

BYLAWS

OF THE

AUSTIN CHAPTER

OF THE

TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

ARTICLE I - NAME AND PURPOSE

Section 1 - The name of this organization shall be the Austin Chapter of the Texas Society of Certified Public Accountants. It is sometimes referred to in these Bylaws as the "Chapter."

Section 2 - The purpose of the Chapter is to provide resources to enhance and support opportunities for members to prosper in a changing environment.

ARTICLE II - MEMBERSHIP

Section 1 - The qualifications for membership in the Chapter shall conform to the Bylaws provisions of the Texas Society of Certified Public Accountants (TXCPA).

Section 2 – A Certified Public Accountant otherwise eligible for membership in this Chapter but who does not reside or maintain his/her principal office in this Chapter district may become a member of this Chapter if his/her application for secondary membership is approved by the Executive Board and payment of dues is made.

ARTICLE III - TERMINATION OF MEMBERSHIP

Section 1 - Any member of the Chapter who is dropped from membership in TXCPA for nonpayment of dues or assessments, or expelled or suspended from membership, shall automatically, and without notice, cease to be a member of the Chapter.

Section 2 - Any TXCPA member who holds a secondary membership in the chapter and does not pay dues, assessments, or any other indebtedness to the Chapter for a period of 60 (sixty) days after such has become due and after notice has been given, shall forfeit membership unless payment is made within 30 (thirty) days after final delinquency notice is mailed to the last known address of the member. A member who has forfeited membership may be reinstated upon payment of the regular annual dues plus any indebtedness to the Chapter.

Section 3 - Termination of membership in the Chapter, by either party, shall conform to the Bylaws of TXCPA.

ARTICLE IV - DUES ASSESSMENTS

Section 1 - Annual dues for chapter membership shall be recommended by the chapter Executive Board and adopted by a majority vote of members at the annual meeting at which officers are elected, to be effective for the next fiscal year. The secretary shall issue notice of such meeting in accordance with these Bylaws.

Section 2 - The fiscal year of the Chapter shall correspond to that of TXCPA.

Section 3 - Dues shall be payable in advance of the fiscal year.

Section 4 - Honorary members of the Chapter or of TXCPA, past-presidents and past-chairs of the TXCPA, and any other member upon recommendation of the Executive Board, shall be exempt from paying Chapter dues or assessments.

Section 5 - The Chapter, by a majority vote of the members present at the annual meeting at which officers are elected, may levy a per capita assessment for any specific purpose not exceeding the amount of the annual dues for that fiscal year.

ARTICLE V - EXECUTIVE BOARD

Section 1 - The affairs of the Chapter shall be administered by the Executive Board, subject to budgets and strategic plans established as provided in these Bylaws. The voting members of the Executive Board shall be composed of the duly elected officers of the Chapter. In addition, the Chair of the Oversight Council shall be voting member and the immediate past president shall serve as an ex officio, non voting member of the Executive Board and shall receive all notices of, and be entitled to attend, all meetings of the Executive Board. All members of the Chapter Executive Board must be members in good standing with TXCPA and be a licensed CPA.

Section 2 - The term of office of the Executive Board members shall be one (1) year. Members may be elected to more than one (1) term in office if they otherwise qualify in accordance with Section 1 of this Article.

Section 3 - Officers shall be nominated and elected in accordance with these Bylaws.

Section 4 - The tenure of office of the Executive Board members shall be concurrent with the tenure of office of the officers of the TXCPA.

Section 5 - The resignation of any Executive Board member shall be effective on the date of acceptance by the Executive Board. Absence from three (3) consecutive meetings of the Executive Board, failure of any Executive Board member to perform the duties applicable to that Executive Board member as provided herein, or conduct which is, or is likely to be, harmful or prejudicial to the Chapter or the TXCPA, may be sufficient cause to terminate Executive Board membership. Termination of any person's Executive Board membership shall require the affirmative vote or written consent of at least 75 percent of the voting members of the Executive Board and at least 75 percent of the voting members of the Oversight Council.

