

**BYLAWS
OF
COLLIN COUNTY ALTERNATIVE DISPUTE RESOLUTION PROGRAM**

A Texas Non-Profit Corporation

These Bylaws (these “*Bylaws*”) are subject, and governed by, the Texas Business Organizations Code (the “*TBOC*”) and the Certificate of Formation of Collin County Alternative Dispute Resolution Program, a Texas non-profit corporation (the “*Corporation*”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC or the provisions of the Certificate of Formation of the Corporation filed with the Texas Secretary of State on June 25, 2024 (the “*Certificate of Formation*”), such provisions of the TBOC or the Certificate of Formation, as the case may be, will be controlling.

**ARTICLE I
NAME, PURPOSES, AND POWERS**

Section 1.01 NAME. The name of the Corporation is “Collin County Alternative Dispute Resolution Program.”

Section 1.02 REGISTERED OFFICE. 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 TBOC. The initial registered office and registered agent of the Corporation shall be the registered office and registered agent identified in the Certificate of Formation.

Section 1.03 OFFICES. The Corporation may have, in addition to its registered office, offices at such places within and without the State of Texas, as the Board of Directors may determine from time to time or as the activities of the Corporation may require.

Section 1.04 PURPOSES. The purposes for which the Corporation is organized and to be operated are exclusively religious, charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the “*Code*”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code. In accomplishment of such purposes, the Corporation will perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation. The specific purpose for which the Corporation is organized is to provide Alternative Dispute Resolution services to the Collin County Courts.

Section 1.05 POWERS. The Corporation is a non-profit corporation and shall have all of the rights, powers, privileges, duties, authorizations, and responsibilities as provided in the TBOC; *provided, however*, that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate the Corporation's status as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code. Specifically, no part of the funds or income of the Corporation shall ever inure to the benefit of

any member (if applicable) who has a personal or private interest in the activities of the Corporation, nor shall any of the funds or income be used to influence legislation by propaganda or otherwise (except as permitted by the Code), or to participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II BOARD OF DIRECTORS

Section 2.01 GENERAL POWERS. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in its board of directors (referred to herein collectively as the “*Board*,” “*Board of Directors*” and/or “*Board Members*,” and individually as “*Director(s)*”), and, subject to the restrictions imposed by law, by the Certificate of Formation, or by these Bylaws, the Board of Directors may exercise all the powers of the Corporation. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these Bylaws

Section 2.02 NUMBER AND QUALIFICATION, TENURE, AND VACANCIES.

(a) Number and Qualifications. The initial number of Directors shall be three (3), and may be expanded by a vote of the majority of Board Members.

(b) Tenure and Election. At the annual meeting of the Board of Directors commencing with the July 2025 annual meeting, the Board of Directors by majority vote shall elect the successor Directors, the term of each of whom shall begin on the next following January 1st. Unless specified otherwise or a Director resigns, dies, becomes incapacitated, or is removed in accordance with the provisions of these Bylaws or the Certificate of Formation, each Director shall hold office for a term of four (4) years and until such time as the elected Director’s successor shall have been duly elected and qualified as provided in these Bylaws, or until such Director’s earlier death, resignation, retirement, removal, or disqualification from office. Each Director may serve an unlimited number of terms. The terms of no more than three (3) Directors shall expire each year. At the initial meeting of the Board, the initial Directors shall agree among them as to how their terms shall be staggered.

(c) Vacancies. Any vacancy occurring in a director’s position prior to the expiration of such director’s term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum (as defined in Section 2.09) is present; *provided that*, a vacancy need not be filled unless that vacancy would leave only two (2) directors then serving. A director elected to fill an unexpired term shall be elected for the unexpired term of his or her predecessor in office. Any vacancy resulting from the expiration of a director’s term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum is present including any director whose term is expiring. In filling all vacancies, the Board of Directors shall select those persons to the Board of Directors (i) who are willing to devote the time and energies reasonably necessary for serving as a member of the Board of Directors, (ii) whose interests are similar to the interests of the Corporation, and (iii) who will share with the other

members of the Board of Directors the common goal of providing high-quality services to the Corporation.

