cooperative activity among all member institutions of the Corporation;
- d. To assist in the development of the full potential of libraries or groups of libraries in the network through planning, research, and development;
- e. To promote cooperation between the Corporation's network and other library networks or information-oriented organizations; and
- f. To increase and further the ease of access to, and use of, scientific, educational, and literary information by the general public through libraries.

- g. To engage in other purposes permissible under Texas law and Section 501(c)(3) of the Code.

ARTICLE 3 MEMBERS

3.01. Members. The Corporation shall have one or more classes of members.

a. Member in Good Standing. A library, library organization, or agency that: (1) meets the membership criteria established by the Board of Directors, (2) has a current membership contract with the Corporation, and (3) meets all contractual requirements for participation in the Corporation's network, including payment of all applicable fees and dues, shall be a voting Member in good standing of the Corporation.

b. Qualifications for Membership.

- i. The Board of Directors shall establish membership criteria and appropriate application procedures to be followed in applying for membership.
- ii. Any library, library organization, or library agency may apply to become a Member of the Corporation by submitting an application to the attention of the President and Chief Executive Officer.
- iii. An applicant shall become a Member of the Corporation upon the execution of a membership contract and upon payment in full of all applicable membership fees and dues.

c. Representative. Each Member shall register its official representative ("Representative") with the executive office of the Corporation, in writing or via electronic transmission. A Member may change its Representative from time to time; provided that, the change will only go into effect once the Member notifies the Corporation's executive office in writing or via electronic transmission. A Member may be represented at any meeting of members by a substitute representative from its institution, so long as the Member notifies the executive office of the Corporation of the substitution in advance of the meeting, in writing or via electronic transmission.

d. Dues and Fees. The Board of Directors may from time to time levy dues, fees and/or assessments upon the Members.

- i. These charges support the operations of the network and a development fund to investigate, create, and implement new products and services of the Corporation.
- ii. All Amigos administrative and development costs shall be recovered through a combination of membership dues, fees, assessments and charges for products and services, in such amounts to be determined not less often than annually by the Board of Directors.
- iii. The annual membership fee shall be set by a vote of the Members.
- iv. The method of collection and penalties for late or nonpayment of Member dues,

fees and assessments shall be determined by the Board of Directors.

e. Voting Rights.

- i. Thirty (30) days after being approved for membership by the Corporation, each member shall have one (1) vote on matters submitted to the membership.
- ii. A majority of Member votes shall decide any questions brought before Amigos, except as otherwise provided in the Restated Certificate of Formation, these Bylaws or an applicable statute. Members shall vote electronically on a reliable electronic election platform. Members shall be given instructions for the ballot with sufficient time to complete the ballot before the deadline. Electronic voting shall be conducted and completed prior to any meeting of Members.

f. Resignation. Any member may resign by delivering a written resignation to the President and Chief Executive Officer or any officer of the Board of Directors. Resignation shall not relieve the resigning institution of its obligation to pay fees, assessments, or other charges, if any, accrued and unpaid up to then.

g. Termination of Membership. The Board of Directors may terminate the membership of any member at any time for any reason or for no reason. Any terminated member may appeal the termination to the membership by filing a written statement with the secretary within thirty (30) days of the board's decision. Termination shall not relieve the resigning institution of its obligation to pay fees, assessments, or other charges, if any, accrued and unpaid up to then.

h. Quorum. Voting Members present electronically, in person, or via electronic ballot at any meeting of Members shall constitute a quorum.

i. Rights and Interest. Members shall be entitled to receive annual reports and other communications, publications, and services as may be deemed appropriate by the Board of Directors. Members shall be given notice of and may attend all meetings of Members. Representatives of the Members may participate on any standing or temporary committee of Members appointed by the Board or the Chair of the Board.

j. Autonomy & Limitation of Liability. No action of the Corporation may infringe upon the autonomy of Member institutions or limit the authority of governing boards of member institutions, nor shall any representative of a Member institution be held liable for any debts or actions incurred by the Corporation.

k. Participation in Service Categories. A Member may elect to participate in one or more service categories, as established by the Board of Directors. A Member shall meet all requirements for participation in a service category in order to be eligible to vote on actions affecting that category.

