

FILED
U. S. DISTRICT COURT
EASTERN DISTRICT OF TEXAS

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS

APR 14 1988

MURRAY L. HARRIS, CLERK
By *[Signature]*
Deputy

ADDENDUM TO THE PLAN
FOR THE IMPLEMENTATION OF
THE CRIMINAL JUSTICE ACT OF 1964,
AS AMENDED, 18 U.S.C. §3006A

WHEREAS, the number of death row inmates who will exhaust their state court remedies and be in a position to seek federal habeas corpus relief in this district is expected to increase;

WHEREAS, representation of persons who have been convicted and sentenced to death requires a specialized knowledge of state and federal appellate procedure, certiorari practice, state and federal habeas corpus procedure, criminal and Eighth Amendment jurisprudence and entails an extraordinary commitment of time;

WHEREAS, this court is responsible for ensuring the adequate representation of financially eligible persons seeking federal habeas corpus relief when such representation is required in the interest of justice;

WHEREAS, the University of Texas Law School's Capital Punishment Clinic and Resource Center (hereinafter referred to as "the Resource Center") is a non-profit defense counsel service designed to furnish representation, and assistance in connection with the representation of death-sentenced inmates in the state of Texas;

WHEREAS, subsection (g) of the Criminal Justice Act of 1964, as amended, 18 U.S.C. §3006A (hereinafter referred to as "the Act") authorizes the establishment of Community Defender Organizations in a district or in adjacent districts in which at least 200 persons annually require the appointment of counsel, and this district meets that requirement.

IT IS THEREFORE ORDERED, that the Plan for the Implementation of the Criminal Justice Act for the Eastern District of Texas, dated February 10, 1965, and amended February 4, 1971, is hereby further amended to provide for the designation of the Resource Center as a Community Defender Organization in accordance with subsection (g)(2)(B) of the Act, and subject to the conditions set forth below:

1. The Resource Center is authorized by this Plan to provide representation, assistance, information, and other related services to eligible persons and appointed attorneys in connection with federal death penalty habeas corpus cases pursuant to subsection (g)(2)(B) of the Act. If provided in the Criminal Justice Act Plans for the Western, Northern, and Southern Districts of Texas, which are adjacent to this district, the Resource Center also may provide such services in those courts. The by-laws of the Resource Center are incorporated as part of the

Plan, and a copy of said by-laws shall be maintained by the Clerk of Court and attached to the original of this Plan.

2. The Resource Center shall operate pursuant to the provisions of subsection (g)(2)(B) of the Act, the terms and conditions of the sustaining grant, and the Guidelines for the Administration of the Criminal Justice Act, (Volume VII, Guide to Judiciary Policies and Procedures, promulgated by the Judicial Conference of the United States pursuant to subsection (h) of the Act.

3. The Resource Center shall submit to the Judicial Conference of the United States an annual report setting forth its activities and financial position and the anticipated caseload and expenses for the next fiscal year.

4. The Resource Center shall furnish to this court the initial roster of staff attorneys and shall report any changes thereto to the Court.

5. The primary goal of the Resource Center will be to assist the Court in ensuring that adequate representation is provided to persons under death sentence who seek federal habeas corpus relief. Toward

that end the Resource Center will perform the following functions:

a. The Resource Center shall monitor all capital litigation in the state of Texas.

b. The Resource Center shall screen and recruit qualified members of the private bar who are willing to provide representation in death penalty post-conviction proceedings in federal court and submit a list of such attorneys to the court for approval as a "Special Death Penalty Habeas Corpus Panel".

c. In each federal death penalty habeas corpus case in which the court has determined that counsel shall be appointed, the Resource Center shall provide to the court the name of the next available member of the "Special Death Penalty Habeas Corpus Panel". In cases where the interest of justice requires the appointment of more than one attorney, the Resource Center shall furnish the name of two attorneys.

d. The Resource Center shall be authorized to serve as counsel of record, and shall recommend to the Court those cases in which its appointment as counsel of record is appropriate.

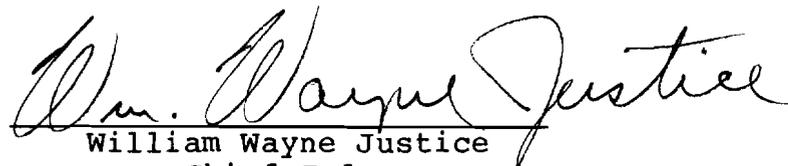
assignment of cases (both as counsel of record and as consultant) among the staff attorneys in that office. Accordingly, the court will assign cases in the name of the Executive Director or Chief Attorney rather than in the name of individual staff attorneys.