Section 2.03 REMOVAL. At any meeting of the Board of Directors called expressly for that purpose, any director or advisory director may be removed, with or without cause, by the affirmative vote of at least a majority of the full Board of Directors (excluding the director whose removal is the subject of the vote).

Section 2.04 ADVISORY AND EX-OFFICIO DIRECTORS.

(a) Advisory Directors. The Board of Directors may from time to time appoint individuals to serve on the Board of Directors in advisory capacities. Such advisory directors shall be entitled to attend and participate in all meetings and deliberations of the Board of Directors, but they shall not be entitled to any vote on any matter submitted to the Board of Directors.

(b) Ex-Officio Directors. The Board of Directors may from time to time appoint one or more other individuals to serve as ex-officio members of the Board of Directors. Such ex-officio directors shall be entitled to attend and participate in all meetings and deliberations of the Board of Directors, but they shall not be entitled to any vote on any matter submitted to the Board of Directors.

Section 2.05 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at a time, place, and date designated by the Board of Directors. At each annual meeting at which a quorum is present, the Board of Directors shall transact such business as may lawfully come before the meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors prior to the meeting as determined from time to time by the Board of Directors.

Section 2.06 REGULAR MEETING. The directors may hold regular meetings in such place or places as designated from time to time by resolution of the Board of Directors and communicated to all directors then in office. Notice of such meetings shall be given in writing to all members of the Board of Directors prior to the meeting as determined from time to time by the Board of Directors.

Section 2.07 SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by the President (as defined in Section 3.06) or by a majority of the directors then in office. Any such special meeting shall be held at such time, place, and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least twenty-four (24) hours prior to the meeting by facsimile transmission, electronic mail, or telephone. Such special meetings may be held in any forum or format as allowed for regular meetings and under Section 2.14 herein.

Section 2.08 NOTICE. The Secretary (as defined in Section 3.07) shall give notice of any annual or regular meetings to each director (and all advisory directors and/or ex-officio directors, if applicable) then in office, including therein the time, place, and date of such meeting. The Secretary shall give notice, or the person or persons calling any special meetings of the Board of Directors shall cause notice to be given, to each director of such special meeting, including therein the time, place, and date of such meeting. Neither the business to be transacted at, nor the purpose

of, any annual, regular, or special meeting of the Board of Directors need to be specified in the notice or written waiver of notice of such meeting unless otherwise required by these Bylaws. Unless limited by law, the Certificate of Formation, or these Bylaws, any and all business may be transacted at any such meeting of the Board of Directors. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless the director attends 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. Notice of any meeting may be given by delivery by electronic mail to the address provided by the Director and such notice shall be considered in satisfaction of Section 21.411 of the TBOC.

Section 2.09 QUORUM. A number of Directors equal to a majority of qualified Directors shall constitute a quorum for the transaction of business unless a greater number is required by law, the Certificate of Formation, or by these Bylaws, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present or any Director solely present may adjourn the meeting at any time after thirty (30) minutes from the scheduled starting time, without further notice other than an announcement at that meeting, until a quorum is present. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee in accordance with Section 2.14. Participation by such means shall constitute presence in person at a meeting. In the event of a director vacancy leaving an equal number of qualified directors, number of Directors equal to a 50% of qualified Directors shall constitute a quorum.

Section 2.10 MANNER OF ACTING; PRESUMPTION OF ASSENT.

(a) Each Director shall be entitled to one vote per matter submitted to a meeting of the Board of Directors.

(b) The act of a majority of the Directors present in person 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, the Certificate of Formation, or these Bylaws. A Director may act by way of a proxy subject to the limitations set forth in the TBOC.

(c) A Director who is present at any meeting of the Board of Directors at which action on any Corporation matter is taken will be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless that Director files his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

(d) In the event that there is an even number of Directors on the Board of Directors and there is a deadlock vote, the President shall have one extra vote.

Section 2.11 ORDER OF BUSINESS. At meetings of the Board of Directors, business shall be transacted in such order as the Chairperson (as defined in Section 3.05) may determine from time to time unless the Board of Directors determines otherwise. The Secretary shall prepare

minutes of such meetings unless the President or the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book or otherwise in the records of the Corporation. If the Chairperson is absent from the meeting of the Board of Directors or is unable to act at a meeting of the Board of Directors, the Vice-President (as defined in Section 3.08) shall serve as chairperson for that meeting, or if there is no Vice-President, a person selected by the Directors present at the meeting of the Board of Directors in which a quorum is present.

