BYLAWS OF
JUSTICE FOR CHILDREN
A NON-PROFIT CORPORATION

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BYLAWS OF
JUSTICE FOR CHILDREN
A NONPROFIT CORPORATION

ARTICLE I. OFFICES

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

1.02. Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2. MEMBERS

2.01. General. The corporation shall have members who are individuals, or who represent group or agencies who are interested in and/or affected by child abuse issues and child protection.

2.02. Participation. Participation in meeting among members is limited to active members and those deemed accepted by the presiding Officer.

2.03. Voting. Active members or those deemed accepted by the presiding Officer will vote on proposals by the separate committees. If a proposal is passed by the membership, this will be presented to the Board of Directors. The Board will be obligated to consider the proposal, but, will be under no obligation to approve same.

ARTICLE 3. BOARD OF DIRECTORS

3.01. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

3.02. Number and Tenure. The number of Directors presently designated by the Articles of Incorporation is six (6). The total number shall not exceed ten (10). Each Director shall hold office until the next annual meeting of the Board of Directors and until her/his successor shall have been elected and qualify.

3.03. Amendment. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Director.
3.04. Qualifications. Membership on the Board shall be open to all individuals that are recommended by a nominating committee and approved by the Board of Directors.

3.05. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw at the time and place to be decided by the Board of Directors.

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

3.07. Notice. Notice of any special meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at her/his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.08. Quorum. A majority of the Board of Directors initially named in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law of these Bylaws.

3.10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

3.11. Compensation. Directors as such shall not receive any stated salaries for their services but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.
3.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

3.13. Procedure. The Board of Directors shall keep regular minutes of its proceedings.

3.14. Removal. Any Director may be removed from the Board by a majority vote of the remaining Board members after non-performance of her/his designated duties and responsibilities.

ARTICLE 4. OFFICERS

4.01. Officers of the Corporation. The officers of the corporation shall be President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other offices as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

4.02. Election and Term of Office. The officers of the corporation shall be elected annually for one year terms by the Board of Directors at the regular annual meeting of the Board of Directors and shall be nominated from the membership of the Board of Directors as constituted or as constituted during the immediately preceding year. If the election of officers shall not be held at such annual meeting such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until her/his successor shall have been duly elected and shall have qualified.

4.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.04. Vacancies. A Vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.05. President. The President shall preside at all regular and special meetings of the Corporation. The President shall appoint all committees with approval of the Board of Directors.
4.06. 1st Vice President. In the absence of the President or in the event of her/his inability or refusal to act, the 1st Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or Board of Directors. He shall be responsible for the periodic issuance of, and revisions to, the Membership Directory of the association.

4.07. 2nd Vice President. He shall, during the absence of the President and 1st Vice President, succeed to all the duties of the President. He shall be responsible for providing programs for all regular meetings of the association.

4.08. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge or her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine. She/he shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 8 of these Bylaws; and 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 her/him by the President or by the Board of Directors. He shall prepare an annual financial statement correctly reflecting the financial condition of the association, or statements at any other time when so directed by the President or by the Board of Directors.

4.09. Secretary. The Secretary shall keep the minutes and a record of attendance of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

4.10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. Any two of the offices noted above can be combined, except that of the President and Secretary, as needed for the efficient management of the corporation.

ARTICLE 5. STANDING COMMITTEES

5.01. Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors may designate and appoint one or more standing committees each of which shall consist of one or more Directors or
Officers, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a loan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it by her/him by law.

5.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of each such committee shall be appointed by a majority vote of the Board of Directors.

5.03. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until her/his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

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

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

5.06. Rules. Each committee shall make recommendations of rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors and such recommendation must be approved by the Board of Directors.

ARTICLE 6. EXECUTIVE DIRECTOR

6.01. Appointment, Authority. The Board of Directors shall have the responsibility to appoint an Executive Director for the corporation who shall assume the responsibilities and perform the duties assigned to her/him in these Bylaws and delegated to her/him from time to time by the Board of Directors or the Steering Committee. The Executive Director shall be the administrator of the corporation and shall be responsible for the management of the affairs.
6.02. Term. The tenure and remuneration of the Executive Director shall be determined by the Steering Committee, subject to the approval of the Board of Directors.