7. The Resource Center may obtain investigative, expert, or other services without regard to the requirements of limitations set forth in the Amended Plan dated February 4, 1971, with respect to procurement of such services by panel attorneys, provided that total expenditures of the organization for investigative, expert, and other services do not exceed its grant authorization for these specific categories.

The provisions of the Amended Plan dated February 4, 1971, shall remain in effect except to the extent that they are inconsistent with the provisions of this addendum, in which case the provisions of the addendum shall govern.

This amendment shall take effect upon its approval by the Judicial Council of the Fifth Circuit.

SIGNED this 1st day of April, 1988, for the Court.


William Wayne Justice
Chief Judge

BYLAWS
OF
TEXAS APPELLATE PRACTICE AND EDUCATIONAL RESOURCE CENTER

ARTICLE I.

NAME AND PURPOSE

1.1 Name. The name of the Corporation is Texas Appellate Practice and Educational Resource Center.

1.2 Purpose. Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act, the Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may from time to time be amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its Directors, officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by officers and Directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation

shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II.

OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located at 727 East 26th Street, Austin, Texas 78705-3299.

2.2 Additional Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation require.

ARTICLE III.

MEMBERS

3.1 General. The corporation shall have no members.

ARTICLE IV.

BOARD OF DIRECTORS

4.1 General Powers. The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors.

4.2 Number and Qualifications. Until changed by amendment to these Bylaws, the number of Directors which shall constitute the whole Board shall be three (3). Directors need not be residents of the State of Texas.

4.3 Increase or Decrease in Directors. Unless the Articles of Incorporation provide otherwise, 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.

4.4 Election and Vacancies. The Board shall be a self-perpetuating body. The manner of electing successors to the Directors, filling vacancies and filling directorships by reason of an increase in the number of Directors shall be as follows: Upon the expiration of the respective terms of the Directors, and at every succeeding election, successors to Directors whose terms shall have expired shall be elected by the affirmative vote of a majority of the other members of the Board, and vacancies and new directorships shall be filled in the same way. Any Director whose term of office shall have expired may be elected to succeed himself. The original terms of the Directors constituting the first Board of Directors shall be as follows:

Stephen Bright	one (1) year
Robert McGlasson	one (1) year
James Rebholz	one (1) year

Upon the expiration of the original terms of office, the respective successors shall be elected for terms of one (1) year. In case of election to fill a vacancy, the term of the successor shall be for the unexpired term for which the former occupant thereof was elected.

A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him permanently incapable of participating in the management and affairs of the corporation.

4.5 Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

4.6 First Meeting. The first meeting of each newly elected Board of Directors shall be held upon such notice, or without notice, and at such time and at such place as shall be determined by the Board.

4.7 Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

4.8 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of two (2) Directors. Notice of each special meeting of the Board of Directors shall be given to each Director at least two (2) days before the date of the meeting.

4.9 Attendance as Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose

of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.10 Voting. A Director may vote in person or by proxy executed in writing by the Director.

4.11 Quorum of Directors. At all meetings of the Board of Directors, a majority of the Directors present in person (but not by proxy) 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, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.12 Committees. The Board of Directors, by resolution passed by a majority of the full Board, may from time to time designate members of the Board to constitute committees, including an Executive Committee, which shall in each case consist of

two or more members. Except as expressly limited by the Texas Non-Profit Corporation Act or the Articles of Incorporation, any such committee shall have and may exercise such powers as the Board may determine and specify in the resolution designating such committee. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee.

4.13 Informal Action by Directors. 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 all the members of the Board of Directors or committee, as the case may be.

4.14 Attendance by Telephone. Subject to the provisions of the Texas Non-Profit Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors or members of any committee designated by the Board may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can

hear each other, and such participation shall constitute 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.

4.15 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor; provided, however, that any compensation received by a Director for services to the Corporation that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such Director to the Corporation.

ARTICLE V.