Section 2.12 ACTION WITHOUT A MEETING. Unless otherwise restricted by the Certificate of Formation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the minimum number of the Directors or committee members, as the case may be, entitled to vote thereon and necessary to take such action if the procedures set forth in the TBOC are followed. The written consent and resolutions thereto by the members of the Board of Directors of any such committee shall be filed with the minutes of the proceedings of the Board of Directors or of any such committee or otherwise with the records of the Corporation. The Board of Directors may use electronic mail communications to authorize any action taken by the Board provided that the appropriate number of Directors affirmatively provide such electronic mail response in accordance with the provisions herein, and such use of electronic mail communications by the required number of Directors shall be considered to satisfy Sections 21.411, 21.413, 21.415 and 22.220 of the TBOC.

Section 2.13 COMPENSATION. A Director as such shall not be entitled to receive compensation for his or her service as a Director on the Board of Directors but shall be entitled to reimbursement of reasonable expenses incurred by such Director. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation therefor.

Section 2.14 MEETINGS BY TELEPHONE OR OTHER REMOTE ELECTRONIC COMMUNICATION. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors may, unless otherwise restricted by statute, by the Certificate of Formation, or by these Bylaws, participate in and hold a meeting of such Board of Directors by using conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in such a meeting pursuant to this Section 2.14 shall constitute presence for quorum purposes under Section 2.09 and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE III OFFICERS

Section 3.01 NUMBER AND TITLES. The officers of the Corporation shall be a President, Secretary, Vice-President, Treasurer (as defined in Section 3.09), and Executive Director and such other offices as the Board of Directors may appoint from time to time in accordance with these Bylaws. Each officer shall hold office for the term for which he or she is elected and until his or her successor shall have been duly elected and qualified unless such officer is removed, resigns, or is unable to serve. The Board of Directors also may appoint other officers as they deem necessary at an annual meeting in which a quorum is present. The powers and duties of such other officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3.02 ELECTION AND TERM OF OFFICE. The officers of the Corporation whose terms are expiring shall be elected by the Board of Directors at each annual meeting of the Board of Directors at which a quorum is present. The slate of officers shall be comprised of sitting Directors in good standing. New offices may be created and filled at any meeting or by action of the Board of Directors. Any two (2) or more offices may be held by the same person, other than the President and the Secretary. Any officer, however, may serve at the pleasure of the Board of Directors without the necessity of periodic re-election or re-appointment.

Section 3.03 REMOVAL. Any officer may be removed with or without cause by the Board of Directors at any time whenever in its sole and exclusive judgment the best interests of the Corporation will be served thereby. The removal of an officer who is also employed by the Corporation shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer shall not in itself create contract rights. Removal of an officer shall not serve as removal of the Director serving as such officer, which can only be effected by a vote of removal of such individual as a Director. Removal of a Director shall also constitute removal of such individual as an officer.

Section 3.04 VACANCIES. A vacancy in the office of any officer may be filled by the Board of Directors. An officer elected to fill an unexpired term shall be elected for the unexpired term of such officer's predecessor in office.

Section 3.05 CHAIRPERSON. The chairperson of the Board of Directors (the "*Chairperson*") shall preside at all meetings of the Board of Directors and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him or her by the Board of Directors. Unless determined otherwise by the Board of Directors, the President shall serve as the Chairperson.

Section 3.06 PRESIDENT. The president (the "*President*") shall be the chief executive officer of the Corporation and shall have such other powers, duties, and responsibilities as from time to time may be assigned to him or her by the Board of Directors. Subject to the control of the Board of Directors and subject to the provisions of applicable law restricting the powers of a president, the President shall establish and maintain an effective organization and structure for the Corporation with clearly defined roles, responsibilities, and reporting relationships, that ensure follow-up and accountability among all directors (including advisory directors and ex-officio directors), officers, committee members, employees, volunteers, and any other person servicing the Corporation. The President shall establish and maintain a consistent process for open and

continuing communication with the Board of Directors to ensure effective governance of the Corporation.

