

BYLAWS OF TARRANT COUNTY ASSOCIATION OF MEDIATORS

ARTICLE 1 - NAME AND PURPOSE

Section 1.1 Name. In accordance with the Articles of Incorporation, which take precedence over these Bylaws, the name of this corporation is TARRANT COUNTY ASSOCIATION OF MEDIATORS. TARRANT COUNTY ASSOCIATION OF MEDIATORS may be referred to herein as “TCAM.”

Section 1.2 Purpose. TARRANT COUNTY ASSOCIATION OF MEDIATORS is a non-profit corporation organized for the following purposes: To promote the increased use of mediation to resolve all types of disputes; To provide support for the concepts of public dispute resolution centers and volunteer mediation; To provide an information exchange within the association and for the benefit of the public; To provide access to training and development; To promote a high standard of ethical behavior in the practice of mediation; To enhance the professional standing of all members of the association.

ARTICLE 2 - MEMBERSHIP

Section 2.1 Classes of Members. There shall be four classes of members in TCAM:

(a) Voting Member. A person shall be eligible to be a Voting Member of TCAM if that person has completed at least 40 hours of training in mediation techniques or has performed at least ten mediations. Any person who is eligible to be a Voting Member may become a Voting Member of TCAM by submitting a completed application form and by paying annual membership dues in accordance with the terms of these Bylaws. Any Voting Member who meets the above requirements shall be in good standing. A Voting Member in good standing may fully participate in the affairs of TCAM, may hold office, serve as an officer or director of TCAM, or serve as a chairman of a committee of TCAM, and shall be entitled to one vote on each matter submitted to a vote of the membership beginning at the next meeting following the date the Treasurer receives payment of that member’s first membership dues.

(b) Senior Practicing Member. A person shall be eligible to be a Senior Practicing Member of TCAM if that person is a Voting Member of TCAM in good standing, has completed at least 40 classroom hours of training in mediation techniques, has completed at least 24 classroom hours of training in mediation of disputes relating to the parent-child relationship (if the member participates in the mediation of such disputes), and has completed at least 100 hours of service as a mediator. Any person who is eligible to be a Senior Practicing Member may become a Senior Practicing Member of TCAM by submitting a completed initial application form which establishes the above eligibility requirements by self-certification or affidavit along with three letters of recommendation as described below and by paying initial Senior Practicing Membership fees in accordance with the terms of these Bylaws. The required letters of recommendation shall be from: mediators who have co-mediated with the person applying for Senior Practicing Membership, mediators who are staff members of a public dispute resolution center, or parties (or a representative of a party) to a mediation in which the person applying for Senior Practicing Membership served as a mediator.

Senior Practicing Membership expires and is renewable every two years. A Senior Practicing Member is eligible to renew Senior Practicing Membership if that person has during the previous two years: remained and continues to remain a Voting Member of TCAM in good standing, completed at least 16 hours of approved continuing mediation education with at least 4 of those hours devoted to ethics, and completed at least 50 hours of service as a mediator. Any Senior Practicing Member of TCAM may renew or reinstate Senior Practicing Membership by submitting a completed renewal application form which establishes the above renewal eligibility requirements by self-certification or affidavit and by paying renewal Senior Practicing Membership fees in accordance with the terms of these Bylaws.

Any Senior Practicing Member who is a Voting Member in good standing and who meets the above requirements shall be in good standing.

(c) Associate Member. A person shall be eligible to be an Associate Member of TCAM if that person is interested in the purposes of TCAM. Any person who is eligible to be an Associate Member may become an Associate Member of TCAM by submitting a completed application form and by paying annual membership dues in accordance with the terms of these Bylaws. Any Associate Member who meets the above requirements shall be in good standing. An Associate Member in good standing may fully participate in the affairs of TCAM except that an Associate Member shall not have the right to vote, hold office, serve as an officer or director of TCAM, or serve as a chairman of a committee of TCAM.

