

AMENDED AND RESTATED
BY-LAWS
OF
AL-ANON FAMILY GROUP SERVICE, INC.
A Texas Non-Profit Corporation

Date of Adoption

February 23, 2003

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OF
AL-ANON FAMILY GROUP SERVICE, INC.
A Texas Non-Profit Corporation

ARTICLE I.
OFFICES AND STATEMENT OF PURPOSE

Section 1.01. Principal Office and Other Offices. The Corporation's principal office will be located at 10120 Northwest Freeway, Suite 242, Houston, Texas 77092. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Section 1.02. Registered Office and Registered Agent. The Corporation will maintain in Texas a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 1.03. Purpose. The purpose of the Corporation is to be a service center for AI-Anon and Alateen members in the greater Houston metropolitan area, based on the Twelve Steps, Twelve Traditions and Twelve Concepts of Service for AI-Anon and Alateen, all as promulgated and interpreted from time-to-time by the World Service Organization of AI-Anon.

ARTICLE II.
BOARD OF DIRECTORS

Section 2.01. Management of Corporation. The affairs, business and property of the Corporation shall be managed by the Board of Directors, subject to the restrictions imposed by law or the charter documents of the Corporation.

Section 2.02. Number. The number of Directors on the Board of Directors of the Corporation shall be seven (7) or such other number as the Board of Directors may from time-to time determine.

Section 2.03. Term. The Directors shall each serve for a one (1) two-year term, without the ability to succeed oneself. Once elected, a Director shall hold office for such two year term and until such Director's successor shall have been elected and qualified or until his or her earlier

death, resignation or removal (see Section 4.08 for removal procedure). After a Director has ceased to be a director for one year, he or she is eligible to again serve as a Director.

Section 2.04. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy to be filled due to a resignation of a Board member or an increase in the number of Directors, constituting the full Board shall be filled by action of the Board or, if there is less than a quorum of the Board of Directors remaining, the affirmative vote of a majority of the remaining Directors; provided, however, that if the Board of Directors has determined to reduce the number of Directors and for this reason determines not to elect a successor, then no such successor shall be elected. Any Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 2.05. Qualifications of Directors. Any member of any AI-Anon Meeting registered with the Corporation shall be eligible to serve as a director provided that he or she has been a member of AI-Anon for a minimum of two (2) years.

Section 2.06. Chairperson of the Board. The members of the Board of Directors shall elect a Chairperson from among themselves at the first meeting of the newly elected Board of Directors. All other members shall be members-at-large, but to the extent necessary or convenient for the purposes of election, any candidate may state his or her interest in, and qualifications for, providing specific skills and services needed by the Corporation, as such is determined from time-to-time by the Board of Directors (for example, a candidate may indicate a desire to be responsible for coordinating telephone volunteers). The Chairperson of the Board shall be the principal executive officer of the Corporation, and in general shall supervise and control all business affairs of the Corporation and perform such other functions as authorized by the Board of Directors. He or she shall preside at all meetings of Intergroup Representatives and at all meetings of the Board of Directors. He or she shall be authorized to sign, with the Secretary or any other proper officer of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board or these By-laws have authorized to be executed, except in cases where the signing thereof shall be expressly delegated by the Board of Directors or these By-laws to some other officer of the Corporation.

ARTICLE III. **BOARD COMMITTEES**

Section 3.01. Board Committees. Committees of the Board may be established (but are not required to be established) by the Board of Directors, and once established shall have and exercise the duties as are assigned to them by the Board of Directors in such resolution or further amending resolutions. Without requiring any Board committees, and for the purpose of example only, the Board may decide to establish committees for the purpose of aiding in the operation of the office, for the coordination of volunteers or for liaison with the World Service Organization. The establishment of a Board committee and delegation thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on him or her by law.

No Board committee shall have the authority of the Board to: (a) amend the articles of incorporation; (b) adopt a plan of merger or of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets; (d) authorize voluntary dissolution of the Corporation; (e) revoke proceedings for voluntary dissolution of the Corporation; (f) adopt a plan for distributing the Corporation's assets; (g) amend, alter or repeal these By-laws or adopt new by-laws for the Corporation; (h) elect, appoint or remove a member of a committee or a Director or officer of the Corporation; (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 8.02 below; or (j) take any action outside the scope of authority delegated to it by the Board.

Section 3.02. Appointment; Term of Office; and Removal. Each Chairperson of a Board committee shall be nominated from among the Directors, shall be elected to such committee by a vote of the majority of Directors present at a meeting at which a quorum is present, and shall continue as such until the next annual meeting of the Board and until his or her successor is appointed; unless the Board committee shall be sooner terminated, or unless such member be removed from such Board committee, or unless such member shall cease to qualify as a member thereof. Members may be removed from a Board committee only by the affirmative vote of all of the then current Board committee members with the exception of the Board committee member subject to the removal action.