Section 3.07 SECRETARY. The secretary (the “*Secretary*”) (a) shall keep the minutes of all meetings of the Board of Directors, (b) shall attend to the giving and serving of all notices, (c) may in the name of the Corporation attest to all contracts of the Corporation and affix the seal, if any, of the Corporation thereto, (d) shall in general perform duties incident to the office of Secretary in the TBOC, subject to the control of the Board of Directors, and (e) shall discharge such other duties as shall be prescribed from time to time by the Board of Directors or the President. In the case of the absence or disability of the Secretary, the Board of Directors may appoint one or more assistant secretaries to perform the duties of the Secretary during such absence or disability.

Section 3.08 VICE-PRESIDENT. The vice president of the Corporation (the “*Vice President*”) may, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform any other duties as the Board of Directors or the President shall assign including, without limitation, serve as Chairperson of the Board of Directors.

Section 3.09 TREASURER. The treasurer of the Corporation (the “*Treasurer*”) shall have custody of all the funds and securities of the Corporation. If the Board of Directors has not determined to appoint a Treasurer, the Secretary shall have the powers and perform the duties of the Treasurer. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors, and he or she may sign all receipts and vouchers for payment made to the Corporation, either alone or jointly with such other officer as is designated by the Board of Directors. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors if so requested by the Board of Directors. In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President. The Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require. In the case of the absence or disability of the Treasurer, the Board of Directors may appoint one or more assistant treasurers to perform the duties of the Treasurer during such absence or disability.

Section 3.10 EXECUTIVE DIRECTOR. The Board of Directors may determine whether to appoint an executive director (the “*Executive Director*”), whose duties and responsibilities and duration of term of service shall be determined by the Board of Directors. The Executive Director shall, in general, have the responsibility for the executive management of the affairs of the Corporation, subject to the policies, directives, and control of the Board of Directors, as well as such other powers, duties, and responsibilities as may be assigned to the Executive Director by the Board of Directors from time to time. The Executive Director is not considered a member of the Board of Directors and is not entitled to vote. The Executive Director is entitled to

reasonable compensation as determined by a majority vote by the Board of Directors. The Executive Director serves solely at the will of the Board of Directors, and may be removed for any reason in the discretion of the Board whether or not for cause.

ARTICLE IV COMMITTEES

Section 4.01 COMMITTEES HAVING BOARD AUTHORITY. The Board of Directors by resolution may designate one or more committees, which, to the extent provided in such resolution or in these Bylaws, shall have and may exercise the authority of the Board of Directors, limited by the scope and duration of such appointment, except that no such committee shall have the authority of the Board of Directors in reference to:

- (a) filling vacancies (whether resulting from an increase in the number of positions or from the vacation of an existing position) on the Board of Directors or any committee created by the Board of Directors;
- (b) electing, appointing, or removing any member of the Board of Directors, any member of any committee created by the Board of Directors, or any elected or appointed officer of the Corporation;
- (c) amending the Certificate of Formation or these Bylaws;
- (d) approving a plan of merger or consolidation of the Corporation;
- (e) approving a voluntary dissolution of the Corporation or revocation thereof;
- (f) altering or repealing any resolution of the Board of Directors; or
- (g) expenditure of funds or assuming any financial obligation of more than \$100 absent the written approval of the Board.

The designation of each such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Any action taken by a committee which exercises authority of the Board of Directors shall be reported to the Board of Directors within thirty (30) days. Each such committee shall consist of two (2) or more persons, at least a majority of whom must be Directors of the Corporation.

Section 4.02 COMMITTEES NOT HAVING BOARD AUTHORITY. 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 at a meeting at which a quorum is present. Such committees shall have only the powers and duration of term of service specifically delegated and expressly granted to them by the Board of Directors. Membership on such committees may, but need not, be limited to Directors. In the case of a standing committee, each such committee shall consist of two (2) or more persons, at least a majority of whom must be Directors.