(d) Honorary Member. A person shall be eligible to be an Honorary Member of TCAM if that person is invited to be an Honorary Member by action of the Voting Members of TCAM. Any person who is eligible to be an Honorary Member may become an Honorary Member of TCAM by accepting the invitation in writing. No Honorary Member shall be required to pay membership dues unless that Honorary Member becomes an Associate Member, a Voting Member, or a Senior Practicing Member. Any Honorary Member who meets the above requirements shall be in good standing. An Honorary Member in good standing may fully participate in the affairs of TCAM except that an Honorary Member shall not have the right to vote, hold office, serve as an officer or director of TCAM, or serve as a chairman of a committee of TCAM.

Section 2.2 Membership Dues and Senior Practicing Membership Fees.

(a) The amount of annual dues shall be set by action of the Voting Members. The annual dues must be paid in advance and shall cover a calendar year period from January 1 through December 31 of each year. Any Voting Member or Associate Member whose annual dues have been received by the Treasurer by 5:00 o'clock p.m. on the first day of January shall be in good standing.

(b) All persons who become a Voting Member or Associate Member during a calendar year shall be required to pay dues for that calendar year. Such dues shall be paid at the time an application for membership is submitted and shall be in the amount of the full amount of the annual dues set by action of the Voting Members for such calendar year in accordance with Section 2.2 (a), above, if the application for membership is submitted on or before June 30 of the calendar year or shall be in the amount of one-half (1/2) of the amount of the annual dues set by action of the Voting Members for such calendar year if the application is submitted on or after July 1 of the calendar year.

(c) The amount of the initial Senior Practicing Membership fees and any renewal Senior Practicing Membership fees shall be set by action of the Voting Members. Senior Practicing Membership fees shall cover a calendar year period from January 1 through December 31 of the following year. All persons who become a Senior Practicing Member shall be required to pay the initial Senior Practicing Membership fees at the time an initial application for Senior Practicing Membership is submitted. All persons who renew Senior Practicing Membership shall be required to pay the renewal Senior Practicing Membership fees at the time a renewal application for Senior Practicing Membership is submitted.

Section 2.3 Charter Membership. Any person who becomes a Voting Member or an Associate Member on or before the date of the first official Annual Meeting shall be a Charter Member. No Charter Member shall be required to pay annual dues for the calendar year of 1992 in order to maintain good standing. Any other privileges and benefits of charter membership shall be determined by action of the Voting Members.

Section 2.4 Restriction on Individual Political Action. No member shall endorse on behalf of TCAM any political candidates or appointees, nor take any position on any political or social issues, except as authorized by action of the Voting Members.

Section 2.5 Denial of or Removal from Membership. A member may be removed from office or

expelled and membership thereby terminated or application for membership or for reinstatement of membership may be rejected for: (a) conviction of a felony involving moral turpitude; (b) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (c) expulsion from or suspension of membership in a professional association; (d) conviction of a misdemeanor involving theft, embezzlement, or fraudulent misappropriation of money or other property; (e) violation of the Articles of Incorporation, Bylaws, or any rules of TCAM; or (f) violation of any Code of Ethics which is adopted by TCAM. No such action may be taken until after review by an ad hoc Review Committee appointed by the Board of Directors. Such Review Committee shall give written notice to the member and shall give the member an opportunity to respond before the Review Committee. After hearing the final report of the Review Committee, a two-thirds majority vote of a quorum of the Voting Membership shall be required to take such action. If such action occurs, the former member's dues, if any, shall be returned to the former member on a pro-rated basis.

Section 2.6 Resignation of Membership. Should a member of TCAM resign his or her membership, any unused portion of the annual membership dues shall be forfeited to TCAM.