Section 6 - The Executive Board shall meet at such time and place as may be specified by the president, or whenever convened by call by a majority of the voting members of the Executive Board, provided that written notice stating the purpose of the meeting is furnished to all Executive Board members and Oversight Council members at least five (5) days in advance. Special meetings may be called via electronic notice at least one business day in advance. Any Chapter member shall be entitled to attend and observe any meeting of the Executive Board. The Executive Board shall keep minutes of its proceedings and provide such minutes to the Oversight Council.

Section 7 - The Executive Board shall have power to recommend Chapter members to fill an interim vacancy of any Executive Board office (as hereinafter provided); shall carry out purposes of the Chapter as expressed in its articles of incorporation, Bylaws and resolutions, except where such duties are specifically delegated to others; shall exercise control over the Chapter's monies and properties; shall create and approve appointment of committees in accordance with these Bylaws; shall publish the Chapter's year-end financial statements no later than the subsequent annual meeting; and shall keep a complete record of its actions and publish a condensed report thereof. Upon selecting a person to recommend for filling an interim vacancy in any officer position, the Executive Board shall give prompt

notice to the members of the Oversight Council and the Oversight Council shall have fifteen (15) days in which to vote to approve or disapprove such recommendation and to notify the Executive Board of its decision. If the Oversight Council votes to disapprove any such recommendation, then the Executive Board may (i) choose to leave such position vacant for the remainder of the term of that office, or (ii) recommend another person for the Oversight Council's consideration. In the event a vacancy exists in four (4) or more offices at any given time, then the Oversight Council shall have authority to fill such vacancies without consideration of, or need for, Executive Board recommendations.

Section 8 - One-half of the voting members of the Executive Board constitute a quorum. The attendance of the president shall count towards determining the presence of a quorum, but the president shall only vote in the event of a tie vote amongst the other voting members of the Executive Board.

ARTICLE VI - OVERSIGHT COUNCIL

Section 1 - The Oversight Council acts in an advisory capacity to the Executive Board and shall approve the annual budgets and strategic plan. The Oversight Council shall consist of all members of the Chapter who are then directors of TXCPA, one (1) member at-large for each 250 Austin Chapter members, and the immediate past-president of the Executive Board. All members at-large of the Austin CPA Chapter TXCPA Austin Oversight Council must be members in good standing with TXCPA and be a licensed CPA, with up to two (2) non-voting student(s) or candidate member(s) that may be appointed by nominations committee.

Section 2 - The term of office for the Oversight Council members who are directors of TXCPA shall be concurrent with their terms as directors, and the term of office for all other Oversight Council members shall be concurrent with the terms of office for the Executive Board members; subject in each case to continued service or re-election if they otherwise qualify in accordance with Section 1 of this Article.

Section 3 - At-large members shall be nominated and elected in accordance with these Bylaws.

Section 4 - The resignation of any Oversight Council member shall be effective on the date of acceptance by the Oversight Council. Absence from two (2) consecutive meetings of the Oversight Council, failure of any Oversight Council member to perform the duties applicable to that Oversight Council member as provided herein, or conduct which is, or is likely to be, harmful or prejudicial to the Chapter or TXCPA, may be sufficient cause to terminate Oversight Council membership. Termination of any person's Oversight Council membership shall require the affirmative vote or written consent of at least 75 percent of the voting members of the Executive Board and at least 75 percent of the voting members of the Oversight Council.

Section 5 - At the first meeting of the Oversight Council each year, the Oversight Council members shall elect a Chair and Vice-Chair from among their members. The Oversight Council shall meet at such time and place as may be specified by the Chair, or whenever convened by a majority of the members of the Oversight Council, provided that written notice stating the purpose of the meeting is furnished to all Oversight Council members at least five (5) days in advance. Special meetings may be called via electronic notice at least one business day in advance. The Oversight Council shall keep minutes of its proceedings.

Section 6 - The Oversight Council shall have the power to fill any interim vacancy of any at-large member and chapter-elected director of TXCPA; shall review minutes from Executive Board meetings;

shall provide advice and feedback to the Executive Board; and shall participate in the strategic planning and budgeting process of the Chapter as provided in these bylaws.

Section 7 - One-third of the members of the Oversight Council constitute a quorum. Student and candidate members do not have voting rights.

Section 8 - The Chair shall preside at all meetings of the Oversight Council. In the absence of the Chair, the Vice-Chair or another member of the Oversight Council selected by the Oversight Council, or appointed by the Chair, shall preside in the Chair's stead.