3.02. Regular Meetings.

a. Time & Place. A meeting of the Members for the transaction of business shall be held electronically or in person at least annually each fiscal year at a time and place determined by the Board of Directors.

b. Notice. This meeting shall be announced by written notice sent via United States

mail or email to each member by or at the direction of the Chair not more than sixty (60) nor less than thirty (30) days in advance of the meeting.

c. Annual Meeting. The Annual Meeting is the membership meeting. An Annual Meeting of the members shall be held at such place, or electronically, date and time as the Board of Directors shall determine. In conjunction with the Annual Meeting, the members shall elect the directors from the candidates offered by the Nominating Committee and conduct such other business as may be properly considered.

d. Voting List. At least thirty (30) day before the annual meeting, the Corporation shall approve an alphabetical list of the names of all members eligible to vote at the meeting.

3.03. Special Meetings.

a. Calling the Meeting. Special meetings may be called by the Board of Directors, or a petition signed by ten percent (10%) of the members.

b. Notice. Notice of any special membership meeting must state the purpose or purposes for which the meeting is called. Written notice shall be sent via United States mail or electronic message to each Member by or at the direction of the Chair not more than fifty (50) nor less than fourteen (14) days in advance of the meeting.

c. Purpose. Business to be transacted at any special meeting will be limited to that which is specified in the notice.

3.04. Region Served. Amigos is established and operated to serve the needs of libraries and related educational institutions.

3.05. Services to nonmembers. The services of Amigos shall be open and available, upon such terms and conditions as the Board of Directors shall determine, to librarians, library organizations, and other organizations who are not Members of Amigos. The Board may otherwise provide for participation and counsel from nonmembers in Amigos functions and activities.

ARTICLE 4 DIRECTORS

4.01. Management. The Board of Directors shall manage the Affairs of the Corporation.

4.02. Number, Qualifications, and Tenure of Directors.

a. Number. The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a board of not less than six (6) and not more than twelve (12) directors, provided that the number of directors shall not be decreased to less than six (6) and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

i. Nine (9) of these twelve (12) Directors ("Member Directors") shall be elected from among the Representatives of the voting Members.

ii. Three (3) of the twelve (12) Directors ("Independent Directors") shall be elected from among persons who are or have been active in civic, private, or institutional

management including, but not limited to, academic officials, state or local governmental officials, private corporation executives and community leaders. At least one (1) of these three (3) Directors shall have demonstrated experience and competence in fiscal affairs.

iii. The term "director" as used in these Bylaws refers collectively to Member Directors and Independent Directors.

b. Term. Each director shall serve for a term of three (3) years and their election shall be staggered so that one-third of the directors are elected each year. Thus, three (3) of the Member Directors and one (1) of the Independent Directors shall be elected each year. The maximum number of consecutive full three-year terms which a Director may serve is two (2). Any Director who has served two (2) consecutive full three-year terms shall be ineligible for election as a Director for a period of one (1) year beginning with the conclusion of the second consecutive three-year term, but is thereafter eligible for re-election as a Director.

c. Ex-officio Directors. The President and Chief Executive Officer shall serve as an ex officio, nonvoting member of the Board of Directors. Ex-officio Directors present at a duly called meeting shall not be counted towards a quorum.

4.03. Nomination of Directors. The Nominating Committee shall submit by United States regular mail or e-mail to the Members, at least thirty (30) days before the annual membership meeting, a slate of at least one (1) nominee for each vacancy on the Board of Directors. The Nominating Committee shall make every effort to afford representation by geographical area, library type, Member type, and management or fiscal expertise. Additional nominations may be made during the meeting by any Representative of a Member with the second of any other Representative.

4.04. Election of Directors. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the plurality vote of the Members. Directors shall be elected in conjunction with the Annual Meeting of the Members and as otherwise provided in these Bylaw. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director. Persons elected to the Board of Directors shall assume office at the first meeting of the Board of Directors following the election.