ARTICLE 3 - MEETINGS OF MEMBERS

Section 3.1 Annual Meetings of Members. An Annual Meeting of the members shall be held each year at such place in Tarrant County, Texas as designated by the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the Meeting. The date, place, and time of the Annual Meeting shall be designated by the Board of Directors. If no such designation is made by the Directors, it may be made by the President or not less than three of the Voting Members at a Special Meeting (as defined below). If the day fixed for the Annual Meeting is a legal holiday in the State of Texas, such Meeting shall be held on the next succeeding business day. If the election of Directors and Officers is not held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the members as soon thereafter as is convenient.

Section 3.2 Regular Meetings of Members. Regular Meetings shall be conducted in Tarrant County, Texas in accordance with a schedule established by the Board of Directors.

Section 3.3 Special Meetings of Members. Special Meetings of the members may be called by the President, the Board of Directors, or not less than three of the Voting Members. The caller of the Meeting shall designate the place. Special Meetings shall be held in Tarrant County, Texas.

Section 3.4 Notice of Meetings of Members. Written or printed notice stating the place, day, and hour of Annual Meetings of members shall be delivered either personally or by mail, to each member not less than sixty days before the date of such meeting. Written or printed notice stating the place, day, and hour of Regular Meetings of members shall be delivered either personally or by mail, to each member not less than ten nor more than ninety days before the date of such meeting. Written or printed notice stating the place, day, and hour of Special Meetings of members shall be delivered either personally or by mail, to each member not less than seven days before the date of such meeting. In case of a Special Meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the Meeting is called shall be stated in the notice. If mailed, the notice of a Meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at her or his address as it appears in the membership directory of TCAM, with postage thereon prepaid.

Section 3.5 Quorum. Twenty Voting Members in good standing or twenty-five percent of all of the Voting Members in good standing in attendance at a Meeting, whichever is the lesser, shall constitute a quorum at any Meeting of the members.

Section 3.6 Actions of the Voting Membership. The vote of a majority of Voting Members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the Voting Membership unless the vote of a greater number is required by law or

these Bylaws. The Voting Members present at a duly called or held Meeting at which a quorum is present may continue to act and transact business even if enough Voting 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 Voting Members required to constitute a quorum unless the vote of a greater number is required by law or these Bylaws. No Voting Member may vote by proxy.

ARTICLE 4 - DIRECTORS AND OFFICERS

Section 4.1 Eligibility and Nominations. Only Voting Members in good standing shall qualify for an elective office of TCAM. Any Voting Member in good standing may nominate himself or herself by announcing his or her candidacy for an elective office of TCAM by notifying the President in writing no later than thirty days prior to the Annual Meeting. The Nominations Committee may nominate one or more Voting Members in good standing as candidates for an elective office of TCAM by notifying the President in writing no later than twenty days prior to the Annual Meeting. Any such candidate's name will be entered on the ballot for the election to be held at the Annual Meeting. A sample copy of such ballot shall be mailed to the membership, postmarked at least ten days prior to the Annual Meeting. Nominations of Voting Members in good standing shall also be accepted from the Voting Members in attendance at the Annual Meeting. If such candidates who are nominated at the Annual Meeting accept in person the responsibility to serve if elected, then such candidates shall be qualified as write-in candidates.

Section 4.2 Elections. Elections shall be by anonymous written ballot. At the Annual Meeting, one ballot shall be given to each Voting Member in good standing who attends the Annual Meeting. After all nominations are taken, each Voting Member shall complete his or her ballot and give it to the President. Results of the elections will be announced prior to conclusion of the Annual Meeting.

Section 4.3 Term of Office. The officers and directors of TCAM shall be elected annually by the Voting Members in the manner set out in these Bylaws. Each officer or director shall hold office from January 1 through December 31 or thereafter until the successor has been elected and qualifies.