ARTICLE VII - OFFICERS

Section 1 - The officers of the Chapter shall be a president, president-elect, treasurer, treasurer-elect, Manager vice-president of Community Involvement, vice president of Member Services, vice president of Education and Leadership, and secretary, all of whom shall be members in good standing in the Chapter, except for the secretary. The Executive Director will serve as secretary as affirmed annually by the Executive Board.

Section 2 – All officers, except the secretary, shall be elected by a majority vote of the members in attendance at the annual meeting of the members. They shall take office at the beginning of the next fiscal year.

Section 3 - Tenure of the TXCPA Austin Chapter officers shall coincide with the tenure of officers of TXCPA. The term of office is one (1) year for each office.

Section 4 - The president shall preside at all meetings of the Chapter and the Executive Board, shall appoint, subject to approval of the Executive Board, such committees and task forces as are deemed necessary to accomplish the purposes of the Chapter, and shall coordinate all activities of the Chapter. In the absence of the president, the president-elect or another officer shall be selected by the Executive Board, or appointed by the president, to preside in the president's stead.

Section 5 - The president-elect shall become president in the fiscal year succeeding the year of service as president-elect.

Section 6 - The vice presidents shall perform all executive duties ordinarily pertaining to their offices or as delegated to them by the president or the Executive Board.

Section 7 - The secretary shall issue notice of all meetings of the Chapter and shall keep a record of all proceedings subject to the inspection of any member of TXCPA Austin on request.

Section 8 - The treasurer shall and (ii) have oversight of all the funds, accounts and fiscal affairs of the Chapter subject to review by the Executive Board or a committee appointed by the Executive Board. The treasurer shall make periodic reports to the Executive Board as requested and furnish a full statement of account within sixty (60) days after the close of the fiscal year and shall review tax returns and other required financial reports to be submitted to regulatory authorities.

Section 9 - In the event a Chapter officer is temporarily unable or unwilling to act, the Executive Board may appoint another officer(s) to perform the duties.

ARTICLE VIII - STRATEGIC PLANNING, BUDGETING AND JOINT MEETINGS

Section 1 - The Executive Board shall call a joint meeting between the Executive Board and Oversight Council for strategic planning purposes for each fiscal year of the Chapter. The meeting shall be held in the preceding fiscal year for purposes of strategic planning for the subject fiscal year. The meeting may also be held and conducted in conjunction with the annual meeting of members. All members of the Executive Board and Oversight Council will be given written notice of the time and location of the meeting. The time and location of the meeting will also be publicized generally to the members of the Chapter, by electronic means or otherwise, and any member of the Chapter will be entitled to attend. At the meeting, the Executive Board will solicit input and discussion from all attendees on strategic goals and specific projects to be pursued by the Chapter. No later than the first month of each fiscal year, the Executive Board and Oversight Council will adopt a strategic plan for the subject year, and publish such plan generally, by electronic means or otherwise, to the Chapter membership. The Executive Board and Oversight Council may adopt a strategic plan for a fiscal year in the prior fiscal year.

Section 2 - Any member of the Executive Board or Oversight Council may propose an amendment to the strategic plan by giving notice thereof to members of the Executive Board and the Oversight Council. If a majority of either the members of the Executive Board or the members of the Oversight Council votes to request a joint meeting to consider such proposal, then the two bodies shall meet jointly and a vote of the majority of the Executive Board members present and the Oversight Council members present shall be sufficient to approve and adopt any such amendment.

Section 3 - The Executive Board and Oversight Council shall adopt a budget no later than the first month of each fiscal year. The Executive Board and Oversight Council may adopt a budget for a fiscal year in the prior fiscal year. Any member of the Executive Board or Oversight Council may propose an amendment to the budget and the process for deliberating and voting with respect to any such amendment shall be the same as set forth above regarding proposed amendments to the strategic plan.