4.05. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Directors to elect the full authorized number of Directors to be voted for at any annual, regular, or special meeting of the Board of Directors at which any Director is to be elected. The Board of Directors may declare the office of a Director vacant if a court adjudges the Director incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days notice of election. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors (subject, however, to the limitations set forth in the Act). A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

4.06. Officers of the Board. The Officers of the Board shall be a Chair, Vice-Chair, Secretary, and Treasurer. The Board of Directors shall select these Officers of the Board at its first convened meeting following the annual membership meeting from among the twelve (12) voting directors (i.e., the Member and Independent Directors), each to serve in these capacities until the first convened meeting of the Board of Directors following the next annual membership meeting and until their successors are chosen and qualified, or until their earlier respective deaths, resignations, retirements, disqualifications or removals from office. Officers may be re-elected throughout their terms as Directors.

4.07. Chair of the Board. The Chair shall preside at all Amigos membership meetings and Board of Directors meetings. The Chair shall have general and active management of the Board of Directors and the affairs of Amigos and shall see that all orders and resolutions of the Board of Directors and of the membership are carried into effect. The Chair is responsible for calling regular and special meetings of Amigos Members and the Board of Directors for the transaction of business in accordance with the Restated Certificate of Formation and these Bylaws. The Chair may appoint ad hoc committees from time to time for the purpose of recommending action to the Board of Directors and of implementing any policies, plans and programs of the Board previously approved. The Chair shall be responsible for the conduct of elections and shall designate tellers for the purpose of counting ballots.

4.08. Vice-Chair of the Board. When the Chair is absent, is unable to act, or refuses to act, a Vice-Chair may perform the duties of the Chair. When a Vice Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair. If there is more than one Vice Chair, the Vice Chair shall act in place of the Chair in the order of the votes received when elected. A Vice Chair shall perform other duties as assigned by the Chair or Board of Directors.

4.09. Secretary of the Board. The Secretary shall take minutes, including the recording of all votes, of the meetings of the Members and of the Board of Directors and keep the Board approved minutes as part of the corporate records. The Secretary shall determine the presence of a quorum at both Member and Board meetings.

4.10. Treasurer of the Board. The Treasurer shall arrange for the continued management of Amigos' financial affairs with the advice of the Board of Directors. This shall include responsibility for adequate control procedures in the receipt and disbursement of monies. The Treasurer shall arrange financial statements and reports as required by the Board. The Treasurer shall obtain an independent audit of Amigos books of account by a certified public accountant and present such audit to the Board of Directors. The Board of Directors may require that the Treasurer of the Board and the Treasurer of the Corporation give bond, at corporate expense, for the faithful discharge of these duties and in such sum and with surety or sureties as the Board of Directors shall determine. Any or all of the duties of the Treasurer may be delegated to one or more appointive officers or employees of the Corporation upon the approval of such delegation by the Board of Directors of the Corporation.

4.11. Assistant Officers. The Board of Directors may appoint one or more Assistant Secretaries of the Board and one or more Assistant Treasurers of the Board. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary of the Board, and any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer of the Board; provided, however, that the positions of Assistant Secretary and Assistant Treasurer are not entitled to vote at Board meetings. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an Assistant Secretary or an Assistant Treasurer in

place of the Secretary of the Board or the Treasurer of the Board, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively.

4.12. Regular Meeting. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time meetings or conference calls.

4.13. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

4.14. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

4.15. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

4.16. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

4.17. Conduct of Meetings. At every meeting of the Board of Directors, the Chair shall preside, and if not, the Vice-Chair. The Secretary of the Corporation shall act as Secretary of the Board of Directors, unless the Board determines otherwise. When the Secretary is absent from any meeting, the Chair, or the person presiding, may appoint any person to act as Secretary of the meeting.

4.18. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Articles of Incorporation (or Certificate of Formation), or these Bylaws. In particular, the Board shall, when appropriate, approve program objectives, policies, and annual budgets for the accomplishment of the purposes of Amigos.

4.19. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial

statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.20. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or electronic mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

4.21. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

4.22. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. 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 decision of the Board of Directors.

4.23. Compensation. Directors may not receive salaries for their services as a director. A Director may serve the Corporation in any other capacity and receive compensation for those services. A Director may be reimbursed expenses incurred by him to attend a Corporation's meeting.