Section 4.4 Vacancies of Officers and Directors. A vacancy in any office except that of President because of death, resignation, removal, disqualification, or otherwise, shall be filled by action of the Voting Membership by anonymous written ballot at the next meeting of the members of TCAM which is at least twenty days after the date that the vacancy occurred using the same procedure as specified for Annual Meetings in Section 4.2 above. An officer or director so elected shall serve for the unexpired term of the predecessor in office. The Nominations Committee may nominate one or more Voting Members in good standing as candidates to fill a vacancy in an elective office of TCAM by notifying the President in writing before the meeting at which the election is held—such candidates shall be qualified as write-in candidates. Nominations of Voting Members in good standing shall also be accepted from the Voting Members in attendance at the meeting at which the election is held. If such candidates who are nominated at the meeting at which the election is held accept in person the responsibility to serve if elected, then such candidates shall be qualified as write-in candidates. In the event that the office of President becomes vacant, the First Vice-President shall become President for the balance of the former President's unexpired term. If the First Vice-President is unable or unwilling to serve as President, then the office of President shall be filled by action of the Voting Membership using the same procedure described above in this Section.

Section 4.5 Removal of Officers or Directors. Any officer or director may be removed for good cause by a two-thirds vote of the Voting Members in attendance at a Meeting with a quorum. Good cause shall include, but not be limited to, failure to pay membership dues, failure to regularly attend three out of any six consecutive Regular Meetings of members or Board of Directors without valid explanation. Notice of the meeting to consider such removal must be given in writing to such Officer or Director and all Voting Members at least ten and no more than thirty days prior to such meeting. The Notice must state the purpose, date, time and place of such meeting.

Section 4.6 Compensation. Neither Officers nor Directors shall receive compensation for their services as Officers or Directors of TCAM.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1 General Powers. The affairs of TCAM shall be managed by the Board of Directors except as otherwise provided in these Bylaws. The Board of Directors shall not endorse on behalf of TCAM a political candidate or appointee, nor take any position on any political or social issues, except as authorized by action of the Voting Members. Any member in good standing may attend and observe any Meeting of the Board of Directors.

Section 5.2 Number and Composition of Board of Directors. The number of Directors shall be fifteen and shall include the elected officers of TCAM and the immediate past President.

Section 5.3 Regular Meetings of the Board of Directors. A Regular Meeting of the Board of Directors shall be held within thirty days of the Annual Meeting of the members. The Board of Directors may provide, by resolution, the time and place for holding additional Regular Meetings of the Board without other notice than such resolution. Regular Meetings of the Board shall be held in Tarrant County, Texas.

Section 5.4 Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called by or at the request of the President or any Director, and shall be held at such place as may be designated by the person calling the meeting. Special Meetings of the Board shall be held in Tarrant County, Texas, except on a two-thirds vote of the Directors.

Section 5.5 Notice of Meetings of the Board of Directors. Written or printed notice stating the place, day, and hour of Special Meetings of the Board of Directors shall be delivered either personally or by mail, to each Director not less than seven days before the date of such Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at her or his address as it appears in the membership directory of TCAM, with postage thereon prepaid. Any Director may waive notice of any Meeting. The attendance of a Director at any Meeting of the Board shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting of the Board for the express purpose of objecting to the transaction of any business because such Meeting is not lawfully called or convened. The business to be transacted at the Meeting of the Board need not be specified in the notice or waiver of notice of such Meeting unless specifically required by law or by these Bylaws.

Section 5.6 Quorum of Board of Directors. A majority of the duly elected Directors shall constitute a quorum for the transaction of business at any Meeting of the Board of Directors.

Section 5.7 Actions of the Board of Directors. The vote of a majority of Directors, present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the vote of a greater number is required by law or these Bylaws. The Directors present at a duly called or held Meeting of the Board at which a quorum is present may continue to act and transact business even if enough Directors leave such 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 unless the vote of a greater number is required by law or these Bylaws. No Director may vote by proxy.

Section 5.8 Action of Board of Directors by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a formal meeting if a two-thirds majority of the Board consents by way of telephone, email, and/or other means of electronic or verbal communication to such action. Such action shall have the same force and effect as a vote taken thereon at a Regular Meeting of the Board of Directors. The issues voted on and the vote count of such action shall be reduced to writing by the Secretary within twenty-four hours of each such action and immediately forwarded to each Director and Officer by United States Mail, email, and/or other means of delivering written material. If no

written objections to the Secretary's report is received within seven days of its being sent to all Directors and Officers, the votes will stand as reported.