Section 4.03 STANDING COMMITTEES. The Board of Directors may designate one or more standing committees as are reasonably necessary, and the duties of any such standing committee shall be prescribed by the Board of Directors upon its designation. A standing committee may be given the authority of the Board of Directors if the provisions of Section 4.01 of these Bylaws are followed; otherwise, the provisions of Section 4.02 of these Bylaws must be followed. A voting member of the Board of Directors shall chair each standing committee. As of the adoption of these Bylaws, there are no standing committees.

Section 4.04 SPECIAL COMMITTEES. Subject to the provisions of Section 4.02 of these Bylaws, the Board of Directors may designate one or more special committees as are necessary, and the duties of any such special committee shall be prescribed by the Board of Directors upon its designation. A special committee shall not have the authority of the Board of Directors, shall be chaired by a voting member of the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is designated, and shall have no power to act except as specifically conferred by the action of the Board of Directors. Upon the completion of the task for which it was designated, or as otherwise instructed by the Board, such special committee shall stand dissolved. As of the adoption of these Bylaws, there are no special committees.

Section 4.05 ADVISORY COMMITTEES. Subject to the provisions of Section 4.02 of these Bylaws, the Board of Directors may designate one or more advisory committees as are reasonably necessary to allow the Corporation's constituencies, such as donors and customers, to participate in the Corporation's operations, and the duties of any such advisory committee shall be prescribed by the Board of Directors upon its designation. An advisory committee shall not have the authority of the Board of Directors, shall be chaired by a member of the Board of Directors, and shall have no power to act except as specifically conferred by the action of the Board of Directors. As of the adoption of these Bylaws, there are no advisory committees.

Section 4.06 QUORUM AND VOTING. A majority of the members of a standing or special committee shall constitute a quorum for the transaction of business at any meeting of such standing or special committee, and those members present at a meeting of an advisory committee shall constitute a quorum for the transaction of business at any meeting such advisory committee. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. In the event of a Director vacancy leaving an equal number of qualified Directors serving as members of a standing or special committee, number of members equal to a 50% of shall constitute a quorum.

Section 4.07 MEETINGS AND NOTICES. Meetings of a committee may be called by the President, the chair of the committee, or a majority of the members of the committee. Each committee shall meet as often as is reasonably necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of such committee of the time, date and place of the meeting. Each committee shall keep minutes of its proceedings. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules or regulations adopted by the Board of Directors.

Section 4.08 APPOINTMENTS; TERMS; VACANCIES. Subject to the express provisions of this ARTICLE IV regarding membership requirements of a standing committee, the

members and the chairs of all standing committees, special committees and advisory committees may appointed by the President, subject to ratification by the Board of Directors, or the Board of Directors. The members of each standing committee shall serve until the conclusion of the next annual meeting of the Board of Directors following their appointments and until their respective successors are chosen and qualified, or until their respective earlier deaths, resignations, retirements, disqualifications or removals from office. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

Section 4.09 RESIGNATIONS AND REMOVALS. Any member of a committee may resign at any time by giving notice to the chair of the committee or the Secretary. A Board Member may resign at any time by giving notice to the Secretary. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee, or may terminate the committee as a whole, whenever in the sole and exclusive judgment of the Board of Directors it is in the best interest of the Corporation. The appointment of a person to a committee shall not in itself create contract rights.

Section 4.10 EXECUTIVE COMMITTEE. The Board of Directors may determine to appoint an executive committee which, if appointed, shall be a standing committee. Subject to the provisions of Section 4.01 of these Bylaws, applicable law, and any express resolution of the Board of Directors, when the Board of Directors is not in session, such executive committee, if any, shall have and may exercise the authority of the Board of Directors permitted by these Bylaws in the management of the affairs of the Corporation. The President shall serve as the chair of such executive committee, if any.

Section 4.11 MEETINGS BY TELEPHONE OR OTHER REMOTE ELECTRONIC COMMUNICATION. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of any committee designated by the Board of Directors, may, unless otherwise restricted by statute, by the Certificate of Formation, or by these Bylaws, participate in and hold a meeting of such committee by using conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in such a meeting pursuant to this Section 4.11 shall constitute presence for quorum purposes under Section 4.06 and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS, AND DELEGATES

Section 5.01 MANDATORY INDEMNIFICATION. The Corporation shall indemnify any present or former Director or officer (or the estate of such person) who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (hereafter throughout this ARTICLE V collectively referred to as a “*Proceeding*”), by reason of the fact that he or she (a) is or was a Director or officer of the Corporation, or (b) while serving as a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, sole proprietorship, employee benefit plan or other enterprise (hereafter throughout this ARTICLE V collectively referred to as “*Delegate*”) against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith to the extent that he or she has been wholly successful on the merits or otherwise in defense of such Proceeding.