4.24. Removal of Directors.

a. Without Cause. The Members may, by a majority vote, remove a Director at any time, with or without good cause. A meeting to consider the removal of a Director may be called and without notice to the Members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda.

b. Removal of Member Director. Notwithstanding Section 4.24(a), if a Member Director ceases to be the Representative of a particular Member institution, then that Director shall immediately be removed from the office of Member Director. No vote is necessary for this action, and no advance notice is required. In addition, the Board of Directors may take action to remove a Director for three (3) or more consecutive and unexcused absences from meetings of the Board.

c. Removal of Independent Director. Notwithstanding Section 4.24(b), if any Independent Director becomes affiliated with a Member institution, that Independent Director shall immediately be removed from the office of Independent Director. No vote is necessary for this action, and no advance notice is required. In addition, the Board of Directors may take action to remove an Independent Director for three (3) or more consecutive and unexcused absences from meetings of the Board.

4.25. Advisory Directors. The Board of Directors may elect advisory directors as they see fit. The Advisory Directors shall not have a vote, but may attend all Board of Director meetings and participate in the discussion like the regular directors, unless the Board determines otherwise.

ARTICLE 5 OFFICERS OF THE CORPORATION & STAFF

5.01. Officer Positions. The officers of the Corporation shall be a President (called by this Corporation, "Chair"), a Vice Chair, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except the offices of President and Secretary may not be held by the same person.

5.02. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage 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.

5.03. Election and Term of Office. The Board of Directors at its first meeting of the fiscal year, shall elect the officers of the Corporation. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

5.04. Removal. The Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

5.05. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

5.06. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term.

5.07. President and Chief Executive Officer. The President and Chief Executive Officer ("President-CEO") of the Corporation shall be an ex-officio, nonvoting member of the Board of Directors. The President-CEO shall supervise and control all of the business and affairs of the Corporation, except where specifically reserved to the Board of Directors and consistent with the Restated Certificate of Formation, Bylaws and official policies of Amigos. In the absence or disability of the President-CEO, the duties of the President-CEO position and the powers of such position may be exercised by a person or persons designated by a majority vote of the entire Board of Directors. Specific duties shall include, but are not limited to, the following:

a. The President-CEO shall prepare and recommend all annual budgets to the Board of Directors.

b. The President-CEO shall be responsible to the Board of Directors for all program determination and development.

c. The President-CEO shall report directly to the Board of Directors, and at meetings of the Board shall present fiscal and progress reports of Amigos activities in addition to a written annual report.

d. The President-CEO shall regularly inform the Members of Amigos concerning financial matters and administrative responsibilities and on the general status and progress of the activities of Amigos. The President-CEO shall carry out this duty at membership meetings, by circulation of the minutes of the Board of Directors meetings, by newsletters or any other appropriate means.

e. The President-CEO shall be responsible for making grant applications to funding agencies and for generating support in various forms from the private sector.

f. The President-CEO shall recommend the assessment of membership dues and fees to the Board of Directors for approval.

g. The President-CEO may negotiate agreements and contracts with various groups and outside agencies, and may establish operational and technical relationships for the Corporation. All contracts and agreements must conform with the official Administrative Policies established by the Board of Directors.

h. The President-CEO shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President-CEO.

5.08. Treasurer. The Treasurer of the Corporation shall be responsible for the following:

- a. Charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Receipt and provision of receipts for moneys due and payable to the Corporation from any source.
- c. Deposit of all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors, the Chairman or the President.
- d. Write checks and disburse funds to discharge obligations of the Corporation.
- e. Maintain the financial books and records of the Corporation.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the President or by the Board of Directors.
- h. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- i. Perform all the duties incident to the office of Treasurer.

5.09. Secretary. The Secretary of the Corporation shall be responsible for the following:

- a. Giving, or delegating the instructions for giving all notices as provided in the Bylaws or as required by law.
- b. Maintain custody of the corporate records and of the seal of the Corporation.
- c. Affix the seal of the Corporation to all documents as authorized.
- d. Keep a register of the mailing address of each Director, officer, and employee of the Corporation.
- e. Perform duties as assigned by the President or by the Board of Directors.
- f. Perform all duties incident to the office of Secretary.