ARTICLE 6 - OFFICERS

Section 6.1 Officers. The officers of TCAM shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The President or the Board of Directors may appoint one or more willing Voting Members in good standing to serve as Assistants to an officer or to the Board of Directors who shall have such powers and shall perform such duties as the President or the Board of Directors may prescribe, however, no such Assistant shall be an officer of TCAM as a result of such appointment.

Section 6.2 President. The President shall:

(a) Be the chief executive officer of TCAM and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business officers and the directors of TCAM;

(b) Preside at all meetings of the members and at all meetings of the Board of Directors;

(c) Be ex-officio a voting member of all standing committees and subcommittees, including the Executive Committee, if any;

(d) Annually appoint an auditing committee of three Directors to report to the Board of Directors after auditing the Treasurer's accounts and the Treasurer's annual financial report;

(e) Have the general powers and duties of management usually vested in the office of president of a corporation; and

(f) Have such other powers and duties as may be prescribed by the Board of Directors.

Section 6.3 First Vice-President. The First Vice-President shall:

(a) In the absence or disability of the President, perform all the duties of the President. When so acting, such First Vice-President shall have all the powers of, and be subject to all the restrictions on, the President; and

(b) Have such powers and perform such duties as from time to time may be prescribed by these Bylaws, by the Board of Directors, or by the President.

Section 6.4 Second Vice-President. The Second Vice-President shall:

(a) Have such powers and perform such duties as from time to time may be prescribed by these Bylaws, by the Board of Directors, or by the President.

Section 6.5 Secretary. The Secretary shall:

(a) Ensure all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an assistant secretary or by the President, a Vice-President, or by the Board of Directors;

(b) Record all motions, amendments, and votes taken thereon in the official minutes of the meeting;

(c) Prepare and submit for approval minutes of all Member and Board of Director meetings;

(d) Act as custodian of the official records of TCAM, maintain such records in proper order, and shall present the same for inspection by any member, his or her agent or attorney, for any proper purpose at any reasonable time upon reasonable notice;

(e) Safeguard the corporate seal. When TCAM exercises its right to use a seal, the Secretary shall see that the seal is emblazoned on all documents authorized to be executed under seal in accordance with the provisions of these Bylaws;

(f) Appoint one or more willing Voting Members in good standing to serve as Assistant Secretary who shall not be an officer of TCAM as a result of this appointment but who shall have such powers and shall perform such duties as the Secretary, the Board of Directors, or the President may prescribe; and

(g) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by these Bylaws generally, by the Board of Directors, or by the President.

Section 6.6 Treasurer. The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of TCAM, and deposit all funds in the name of TCAM in those banks, trust companies, or other depositories that shall be selected by the Board of Directors;

(b) Receive, and give receipt for, money due and payable to TCAM;

(c) Disburse or cause to be disbursed the funds of TCAM as may be directed by the Board of Directors, taking proper vouchers for those disbursements;

(d) Provide the Board of Directors with a list of paying members as required by the Board of Directors;

(e) If required by the Board of Directors or the President, give to TCAM a bond to assure the faithful performance of the duties of the treasurer's office and the restoration to TCAM of all corporate books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement or removal from office. Any such bond shall be in a sum satisfactory to the requesting entity, with one or more sureties or a surety company satisfactory to the requesting entity;

(f) Maintain the official financial books of TCAM and present the same for inspection by any member, her or his agent or attorney, for any proper purpose at any reasonable time upon reasonable notice;

(g) Appoint one or more willing Voting Members in good standing to serve as Assistant Treasurer who shall not be an officer of TCAM as a result of this appointment but who shall have such powers and shall perform such duties as the Treasurer, the Board of Directors, or the President may prescribe;

(h) Prepare and submit to the Board of Directors and the members an annual financial report (which shall be subjected to review by an auditing committee to be appointed by the President) and such other reports as the Board of Directors may require; and

(i) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by these Bylaws in general, by the Board of Directors, or by the President.