NOTICES

5.1 Notice to Directors. Any notice to Directors shall be in writing and shall be delivered personally or mailed or delivered to the Directors at their respective addresses appearing on the books of the Corporation. Notice by mail to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid (provided that Saturdays, Sundays and legal

holidays shall not be counted in determining such date), or on the day such notice is actually delivered to such address, whichever occurs first. Notice to Directors may also be given by telegram or other form of written telecommunication.

5.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of 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 VI.

OFFICERS

6.1 Officers of the Corporation. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also elect or appoint a Chairman of the Board and such other officers and assistant officers and agents as it shall deem necessary. All officers shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolution not inconsistent with these Bylaws, provided that no officer shall be elected or appointed for a term exceeding three (3) years. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Qualifications. No officer need be a member of the Board. The Board of Directors shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board deems advisable.

6.3 Term of Office and Removal. Unless otherwise specified by the Board of Directors, the term of office for all officers shall be for one (1) year; provided that the officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.4 Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors, upon written directions given him pursuant to resolutions duly adopted by the Board of Directors.

6.5 President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside, in the absence of the Chairman of the Board, at all meetings of the Board of Directors.

6.6 Vice President. The Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.7 Secretary. The Secretary shall attend all meetings of the Board of Directors of which, ex officio, he shall be the Secretary, and record all of the proceedings of the meetings of the Board of Directors in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation (if any) and, when

authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his signature or by the signature of an Assistant Secretary or of the Treasurer.

6.8 Assistant Secretaries. The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9 Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

6.10 Duties of Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings or when the President or Board of Directors so requires,

an account of all his transactions as Treasurer and of the financial condition of the Corporation.

6.11 Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

6.12 Assistant Treasurers. The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

6.13 Compensation. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors. Any compensation made to any officer of the Corporation in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Corporation.

ARTICLE VII.

GENERAL PROVISIONS

7.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

7.3 Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII.

AMENDMENTS

8.1 Amendment to Bylaws. The power to alter, amend or repeal these Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

ARTICLE IX.

INDEMNIFICATION

9.1 Indemnification and Indemnity Insurance. The Corporation shall indemnify and may reimburse or advance expenses and/or purchase and maintain insurance or any other arrangement on behalf of any person who is or was a director, officer,

employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, to the maximum extent allowable by law. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw agreement, insurance policy, vote of shareholders or otherwise.

C-10544

THE JUDICIAL COUNCIL OF THE FIFTH CIRCUIT
REVIEWING PANEL — CRIMINAL JUSTICE ACT PLAN

The foregoing and attached Order, setting forth an addendum to the Criminal Justice Act Plan for the Eastern District of Texas, having been reviewed by the Reviewing Panel of this Circuit, is approved.

Entered for the Reviewing Panel at New Orleans, Louisiana, this 15th day of July, 1988.

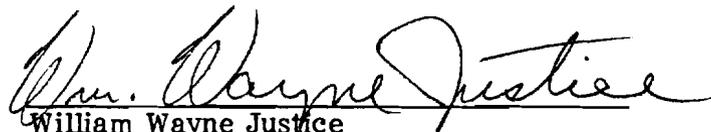

Lydia G. Comberrel
Circuit Executive
Secretary to the Judicial Council
of the Fifth Circuit

The following judges comprised and acted as the Reviewing Panel:

(a) Judicial Council of the Fifth Circuit

Charles Clark
Thomas Gibbs Gee
Alvin B. Rubin
Thomas M. Reavley
Henry A. Politz
Carolyn D. King
Sam D. Johnson
Jerre S. Williams
Will Garwood
E. Grady Jolly
Patrick E. Higginbotham
W. Eugene Davis
Edith H. Jones
Jerry E. Smith
George Arceneaux, Jr.
John V. Parker
John M. Shaw
Glen H. Davidson
Tom S. Lee
William Wayne Justice
Eldon B. Mahon
James DeAnda
Harry Lee Hudspeth

(b) United States District Judge


William Wayne Justice
Chief Judge
United States District Court
Eastern District of Texas

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By [Signature]
Deputy

ADDENDUM TO THE PLAN
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THE CRIMINAL JUSTICE ACT OF 1964,
AS AMENDED, 18 U.S.C. §3006A

WHEREAS, the number of death row inmates who will exhaust their state court remedies and be in a position to seek federal habeas corpus relief in this district is expected to increase;

WHEREAS, representation of persons who have been convicted and sentenced to death requires a specialized knowledge of state and federal appellate procedure, certiorari practice, state and federal habeas corpus procedure, criminal and Eighth Amendment jurisprudence and entails an extraordinary commitment of time;