Section 4 - The Executive Board and Oversight Council shall meet jointly any time a majority of either such body elects to do so and, in such event, the presiding officer of the body so electing shall have the responsibility of publishing the notice and agenda of the meeting to the members of both bodies as otherwise provided in these bylaws for the publishing of notice for meetings of either the Executive Board or Oversight Council. To the extent that the Executive Board has established a regular meeting schedule, any joint meeting will be held at the time and location of the next regularly scheduled meeting, unless 75 percent of the voting members of either the Executive Board or Oversight Council elect otherwise. At any such meeting, the presiding officer of the body calling the meeting shall preside unless a majority of all members of both bodies then present shall select another presiding officer. At any joint meeting, the vote of a majority of both the Executive Board members present and the Oversight Council members present shall be deemed a vote binding on both bodies. Furthermore, if a joint meeting of the Executive Board and Oversight Council is duly called as provided for in these Bylaws, a quorum is present as provided below and there are no members present at such meeting from one of the bodies, then a vote of a majority of members of the one body represented at the meeting shall be binding on both bodies. Joint meetings shall not require separate quorums by each of the Executive Board and Oversight Council, and a majority of the total combined number of members of both bodies shall constitute a quorum for the conducting of business at any joint meeting.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1 - The Nominating Committee shall consist of seven (7) members and shall be chaired by the past-president of the Chapter. The past-president, president-elect and current president shall be members of the Nominating Committee. Three (3) members of the Nominating Committee will be nominated by the prior Nominating Committee and elected by Chapter membership and the remaining member will be elected by the Oversight Council from the members of the Oversight Council. The member elected by the Oversight Council shall be designated no later than the fourth month of the fiscal year in which that member will serve on the Nominating Committee. If the Oversight Committee does not designate its elected member by the timeframe set forth in the preceding sentence, the Nominating Committee will be deemed to consist of the other six members.

Section 2 - The Nominating Committee shall propose a slate of candidates consisting of a single nominee for each position. The vote of a majority of the members of the Nominating Committee shall constitute the action of the Nominating Committee. No later than the end of the sixth month of each fiscal year, the Nominating Committee shall certify to the secretary its nomination of officers, Oversight Council members at-large for the succeeding fiscal year, directors of TXCPA for the Chapter for the succeeding fiscal year and the three (3) elected Nominating Committee members for the succeeding fiscal year; and shall certify that all such nominees are members in good standing and have expressed willingness to serve. None of the nominees for any of the Executive Board positions shall be a member of the Nominations Committee.

Section 3 - The secretary shall publish the nominations to the members no later than December 15.

Section 4 - Additional nominations may be made from the floor of the annual meeting of members, by members in good standing.

Section 5 - Election of nominees shall be by a majority vote of the eligible members present at the annual meeting of members. When only one candidate is nominated for each position, the presiding officer may declare the slate elected by acclamation. When two or more candidates are proposed for any position, voting for each such position shall be by voice vote.

Section 6 - Upon a majority vote of either the Executive Board or the Oversight Council that any directors of TXCPA who are representatives of the Chapter have their TXCPA directorship terminated due to a pattern of non-attendance at TXCPA meetings at which the director has voting rights, whether in the capacity as a TXCPA director or TXCPA committee member, the Executive Board shall notify TXCPA of such chapter action.

ARTICLE X - COUNCILS AND COMMITTEES

Section 1 - The Nominating Committee and Oversight Council shall have standing status as provided in these Bylaws.

Section 2 - There shall be such councils, committees and task forces as the Executive Board designates. All councils, committees and task forces will continue, unless sunsetted by the Executive Board.

ARTICLE XI - CHAPTER MEETINGS

Section 1 - Regular meetings of the Chapter shall be held at a time and place designated by the president. Notice shall be issued at least five (5) business days before such meeting. Special meetings of the Chapter may be called at any time by the president, a majority of the Board of Directors or by the secretary at the written request of at least ten (10) eligible voting members of the organization. Notice shall be issued at least two (2) business days before a special meeting. No business may be transacted at any special meeting except that specified in the call therefore.

Section 2 - The regular annual meeting of the Chapter shall be held during the eighth month of each fiscal year.

Section 3 - The eligible voting members in good standing attending a regular or special meeting of the Chapter shall constitute a quorum, provided notice of the meeting has been given within the numbers of days before the meeting specified in Section 1. No proxies will be recognized at any meeting.

Section 4 - If the presiding officer at any Chapter meeting elects, the rules of procedure as set forth in Robert's Rules of Order shall apply to that meeting.

Section 5 - A majority vote of the eligible voting members present shall constitute a vote of the membership.