ARTICLE 7. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

7.02. Checks and Drafts. All checks, drafts or orders for the payment of money or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer 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 such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

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

7.04. 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.

ARTICLE 8. BOOKS AND RECORDS.

8.01. The corporation shall keep correct and complete books and records of account and shall also keep records of attendance and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books may be inspected by any Director or her/his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 9. WAIVER OF NOTICE

9.01. Whenever any notice is required to be given under the Texas Non-Profit Corporation Act of under the provisions of the Articles of Incorporation or these Bylaws a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 10. AMENDMENT TO BYLAWS OF CORPORATION

10.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any meeting, if at least 5 days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.
ARTICLE 11. GENERAL PROVISIONS

11.01. Indemnification of Officer and Directors. Each Director or Officer, whether or not then in office, subject always to the provisions of the laws of the State of Texas, and the Articles -of Incorporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding which he may be for any reason involved by reason of his being or having been a director or officer of the Corporation, such expense to include the cost of any settlements which has been approved by the Board of Directors (other than amounts to be paid to the Corporation itself), made with the view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding, to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or officer, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement shall substantially exceed expense which might reasonably be incurred by such director or officer conducting such litigation with final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer shall be entitled as a matter of law. Provisions of this Section shall not be modified or repealed except by affirmative vote of a majority of the issued and outstanding voting stock of the Corporation.

11.02. Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words "Corporate Seal of Justice for Children". The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

11.03. Resignation. Any director, officer or agent may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.04. Persons and Numbers. Whenever the context so requires, the masculine shall include the plural, and conversely.

11.05 Construction and Interpretation. The place of these Bylaws, their status and their forum shall be at all times in the State of Texas; and these Bylaws shall be governed by the laws of the State of Texas as to all matters relating to their validity, construction and interpretation. In the event that any Court of competent jurisdiction shall adjudge any portion of these Bylaws to be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative, and

(b) Effect shall be given to the intent manifested by the portion of these Bylaws held invalid or inoperative.
11.06. Table of Contents: Headings. The Table of Contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

ARTICLE 12. DUES AND ASSESSMENTS

12.01. The annual dues assess on Active and Associate member shall be Fifteen Dollars ($15.00), plus tax, payable on or before the first day of January of each year. The membership of any member in this association who does not pay his dues as herein provided shall automatically terminate as of 12:01 A.M. on March 2nd of the year for which said dues are delinquent; and if such person wishes to again become a member of this association, he shall make application for new membership, which shall be acted upon in due order of business. The said annual dues may be suspended or reduced by the Executive Committee upon determination by said Committee that such payment is not necessary for the proper financing of the association for the fiscal year in which said dues are payable. The fiscal year of this organization shall begin January 1st. Special assessments may be made, and will be effective only upon being passed by a vote of three-fourths (3/4ths) majority of the active members of the association present and voting at any regular or special meeting, provided that written notices of such meeting and special assessment proposed shall have been mailed to all active members at least ten (10) days prior to such meeting. Dues or special assessment shall not be refundable to a member for any purpose.
I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of Justice for Children, a Texas Non-Profit Corporation, as adopted by unanimous consent of the directors and in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Seal of the Corporation, effective as of the ___ day of ____________, 19__.

By ___________________________
______________________________, Secretary

CERTIFICATION OF BYLAWS

THE STATE OF TEXAS § § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF HARRIS §

No Bylaws having been adopted governing the conduct of the internal affairs of this corporation, and the set of Bylaws presented to this meeting being suitable for the purpose and their adoption being in the best interests of the corporation,

It is therefore RESOLVED that the Bylaws be authenticated as such by the certificate of the Secretary of this corporation and placed in its minute book, and that a full and true copy thereof, certified by the Secretary be kept at the principal office of the corporation for inspection by members of the Board at all reasonable times during business hours.

By ___________________________
______________________________, Secretary
BYLAWS OF
JUSTICE FOR CHILDREN
A NON-PROFIT CORPORATION

DECLARATION

The accompanying bylaws for Justice For Children, a Texas non-profit corporation, represent a true, complete and correct copy of the original bylaws as adopted by unanimous consent of the Board of Directors.