ARTICLE 7 - COMMITTEES

Section 7.1 Standing Committees. Each member of the Board of Directors shall serve on one or more Standing Committees. Any member in good standing of TCAM may be a member of one or more Standing Committees. The Standing Committees of TCAM shall be:

(a) **Program and Development Committee.** The Program and Development Committee shall be chaired by the First Vice-President and shall be responsible for planning programs, making arrangements for membership meetings, planning education and training programs, and any other duties as the Board of Directors may prescribe;

(b) Publications, Public Relations, and Outreach Committee. The Publications, Public Relations, and Outreach Committee shall be chaired by the Second Vice-President and shall be responsible for writing, editing, publishing, and distributing a TCAM newsletter; publishing and distributing any items required to be disseminated to the membership; organizing public relations functions; providing information to the public and the media; providing outreach services to the public; and any other duties as the Board of Directors may prescribe; and

(c) Membership Committee. The Membership Committee shall be chaired by the Secretary and shall be responsible for maintaining a current membership roster of members in good standing, encouraging people to join TCAM, developing means for members to network and exchange information, developing means for TCAM to refer the public or the courts to members available to provide mediation services, distributing proposed amendments to the Bylaws, distributing ballots and sample ballots, and any other duties as the Board of Directors may prescribe.

(d) Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall be responsible for assisting the Treasurer in preparing reports, distributing the Treasurer's annual financial report, preparing an annual budget proposal to be submitted to the Board of Directors, preparing applications for funding grants, developing funding sources, assisting the Treasurer in preparing for the annual audit by the auditing committee and the Board of Directors, and any other duties as the Board of Directors may prescribe.

(e) Nominations Committee. The Nominations Committee shall be chaired by any member of the Board of Directors appointed by the President and shall be responsible for nominating candidates for the elective offices of TCAM before each Annual Meeting, nominating candidates to fill any vacancies in the elective offices of TCAM, considering the interest, availability, and qualifications of a person before nominating that person as a candidate, ascertaining that a person accepts the responsibility to serve if elected and is eligible to hold an elective office of TCAM before nominating that person as a candidate, and any other duties as the Board of Directors may prescribe. Any member in good standing of TCAM may submit the name of a person to the Nominations Committee for consideration as a potential candidate. The minimum composition of the Nominations Committee shall be at least three members of the Board of Directors and at least two Voting Members who are not Directors. If the composition of the Nominations Committee does not meet these minimums, the President shall appoint such Directors and/or Voting Members to serve on the Nominations Committee in order to satisfy these minimums.

Section 7.2 Additional Committees. Additional Committees may be formed by action of the Board of Directors to perform such tasks as the Board of Directors may require. The Board of Directors shall select a Director to chair any such committee for a one-year term. Any member in good standing of TCAM may be a member of one or more Additional Committees.

Section 7.3 Duties of Committees. All committees shall submit a program budget to the Board of Directors for approval prior to the expenditure of funds. Each committee chairperson shall appoint a Committee Secretary who shall perform the secretarial duties set out in Section 6.5 (a), (b), and (c) of Article Six of these Bylaws on behalf of the committee and who shall be responsible for delivering all committee records, within fifteen days after the conclusion of each fiscal quarter, to the Secretary of the corporation for inclusion in the official records of TCAM.

Section 7.4 Subcommittees. Any committee may form one or more subcommittees to assist the committee.

Section 7.5 Review. All committee action will be subject to review by the Board of Directors.

ARTICLE 8 - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers or agent or agents of TCAM, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of TCAM, and such authority may be general or may be confined to specific instances.

Section 8.2 Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of TCAM shall be signed by such officer or officers or agent or agents of TCAM, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice-President of TCAM.