5.10. Assistant Officers. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant

treasurer, respectively.

5.11. Salaries. The salaries of the President-CEO and staff shall be fixed by, or in accordance with the directions of, the Board of Directors. All salaries shall be reasonable compensation for services rendered or to be rendered to the Corporation.

5.12. Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

5.13. Staff. Amigos shall maintain a staff of employees sufficient in number and skill level to accomplish the purposes of Amigos. The President and Chief Executive Officer shall have the authority and responsibility for selecting, hiring, evaluating, suspending or dismissing such staff. Such staff shall perform all duties as assigned to them by the President and Chief Executive Officer or the President and Chief Executive Officer's designee(s). The President and Chief Executive Officer shall recommend staff compensation, subject to Board approval in the annual budget process.

ARTICLE 6 COMMITTEES OF THE BOARD OF DIRECTORS

6.01. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- a. Amend the Articles of Incorporation (Certificate of Formation).
- b. Adopt a plan of merger or a plan of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- d. Authorize the voluntary dissolution of the Corporation.
- e. Revoke proceedings for the voluntary dissolution of the Corporation.
- f. Adopt a plan for the distribution of the assets of the Corporation.
- g. Amend, alter, or repeal the Bylaws.
- h. Elect, appoint, or remove a member of a committee or a Director or officer of the

Corporation.

i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.05, below.

j. Take any action outside the scope of authority delegated to it by the Board of Directors.

6.02. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.03. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. Except for the Budget and Finance Committee, the chair and vice-chair shall be elected by the members of the committee or appointed by the Chair of the Corporation. The chair of the committee shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

6.04. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

6.05. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

6.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.07. Compensation. Committee members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

6.08. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

6.09. Executive Committee. The Officers of the Board described in Section. 4.06 shall constitute the Executive Committee of the Board of Directors. The President and Chief Executive Officer shall serve as an ex officio, nonvoting member of the Executive Committee. During intervals between meetings of the Board of Directors, the Executive Committee may exercise all powers of the Board except for those powers expressly stated in Section 6.01.

6.10. Nominating Committee. The Chair shall appoint a Nominating Committee of up to three (3) official representatives of Members. The responsibilities of the Nominating Committee are described in Section 4.03 of these Bylaws.

6.11. Budget and Finance Committee. The Treasurer shall chair the Budget and Finance Committee. This committee shall consist of the Treasurer and at least two (2) other committee members appointed by the Chair as recommended by the Treasurer, and is responsible to the Board for financial resource management in the following areas:

- a. Assisting the Chief Financial Officer in oversight of the day-to-day investments of Amigos and developing and reviewing short- and long-term investment guidelines and opportunities.
- b. Advising the Treasurer in the review of the proposed annual budget.
- c. Attending and representing the Board at the annual budget review.

ARTICLE 7 TRANSACTIONS OF THE CORPORATION

7.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

7.03. 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.

7.04. Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

7.05. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- a. The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

b. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

c. The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote.

7.06. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors no Director, officer, or committee member of the Corporation shall:

a. Do any act in violation of the Bylaws or a binding obligation of the Corporation.

b. Do any act with the intention of harming the Corporation or any of its operations.

c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

d. Receive an improper personal benefit from the operation of the Corporation.

e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

f. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

g. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

h. Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 BOOKS AND RECORDS

8.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

b. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.

c. Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

d. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.

e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.

f. A financial statement showing the income and expenses of the Corporation for the most recent fiscal years.

g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

h. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

8.02. Inspection and Copying.

a. Right to Inspect. Subject to paragraph 8.02(b) below, a director or officer or member of the Corporation, on written demand stating the purpose of the demand, may examine and copy at the director, officer, or member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the Corporation relevant to that purpose. The Board of Directors may establish reasonable fees and policies for copying the Corporation's books and records requested. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

b. Protection of Proprietary Information. To protect the interests of the Corporation, the Corporation may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the director, officer or member requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of proprietary or confidential books and records inspected or copied.

c. Public Inspection. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 9 FISCAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of Amigos shall be from July 1 of one calendar year to June 30 of the following calendar year.