Section 5.02 PERMISSIVE INDEMNIFICATION.

(a) The Corporation may indemnify any person (other than a present or former Director or officer of the Corporation (or the estate of such person)) who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a Delegate of the Corporation, against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her, and against judgments, penalties (including excise and similar taxes), fines, and amounts paid in settlement by him or her in connection therewith if it is determined that (A) he or she acted in good faith and in a manner he or she reasonably believed, in the case of conduct in his or her official capacity, as defined in Section 8.001(6) of the TBOC (“*Official Capacity*”), to be in the best interests of the Corporation, or, in all other cases, to be not opposed to the best interests of the Corporation; and (B) with respect to any criminal Proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; *provided, however*, that if he or she is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by him or her, the indemnification provided pursuant to this Section 5.02: (i) is limited to expenses actually and reasonably incurred by him or her in connection with the Proceeding and does not include any judgment, penalty, fine, or excise or similar tax; and (ii) may not be made in respect of any Proceeding in which he or she has been found liable for willful or intentional misconduct in the performance of his or her duties to the Corporation, breach of his or her duty of loyalty owed to the Corporation, or an act or omission not committed in good faith that constitutes a breach of a duty of him or her owed to the Corporation.

(b) The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal Proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. A person will be deemed to have been found liable in respect to any claim, issue or matter only after the person has been so adjudged by a court of competent jurisdiction after all appeals are exhausted or foreclosed by law.

(c) Notwithstanding any other provisions of this ARTICLE V, the Corporation must indemnify any person as to whom indemnification is mandatory under Section 5.01 to the fullest extent permitted by law.

Section 5.03 INDEMNIFICATION PROCEDURE. Any indemnification under Section 5.02 (unless ordered by a court or made pursuant to a determination by a court) may be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the eligible person is proper under the circumstances because that person has met the applicable standard of conduct set forth in Section 5.02. Such determination shall be made:

(a) by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the Proceeding;

(b) if such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the Proceeding; or

(c) by special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in Section 5.03(a) or (b) of these Bylaws, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors who at the time of the vote are not named defendants or respondents in the Proceeding.

Section 5.04 AUTHORIZATION OF PAYMENT. Authorization of indemnification and determination as to reasonableness of expenses for indemnification under Section 5.02 must be made by a majority vote of a quorum consisting of the Directors who at the time of the vote are not named defendants or respondents in the Proceeding.

Section 5.05 ADVANCEMENT OF EXPENSES. The Corporation may pay or reimburse reasonable expenses incurred by a person currently serving as a Director, officer, or Delegate of the Corporation who was or is a party or is threatened to be made a party to any Proceeding in advance of the final disposition of the Proceeding, without any determination as to the person's entitlement to indemnification, if the Corporation receives the following before any such advancement of expenses:

(a) a written affirmation by the person of the person's good faith belief that he or she has met the standard of conduct necessary for indemnification under the TBOC and these Bylaws; and

(b) a written undertaking by or on behalf of the person to repay the amount so advanced if the final determination is that the person has not met the required standard of conduct set forth in the TBOC and these Bylaws or that indemnification is prohibited by the TBOC.

Section 5.06 INDEMNIFICATION RIGHTS NOT EXCLUSIVE. The indemnification provided by these Bylaws may not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Certificate of Formation these

Bylaws, a resolution of Directors, an agreement, or otherwise both as to action in his or her Official Capacity and as to action in any other capacity, and shall continue as to such person after the termination of such capacity and shall inure to the benefit of his or her heirs, executors and administrators; *provided, however*, that any provision for the Corporation to indemnify or to advance expenses to a current or former Director, officer, or Delegate of the Corporation whether contained in the Certificate of Formation, these Bylaws, a resolution of Directors, an agreement or otherwise, except in accordance with Section 5.07 of these Bylaws, is valid only to the extent it is consistent with Chapter 8 of the TBOC, as limited by the Certificate of Formation, if such a limitation exists.