Section 8.3 Deposits. All funds of TCAM shall be deposited from time to time to the credit of TCAM in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.4 Gifts. The Board of Directors may accept on behalf of TCAM any contribution, gift, bequest, or devise for any purpose of TCAM.

ARTICLE 9 - GENERAL PROVISIONS

Section 9.1 Books and Records. TCAM shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of TCAM may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time upon reasonable notice.

Section 9.2 Fiscal Year. The fiscal year of TCAM shall be from January 1 to December 31.

Section 9.3 Financial Restraints.

(a) No part of the net earnings of TCAM shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that TCAM shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article 1 of these Bylaws; and

(b) Upon the dissolution of TCAM, no Director of TCAM shall be personally liable to the corporation or its members for monetary damages for any act or omission in his or her capacity as a Director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Section shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

Section 9.4 Seal. The Board of Directors may provide a corporate seal for TCAM.

Section 9.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of any federal or state statute or regulation or under the provisions of the Articles of Incorporation or the Bylaws of TCAM, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.6 Waiver of Interest in TCAM Property. All real and personal property, including all improvements located on the property, acquired by TCAM shall be owned by TCAM. A member shall have no interest in specific property of TCAM. Each member hereby expressly waives the right to require partition of all or part of the property of TCAM.

Section 9.7 Resolution of Disputes. In any dispute between members relating to the activities of TCAM, or between a member and the corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute and the parties agree to attend such a mediation in good faith to resolve the dispute.

Section 9.8 Legal Construction. If any portion of these Bylaws shall be invalid or inoperative, then the remainder of these Bylaws, as amended from time to time, shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 9.9 Wording. Whenever the context requires, all words of any gender in these Bylaws shall be deemed to include the male, female, or neuter gender; all singular words shall include the plural; and all plural words shall include the singular.

Section 9.10 Parliamentary Authority. The Officers and Members of TCAM shall conduct all Meetings in an informal manner consistent with the Articles of Incorporation of TCAM, these Bylaws, and any Rules of TCAM. However, if a Voting Member raises an objection to the procedure for conducting a Meeting, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of that Meeting of TCAM in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation of TCAM, these Bylaws, and any Rules of TCAM. After such objection is addressed, the Officers and Members of TCAM shall continue to conduct the Meeting in an informal manner consistent with the Articles of Incorporation of TCAM, these Bylaws, and any Rules of TCAM.

Section 9.11 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds majority of the Voting Members present at any Meeting of the members with a quorum. Amendments to these Bylaws may be proposed by the Board of Directors or by petition delivered to the President or to the Board of Directors and signed by at least ten Voting Members. Written or printed notice of all proposed amendments shall be delivered either personally or by mail, to each member not less than thirty days before the date of the meeting at which the vote is taken on such amendments. If mailed, the notice of such amendments shall be deemed to be delivered when deposited in the United States mail, addressed to the member at her or his address as it appears in the membership directory of TCAM, with postage thereon prepaid.

Section 9.12 Alternative Means of Providing Notice. Notwithstanding anything to the contrary in these Bylaws, any written notice which is to be sent pursuant to these Bylaws (including but not limited to a sample copy of a ballot) may be sent by email, fax, or other means of sending written information if the recipient of such notice has previously voluntarily delivered to an officer of TCAM a written notice of the appropriate email address, fax number, or other receipt destination information to be used for the purpose of receiving such notice. Such notice shall be deemed to be delivered when successfully sent to the email address, fax number, or other receipt destination most recently voluntarily provided to an officer of TCAM by the recipient of such notice.

These Bylaws were originally adopted on December 8, 1992, to take effect on January 1, 1993, and were subsequently amended on November 17, 1993 (with such amendments to take effect on January 1, 1994), on November 1, 1999, on July 10, 2000, on July 8, 2002, on September 9, 2002, and on August 27, 2012.

By: _____
Mark W. Batchelder, President of TCAM