ARTICLE 10 INDEMNIFICATION

10.01. When Indemnification is Required, Permitted, and Prohibited.

a. The Corporation shall indemnify a Board of Directors member, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this Article, an agent includes one who is or was serving at the request of the Corporation as a Board of Directors member, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.

b. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation under Section 10.01(a).

c. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

d. The Corporation shall pay or reimburse reasonable expenses incurred by a Board of Directors member, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

e. In addition to the situations otherwise described above, the Corporation may indemnify a Board of Directors member, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 10.01(c), above.

f. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

g. If the Corporation indemnifies a person under the Bylaws, the person may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02. Procedures Relating to Indemnification Payments.

a. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically: (1) determine that indemnification is permissible, (2) authorize indemnification, and (3) determine that expenses to be reimbursed are reasonable, except as provided in Section 10.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

i. Majority vote of a quorum consisting of Board of Directors members who, at the time of the vote, are not named defendants or respondents in the proceeding.

ii. 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 Board of Directors members, consisting solely of two or more Board of Directors members who at the time of the vote are not named defendants or respondents in the proceeding.

iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in Section 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board of Directors members.

b. The manner in which the Corporation determines whether indemnification is permissible shall be the same manner in which the Corporation authorizes indemnification and determines that expenses to be reimbursed are reasonable. However, if the determination that indemnification is permissible is made by special legal counsel under Section 10.02(a)(iii), above, then the authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by either Section 10.02(a)(i) or Section 10.02(a)(ii), above.

c. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Section 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

d. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The written undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 11 NOTICES

11.01. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, member or a committee member of the Corporation may be given electronically and in any other manner allowed by the Act. Notice of a meeting that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Corporation; and (2) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice may give notice by any means authorized by the Act or these Bylaws.

11.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12 SPECIAL PROCEDURES CONCERNING MEETINGS

12.01. Meeting by Electronic Means. The Board of Directors, the members, and any committee of the Corporation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other or otherwise communicate concurrently. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

ARTICLE 13 AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, revised or repealed by the Members in conjunction with any meeting of the membership by at least a two-thirds (2/3) vote of the voting Members present electronically or in person and voting.

Notice of proposed amendments, revisions, repeals or other alterations to these Bylaws shall be given to the membership by the Chair not more than sixty (60) nor less than thirty (30) days in advance by the notice of the meeting at which the alteration will be considered.

Proposed amendments must be submitted to the Chair sufficiently in advance as to permit the mailing or e-mailing of notice within the required time frame.

ARTICLE 14 REPRESENTATION

Representation of Amigos in another organization or entity with similar or related purposes in which it is entitled to participate shall be consistent with the bylaws of that organization. When such participation is to be by elected representatives of the Amigos membership, the nomination and election of such representatives will be at the direction of the Chair. Election by mail ballot or electronic means may be used for these elections if the election must take place at a time other than a scheduled meeting of the membership.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

15.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

15.05. Seal. The Board of Directors may provide for a corporate seal.

15.06. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

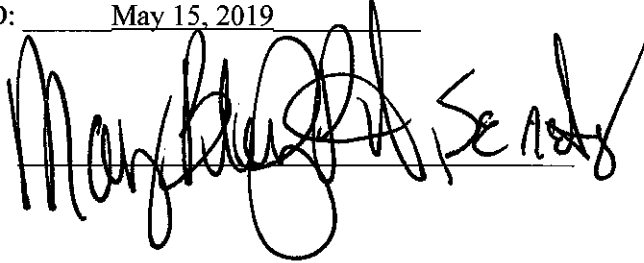
15.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

15.08. Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail) of Board members, officers, committee members, and any member, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the individual submits a prior written refusal to conduct any or certain transactions by electronic means.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of twenty-one (21) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors and Membership at a meeting held on May 15, 2019.

DATED: May 15, 2019

A handwritten signature in black ink, appearing to read "Mary Blankenship Pointer", written over a horizontal line.

Mary Blankenship Pointer
Secretary of the Corporation