Section 5.07 INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person by reason of the fact that he or she is or was serving at the request of the Corporation as a Director, officer, Delegate, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as a person, whether or not the Corporation would have the power to indemnify him or her against such liability under Chapter 8 of the TBOC.

Section 5.08 SEVERABILITY. In the event that any part or portion of this ARTICLE V is judicially determined to be invalid or unenforceable, such determination shall not in any way affect the remaining portions of this ARTICLE V, but the same shall be divisible and the remainder shall continue in full force and effect. Notwithstanding any provision of this ARTICLE V to the contrary, the Corporation shall not indemnify any person described in this ARTICLE V if such indemnification (a) would jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code, or (b) would cause the imposition of the federal excise tax for an excess benefit transaction under Section 4958 of the Code.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, GIFTS, AND CONFLICTS OF INTEREST

Section 6.01 CONTRACTS. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02 CHECKS, DRAFTS, AND ORDERS OF PAYMENT. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), employees, or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The authority of any such authorized officer or officers, employees or agents to sign checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation may be limited to amounts up to a specific dollar amount determined from time to time by the Board of Directors.

Section 6.03 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 from time to time direct or as shall be selected in accordance with procedures established by the Board of Directors.

Section 6.04 GIFTS. The Corporation may only accept a contribution, gift, bequest, or devise to the Corporation, and any officer of the Corporation may only accept or authorize the acceptance on behalf of the Corporation, of any contribution, gift, bequest, or devise to the Corporation, whether for the Corporation's general purposes or for any special purpose, in accordance with all rules, regulations and procedures established by resolution of the Board of Directors.

Section 6.05 CONFLICTS OF INTEREST. Subject to the limitations of this Section 6.05, members of the Board of Directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation notwithstanding that at such time they also may be acting as individuals or as trustees, beneficiaries, or advisers of trusts, or as members, associates, agents, shareholders, officers, or directors, of other persons or corporations or may be interested in the same matter as shareholders, directors, officers, or otherwise; *provided, however*, that no contract or agreement may be entered into by and between the Corporation and any of the following: (a) a director, officer, committee member, or employee of the Corporation (hereinafter an “*Insider*”); or (b) any corporation, partnership, trust, sole proprietorship, or any other entity (hereinafter an “*Entity*”) in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the TBOC as specified herein; and (ii) if one or more of the parties to the contract or transaction is a “disqualified person” with respect to the Corporation within the meaning of Section 4958 of the Code, either (x) such transaction is reviewed and approved in accordance with the “rebuttable presumption of reasonableness safe harbor” provisions set forth in the Treasury regulations promulgated under Section 4958 of the Code; or (y) the Board of Directors or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination. Section 22.230 of the TBOC requires that prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a director or officer is personally interested as a shareholder, director, officer, trustee, or beneficiary or advisor of a trust, or otherwise has a relationship, that contract, transaction, or action must be authorized and approved in good faith and with ordinary care by a vote of a majority of the number of directors in attendance at a meeting at which a quorum is present (excluding the vote(s) of any interested director(s)) and only after the disinterested directors are provided with knowledge of the material facts concerning the contract or transaction and each interested director's or officer's relationship or interest in the transaction, and only if the entering into of such contract or transaction is not violative of those provisions of the Certificate of Formation that prohibit the Corporation's use or application of its funds for private benefit. Any interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this Section 6.05 is authorized, but the interested Director must leave the meeting during the discussion of, and the vote on, such contract or transaction. The minutes of any such meeting must include (a) the names of the interested Directors who disclosed any possible direct or indirect interest, a description of the nature of the alleged interest or relationship and whether the Board of Directors determined a conflict of interest did in fact exist, and (b) the names of the Directors who were present for discussions relating to the proposed contract or transaction, the content of those discussions, including any alternatives to the proposed contract or transaction and a record of the vote. Notwithstanding any provision contained in this Section 6.05, no contract, transaction, or act shall be entered into or performed on behalf of the

Corporation if such contract, transaction, or act would result in the loss of the Corporation's exemption from federal income tax status. In no event, however, shall any person or Entity dealing with the Board of Directors or the officers of the Corporation be obligated to inquire into the authority of the Board of Directors or the officers so authorized to enter into or consummate any contract or to take any other action on behalf of the Corporation.