Section 6 - Any meeting of the chapter may be held by electronic means in which all or some of the members are not physically present at the place of the meeting but can participate in the conduct thereof by electronic equipment. Members will be considered to be present in person if their attendance is verified.

ARTICLE XII - AMENDMENTS

Section 1 - The Bylaws of the Chapter may be amended at any meeting of the Chapter, provided that (i) the proposed amendment has been approved for submission to a vote of Chapter members by each of the Executive Board and the Oversight Council, and (ii) written notice of the meeting has been provided to members at least thirty (30) days in advance and such notice clearly sets forth the substance of the proposed amendment or amendments.

Section 2 - An amendment to the Bylaws shall be adopted by a majority vote of the eligible voting members present at a duly called meeting of the Chapter and shall take effect after approval by the TXCPA Executive Board, as provided in TXCPA Bylaws.

ARTICLE XIII - CONFLICT AND INTERPRETATION

Section 1 - In the event any part of the Chapter Bylaws is or becomes in direct conflict with the Bylaws of TXCPA, then the Bylaws of TXCPA shall govern. This is not intended to mean these Bylaws may not differ from those of the TXCPA in ways that do not directly conflict.

Section 2 - The Executive Board shall have authority to interpret the provisions of these bylaws.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Section 1 - Personal Liability.

1.1 The directors, officers, and employees of the Chapter shall not, as such, be personally liable for the acts, debts, liabilities, or obligations of the Chapter.

1.2 A director or officer shall not be personally liable to the Chapter or for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of his or her position (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Chapter.

1.3 A director or officer of the Chapter, in the performance of his or her duties, shall not have any fiduciary duty to any creditor of the Chapter arising only from such creditor's status as a creditor of the Chapter.

1.4 No director or officer shall be personally liable for any injury to a person or property arising out of a tort committed by an employee, unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation.

Section 2 - Mandatory Indemnification.

The Chapter shall indemnify an individual who was wholly successful, on the merits, in the defense of any action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the individual was a party because the individual is or was a director or officer of the Chapter, or, while a director or officer, is or was serving at the Chapter's request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan, against reasonable expenses (including attorneys' fees) incurred by the individual in connection with such action, suit or proceeding. An individual entitled to indemnification under Article XIV, Section 2 is hereafter called "an individual covered by Article XIV, Section 2 hereof."

Section 3 - Optional Indemnification.

Except as provided in Article XIV, Section 4, the Chapter may (but shall not be obligated to) indemnify an individual made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, because the individual is or was a director, officer, employee, fiduciary, or agent of the Chapter, or an individual who, while a director of a nonprofit corporation, is or was serving at the nonprofit corporation's request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan, against liability incurred in such action, suit or proceeding, if (i) the individual's conduct was in good faith; (ii) the individual reasonably believed, in the case of conduct in an official capacity, that the conduct was in the Chapter's best interests, and in all other cases, that the conduct was at least not opposed to the Chapter's best interests; and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct was unlawful. Indemnification permitted under this Article XIV, Section 3 in connection with an action, suit, or proceeding by or in the right of the

Chapter is limited to reasonable expenses (including attorneys' fees) incurred in connection with such action, suit, or proceeding.

Section 4 - Exceptions.

No indemnification under Article XIV, Section 3 shall be provided to an individual (a) in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, by or in the right of the Chapter in which the individual was adjudged liable to the Chapter; or (b) in connection with any other threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, alleging that the individual derived an improper personal benefit, whether or not involving action in an official capacity, as defined in Texas Business Organizations Code ("TBOC") § 8.001(6) (as amended from time to time), in which such action, suit, or proceeding such individual was adjudged liable on the basis that such individual derived an improper personal benefit. The Executive Board is hereby authorized, at any time, to add to the above list of exceptions from the right of indemnification under Article XIV, Section 3, but any such additional exceptions shall not apply with respect to any event, act or omission which has occurred prior to the date that the Executive Board in fact adopts such exceptions. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Executive Board.

Section 5 - Advancement of Expenses.