WHEREAS, this court is responsible for ensuring the adequate representation of financially eligible persons seeking federal habeas corpus relief when such representation is required in the interest of justice;

WHEREAS, the University of Texas Law School's Capital Punishment Clinic and Resource Center (hereinafter referred to as "the Resource Center") is a non-profit defense counsel service designed to furnish representation, and assistance in connection with the representation of death-sentenced inmates in the state of Texas;

WHEREAS, subsection (g) of the Criminal Justice Act of 1964, as amended, 18 U.S.C. §3006A (hereinafter referred to as "the Act") authorizes the establishment of Community Defender Organizations in a district or in adjacent districts in which at least 200 persons annually require the appointment of counsel, and this district meets that requirement.

IT IS THEREFORE ORDERED, that the Plan for the Implementation of the Criminal Justice Act for the Eastern District of Texas, dated February 10, 1965, and amended February 4, 1971, is hereby further amended to provide for the designation of the Resource Center as a Community Defender Organization in accordance with subsection (g)(2)(B) of the Act, and subject to the conditions set forth below:

1. The Resource Center is authorized by this Plan to provide representation, assistance, information, and other related services to eligible persons and appointed attorneys in connection with federal death penalty habeas corpus cases pursuant to subsection (g)(2)(B) of the Act. If provided in the Criminal Justice Act Plans for the Western, Northern, and Southern Districts of Texas, which are adjacent to this district, the Resource Center also may provide such services in those courts. The by-laws of the Resource Center are incorporated as part of the

Plan, and a copy of said by-laws shall be maintained by the Clerk of Court and attached to the original of this Plan.

2. The Resource Center shall operate pursuant to the provisions of subsection (g)(2)(B) of the Act, the terms and conditions of the sustaining grant, and the Guidelines for the Administration of the Criminal Justice Act, (Volume VII, Guide to Judiciary Policies and Procedures), promulgated by the Judicial Conference of the United States pursuant to subsection (h) of the Act.

3. The Resource Center shall submit to the Judicial Conference of the United States an annual report setting forth its activities and financial position and the anticipated caseload and expenses for the next fiscal year.

4. The Resource Center shall furnish to this court the initial roster of staff attorneys and shall report any changes thereto to the Court.

5. The primary goal of the Resource Center will be to assist the Court in ensuring that adequate representation is provided to persons under death sentence who seek federal habeas corpus relief. Toward

that end the Resource Center will perform the following functions:

a. The Resource Center shall monitor all capital litigation in the state of Texas.

b. The Resource Center shall screen and recruit qualified members of the private bar who are willing to provide representation in death penalty post-conviction proceedings in federal court and submit a list of such attorneys to the court for approval as a "Special Death Penalty Habeas Corpus Panel".

c. In each federal death penalty habeas corpus case in which the court has determined that counsel shall be appointed, the Resource Center shall provide to the court the name of the next available member of the "Special Death Penalty Habeas Corpus Panel". In cases where the interest of justice requires the appointment of more than one attorney, the Resource Center shall furnish the name of two attorneys.

d. The Resource Center shall be authorized to serve as counsel of record, and shall recommend to the Court those cases in which its appointment as counsel of record is appropriate.

e. Upon the request, pursuant to subsection (e) of the Act and paragraph 3.16 of the Guidelines for the Administration of the Criminal Justice Act, of appointed or pro bono counsel in a federal habeas corpus death penalty case the Resource Center shall provide consulting services in such areas as, but not limited to, records completion, exhaustion of state remedies, identification of issues, review of draft pleadings and briefs.

f. The Resource Center will coordinate resources with other state and national organizations providing legal assistance to death-sentenced inmates.

g. The Resource Center will maintain a brief bank and clearinghouse of materials to assist lawyers in death penalty habeas corpus cases in federal courts.

h. The Resource Center will perform such other tasks as may be necessary to ensure that adequate representation is provided to financially eligible persons in federal death penalty habeas corpus proceedings.

6. In order to ensure the effective supervision and management of the Resource Center, its Executive Director or Chief Attorney will be responsible for the

assignment of cases (both as counsel of record and as consultant) among the staff attorneys in that office. Accordingly, the court will assign cases in the name of the Executive Director or Chief Attorney rather than in the name of individual staff attorneys.