ARTICLE VII BOOKS AND RECORDS

Section 7.01 BOOKS AND RECORDS. The Corporation shall keep: (a) correct and complete books and records of account, (b) minutes of the proceedings of its Board of Directors and committees, and (c) a record of the names and addresses of the members of the Board of Directors and committees (if any) entitled to vote at the registered or principal office. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time at the registered or principal office of the Corporation. The books and records of the Corporation may be in written paper form or maintained by or on behalf of the Corporation, or by means of, an information storage device or method or one or more electronic data systems, provided that any such books and records so maintained can be readily converted into paper form within a reasonable time.

ARTICLE VIII MISCELLANEOUS

Section 8.01 NOTICE; WAIVER. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws to any Director, officer, or committee member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail (unless the address of the person entitled to such notice is located outside the United States of America), facsimile transmission, electronic mail, or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited, postage pre-paid, in the United States mail, addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation. Any notice required or permitted to be given by facsimile transmission or electronic mail shall be deemed to have been given at the time the notice is successfully transmitted to the person entitled thereto with confirmation of delivery by such recipient. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at the time notice is delivered to the overnight delivery courier service, fees prepaid, addressed to the person entitled thereto at his or her address, as it appears on the books of the Corporation. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Each Director shall maintain a current address to receive electronic mail and cell phone number with the Secretary and shall promptly advise of any changes to same.

Section 8.02 LOANS TO OFFICERS AND DIRECTORS PROHIBITED. No loans shall be made by the Corporation to its officers or to its directors. Any Directors voting for or assenting to the making of any loan to a Director or officer which is prohibited by the TBOC, and

any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 8.03 FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year.

Section 8.04 INVALID PROVISIONS. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.05 DIVIDENDS PROHIBITED. No dividend shall be paid to, and no part of the income of the Corporation shall be distributed to, the Directors or officers of the Corporation.

Section 8.06 COMPENSATION AND REIMBURSEMENT. The Board of Directors may determine to compensate any officer or individual, as an employee or as an independent contractor, in the form of a salary or otherwise, for his or her services to or on behalf of the Corporation. The Board of Directors may also determine to reimburse any officer or individual for reasonable expenses incurred or expected to be incurred by such officer or individual in connection with his or her services to the Corporation, in accordance with any such policy, if any, as may be adopted by the Board of Directors by resolution.

Section 8.07 SEAL. The Board of Directors may, in its discretion, elect to have a corporate seal. If such an election is made, the seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 8.08 DISCONTINUANCE OF CORPORATION. The Corporation may voluntarily wind up its affairs and terminate upon the adoption of a resolution to wind up by the Board of Directors. Upon the discontinuance of the Corporation by dissolution or otherwise, the assets must first be transferred to satisfy and discharge all debts, liabilities, and obligations of the Corporation and such remaining assets shall be distributed as follows:

(a) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with such requirement; and

(b) unless otherwise provided by the Certificate of Formation or these Bylaws, the remaining property shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code or described by Section 170(c)(1) or (2) of the Code under a plan of distribution adopted in accordance with Chapter 22 of the TBOC.

Section 8.09 GENDER AND NUMBER AGREEMENT. Whenever the masculine, feminine, or neuter gender is used inappropriately in these Bylaws, these Bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

Section 8.10 HEADINGS. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**ARTICLE IX
AMENDMENT OF BYLAWS**

Section 9.01 AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed, and new bylaws may be adopted, by the affirmative vote of at least a majority of the full Board of Directors at any annual, regular, or special meeting of the Board of Directors so long as notice of such proposed amendment, repeal, or adoption is contained in the notice of the meeting and such amendment or repeal does not cause the Corporation to cease to be exclusively organized and operated as an entity described in Section 501(c)(3) of the Code.

[signature page follows]

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation by action by written consent in lieu of a meeting, dated effective as of June 25, 2024.



Lisa Hernandez, Secretary