Expenses incurred in connection with an action, suit, or proceeding described in Article XIV, Section 3 hereof may be paid by the Chapter in advance of a final disposition of such action, suit, or proceeding if (a) the individual who has been made party to such action, suit, or proceeding furnishes to the Chapter a written affirmation of such individual's good faith belief that they have met the standard of conduct described in Article XIV, Section 3; (b) the individual furnishes to the Chapter a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that such individual did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the TBOC or Article XIV, Section 4.

Section 6 - Continuation of Rights.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall continue as to an individual who has ceased to be a director or officer of the Chapter, and shall inure to the benefit of heirs, executors and administrators of such individual

Section 7 - General Provisions.

7.1 The Chapter shall not indemnify any individual under Article XIV, Section 3 unless such indemnification is authorized in the specific case after determination has been made that indemnification of the individual is permissible in the circumstances because the individual has met the standard of conduct described in Article XIV, Section 3. The Chapter shall not advance expenses to an individual under Article XIV, Section 5 unless authorized in the specific case after the written affirmation and undertaking required in Article XIV, Section 5 are received and the determination required by Article XIV, Section 5 has been made. The determinations required by Article XIV, Section 3, Article XIV, Section

5 and this Article XIV, Section 7 (7.1) shall be made (i) by a majority vote of those present at a meeting of the Executive Board at which quorum is present, in which only those directors not parties to the action, suit, or proceeding are counted to satisfy quorum; or (ii) if a quorum cannot be obtained in accordance with clause (i), by a majority vote of a committee of the Executive Board designated by the Executive Board, which committee shall consist of two or more directors not parties to the action, suit, or proceeding. In the event quorum cannot be obtained, and a committee cannot be established, as contemplated in the previous sentence, or, even if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination required to be made shall be made by independent legal counsel selected by a vote of the Executive Board or the committee in the manner specified above in this Article XIV, Section 7 (7.1) or, if a quorum of the full Executive Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority of the full Executive Board. If the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

7.2 The right of an individual covered by Article XIV, Section 2 hereof to be indemnified (i) may also be enforced as a contract right pursuant to which the individual entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Chapter and such individual; and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such individual) of this Article XIV with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

7.3 If a request for indemnification under Article XIV, Section 2 or for the advancement or reimbursement of expenses validly authorized pursuant to Article XIV, Section 5 is not paid in full by the Chapter within thirty (30) days after a written claim has been received by the Chapter together with all supporting information reasonably requested by the Chapter, the claimant may at any time thereafter bring suit against the Chapter to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Chapter's primary banker) and, if successful in whole or in part, the claimant also shall be entitled to be paid the expenses (including, but not limited to, attorneys' fees and costs) of prosecuting such claim. Neither the failure of the Chapter (including its Executive Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Chapter (including its Executive Board or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the TBOC or create a presumption that the claimant is not so entitled.

7.4 The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the directors or otherwise, both as to action in such director's or officer's official capacity and as to action in another capacity while holding that office.

7.5 Nothing contained in this Article XIV shall be construed to limit the rights and powers the Chapter possesses under the TBOC, or otherwise, including, but not limited to, the powers to purchase and

maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Chapter may otherwise have under applicable law.

7.6 The Chapter shall have the right to appoint the attorney for an individual covered by Article XIV, Section 2 hereof or for an individual covered by Article XIV, Section 3 hereof, provided such appointment is not unreasonable under the circumstances.

Section 8 - Insurance for Corporate Agents.

Except as may be otherwise provided under provisions of law, the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of an individual who is or was a director, officer, employee, fiduciary or agent of the Chapter, or who, while a director, officer, employee, fiduciary, or agent of the Chapter, is or was serving at the request of the Chapter as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of any domestic or foreign entity or of any employee benefit plan, against liability asserted against or incurred by the individual in such capacity or arising out of the individual's status as such, whether or not the Chapter would have the power to indemnify the individual against such liability under the Certificate of Formation, these Bylaws or provisions of law.

ARTICLE XV - NOTICE AND MEETING METHODS

Section 1 - Written notice or publication, where required by these Bylaws, may be mailed or transmitted in whatever manner or form the Executive Board designates.

Section 2 - Any meeting held pursuant to any provision of these Bylaws may be conducted by electronic, telephonic or such other means as may be allowed by applicable law.

Section 3 – Votes taken at any meeting may be conducted in person, electronically or such other means as may be allowed by applicable law.

Date of Adoption: _____

Signature of Secretary: _____