By:
J. Randolph Burton
Chairman
AMENDMENT TO THE BYLAWS
OF
JUSTICE FOR CHILDREN

Pursuant to the Bylaws of Justice For Children and the Texas Non-Profit Corporation Act, the following Resolution was duly made and seconded:

RESOLVED, that the Directors of Justice For Children hereby adopt the following Amendment to the Bylaws of Justice For Children, to wit:

_Delete Article 3.02 of the Bylaws of the Corporation in its entirety and replace with the following new Article 3.02_

3.02 Number and Tenure. The number of Directors presently designated by the Articles of Incorporation is six (6). The total number shall not exceed thirty (30). Each Director shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualify.

Dated this 28th day of January, 1998.
Amendment of Bylaws

WHEREAS, the Bylaws of the Company have been previously amended to increase the authorized maximum number of Directors to thirty (30);

WHEREAS, Section 3.08 of the Bylaws governing the number of directors that must be present to constitute a quorum is vague in the light of the increase in the authorized number of Directors;

WHEREAS, the Bylaws of the Company do not explicitly authorize (a) Directors of the Company to vote by proxy; (b) electronic communications to Directors for purposes of notices; and (c) participation in Board meetings telephonically;

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company to amend the Bylaws to: (1) change and clarify the number of Directors that must be present at a meeting to constitute a quorum; (2) recognize that Directors may vote by proxy; (3) explicitly authorize electronic notices of Board meetings; and (4) explicitly authorize attendance of Board meetings telephonically;

NOW, THEREFORE, BE IT RESOLVED that Section 3.07 of the Bylaws be deleted in its entirety and replaced with the following:

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3.07 Notice. Notice of any special meeting of the Board of Directors shall be given at least 5 days previously thereto by written notice delivered personally or sent by mail, nationally recognized overnight courier, electronic mail or facsimile to each Director at her/his address, e-mail address or facsimile number as shown by the records of the corporation. Notice shall be deemed to be delivered: (a) if mailed, when deposited in the United States mail so addressed with postage thereon prepaid; (b) if sent by nationally recognized overnight courier, when delivered with written verification of receipt, (c) if sent via electronic mail, when sent via e-mail without receipt of a delivery error by the sender and (d) if sent by facsimile, when confirmation of receipt is received by transmitting party. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or
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waiver of notice of such meeting, unless specifically required by law or by these Bylaws.”

FURTHER RESOLVED that Section 3.08 of the Bylaws be deleted in its entirety and replaced with the following:

“3.08 Quorum; Manner of Acting. Except as otherwise required by law, these Bylaws or the Articles of Incorporation, at all meetings of the Board of Directors, one-third of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present in person or by proxy at any meeting at which there is a quorum shall be the act of the Board of Directors. Notwithstanding the foregoing and except as otherwise required by law or the Articles of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of any of the following:

(a) electing additional, removing existing Directors or officers of the Company (other than Directors or officers who have submitted a resignation);

(b) amending the Bylaws or Articles of Incorporation;

(c) approving the formation or termination of any new chapters;

(d) approving the annual budget of the Company;

(e) dissolving, liquidating, merging, consolidating, or engaging in another business combination or sale or other disposition of all or substantially all the assets of the Company;

(f) acquiring the assets or shares of any other Company; and

(g) creating any liens, mortgages, encumbrances or other charges of any kind on the assets of the Company, other than in the ordinary course of business.

and the act of the majority of the Directors present in person or by proxy at any meeting at which there is a quorum shall be the act of the Board of Directors with respect to such items. If a quorum required for a particular transaction shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present. Directors present by proxy may not be counted toward a quorum.” and

FURTHER RESOLVED that Section 3.09 of the Bylaws be deleted in its entirety and replaced with the following:
"3.09 Meetings by Means of Conference Telephone or Remote Communication Technology. Unless otherwise provided in the Articles of Incorporation, members of the Board of Directors of the Company, or any committee thereof, may participate in and hold a meeting of the Board of Directors or such committee by means of:

(a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or

(b) another suitable electronic communications system, including videoconferencing technology or the Internet, only if:

(i) each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and

(ii) the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.” and

FURTHER RESOLVED that Section 3.15 be added to the Bylaws as follows:

"3.15 Voting by Proxy. Any Director may vote by proxy executed in writing or digitally signed by that Director and delivered to the Chairman of the Board and/or the Secretary prior to the commencement of any meeting of the Board; provided that no proxy shall be valid after three months from the date of its execution; and provided further that each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.”