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SIGNED this 1st day of April, 1988, for the Court.

Wm. Wayne Justice

William Wayne Justice
Chief Judge

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ARTICLE I.

NAME AND PURPOSE

1.1 Name. The name of the Corporation is Texas Appellate Practice and Educational Resource Center.

1.2 Purpose. Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act, the Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may from time to time be amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its Directors, officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by officers and Directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation

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4.4 Election and Vacancies. The Board shall be a self-perpetuating body. The manner of electing successors to the Directors, filling vacancies and filling directorships by reason of an increase in the number of Directors shall be as follows: Upon the expiration of the respective terms of the Directors, and at every succeeding election, successors to Directors whose terms shall have expired shall be elected by the affirmative vote of a majority of the other members of the Board, and vacancies and new directorships shall be filled in the same way. Any Director whose term of office shall have expired may be elected to succeed himself. The original terms of the Directors constituting the first Board of Directors shall be as follows:

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A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him permanently incapable of participating in the management and affairs of the corporation.

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of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.10 Voting. A Director may vote in person or by proxy executed in writing by the Director.

4.11 Quorum of Directors. At all meetings of the Board of Directors, a majority of the Directors present in person (but not by proxy) 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, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.12 Committees. The Board of Directors, by resolution passed by a majority of the full Board, may from time to time designate members of the Board to constitute committees, including an Executive Committee, which shall in each case consist of

two or more members. Except as expressly limited by the Texas Non-Profit Corporation Act or the Articles of Incorporation, any such committee shall have and may exercise such powers as the Board may determine and specify in the resolution designating such committee. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee.

4.13 Informal Action by Directors. 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 all the members of the Board of Directors or committee, as the case may be.

4.14 Attendance by Telephone. Subject to the provisions of the Texas Non-Profit Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors or members of any committee designated by the Board may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can

hear each other, and such participation shall constitute 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.

4.15 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor; provided, however, that any compensation received by a Director for services to the Corporation that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such Director to the Corporation.

ARTICLE V.

NOTICES

5.1 Notice to Directors. Any notice to Directors shall be in writing and shall be delivered personally or mailed or delivered to the Directors at their respective addresses appearing on the books of the Corporation. Notice by mail to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid (provided that Saturdays, Sundays and legal

holidays shall not be counted in determining such date), or on the day such notice is actually delivered to such address, whichever occurs first. Notice to Directors may also be given by telegram or other form of written telecommunication.

5.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of 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 VI.

OFFICERS

6.1 Officers of the Corporation. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also elect or appoint a Chairman of the Board and such other officers and assistant officers and agents as it shall deem necessary. All officers shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolution not inconsistent with these Bylaws, provided that no officer shall be elected or appointed for a term exceeding three (3) years. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Qualifications. No officer need be a member of the Board. The Board of Directors shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board deems advisable.

6.3 Term of Office and Removal. Unless otherwise specified by the Board of Directors, the term of office for all officers shall be for one (1) year; provided that the officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.4 Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors, upon written directions given him pursuant to resolutions duly adopted by the Board of Directors.

6.5 President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside, in the absence of the Chairman of the Board, at all meetings of the Board of Directors.

6.6 Vice President. The Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.7 Secretary. The Secretary shall attend all meetings of the Board of Directors of which, ex officio, he shall be the Secretary, and record all of the proceedings of the meetings of the Board of Directors in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation (if any) and, when

authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his signature or by the signature of an Assistant Secretary or of the Treasurer.

6.8 Assistant Secretaries. The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.9 Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

6.10 Duties of Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings or when the President or Board of Directors so requires,

an account of all his transactions as Treasurer and of the financial condition of the Corporation.

6.11 Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

6.12 Assistant Treasurers. The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

6.13 Compensation. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors. Any compensation made to any officer of the Corporation in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Corporation.

ARTICLE VII.

GENERAL PROVISIONS

7.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

7.3 Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII.

AMENDMENTS

8.1 Amendment to Bylaws. The power to alter, amend or repeal these Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

ARTICLE IX.

INDEMNIFICATION

9.1 Indemnification and Indemnity Insurance. The Corporation shall indemnify and may reimburse or advance expenses and/or purchase and maintain insurance or any other arrangement on behalf of any person who is or was a director, officer,

employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, to the maximum extent allowable by law. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw agreement, insurance policy, vote of shareholders or otherwise.

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