Section 3.03. Committee Chairpersons. The Chairperson will call and preside at all meetings of the committee. The Chairperson of each Board committee shall report to the Board or such other Board member(s) as the Board shall designate.

Section 3.04. Quorum; Notices; Manner of Acting; Procedures for Meetings. Unless otherwise provided in the resolution of the Board of Directors establishing a Board committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The provisions of these By-laws pertaining to notices of meetings, manner of acting and procedures for conducting meeting and all other provisions of these By-laws (as applicable) shall apply to all Board committees (but not to subcommittees established pursuant to Section 3.07, as such are advisory only).

Section 3.05. Vacancies. Vacancies in the membership of any Board committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.06. Rules/Subcommittees. Subject to Section 3.05 above, each Board committee may adopt its own rules, consistent with these By-laws or with other rules that may be adopted by the Board. Any Board committee may create subcommittees comprised of members of the Corporation (which need not be Board members) for the purpose of carrying out the tasks assigned to it by the Board. A subcommittee shall not be delegated any authority that was delegated to the Board committee by the Board, but shall serve in an advisory role only, to support the Board committee.

ARTTICLE IV.
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.01. Annual Meetings of the Board. An annual meeting of the Board of Directors shall be held each year in the month of April at such time and place as shall be determined by the Board of Directors and specified in the call of the meeting.

Section 4.02. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors.

Section 4.03. Special Meetings of the Board. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or two (2) members of the Board of Directors of the Corporation. The person or persons authorized to call the special meeting shall fix the time and place for the holding of the special meeting of the Board of Directors called by them, and shall determine if Intergroup Representatives will be specifically requested to attend such meeting.

Section 4.04. Notice of Board Meetings. Notice of any annual or regular meeting of the Board of Directors (including meetings at which Intergroup Representatives are specifically requested to attend) shall be given in accordance with Section 12.01 at least fourteen (14) days in advance of the meeting and shall specify the time, place, and items of business to be transacted at such annual or regular meeting. Notice of any special meeting of the Board of Directors shall be given in accordance with Section 12.01 at least seventy-two (72) hours in advance of the meeting and shall specify the time, place, and items of business to be transacted at such special meeting. Notice of Board meetings shall be sent to all Board members, and if, the meeting is one at which Intergroup Representatives are specifically requested to attend, notice shall also be sent to all Intergroup Representatives who have provided contact information to the Corporation.

Section 4.05. Quorum. A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. If less than a majority of Directors is present at any meeting, the majority of the Directors present may adjourn the meeting to reconvene at another time without further notice. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum.

Section 4.06. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is specifically required by law or these By-laws.

Section 4.07. No Compensation Expenses. Directors may not receive salaries for their services; however, by resolution of the Board, any Director may be reimbursed for all reasonable expenses incurred in pursuing the interests of the Corporation.

Section 4.08. Removing Directors. The Board may vote to remove a Director at any meeting of the Board properly called and noticed, by the affirmative vote of all of the then current Board of Directors with the exception of the Director subject to the removal action. A Board member may also be removed by the affirmative vote of a majority of the Intergroup Representatives at a meeting of Intergroup Representatives properly called and noticed.

Section 4.09. Resignation of Directors. Any Director may submit his or her resignation as a member of the Board at any time. The resignation need not be accepted by the Corporation to be effective.

ARTICLE V.
MEMBERS/INTERGROUP REPRESENTATIVES/MEETINGS OF
INTERGROUP REPRESENTATIVES.

Section 5.01. Members. All members of Al-Anon and/or Alateen residing in the greater Houston metropolitan area (such being designated by attendance at meetings listed in the Schedule of Meetings maintained and published by the Corporation) who state a desire to be a member shall be members of the Corporation. Members shall have no right to vote.

Section 5.02. Intergroup Representatives. Each Al-Anon and Alateen meeting that registers with the Corporation as an Al-Anon or Alateen meeting shall have the right to elect one (1) Intergroup Representative and one (1) Alternate Intergroup Representative. In order for the elected Intergroup Representative and alternative Intergroup Representative to be recognized as such, the meeting shall register with the Corporation by notifying the Corporation of the name, address, and telephone number of such representative and the name of the meeting that such Intergroup Representative represents.

Section 5.03. Attendance by Intergroup Representatives at Board of Director Meetings All Board of Directors meetings of the Corporation shall be open to any Intergroup Representative; provided, however, that the Board shall set aside a minimum of one (1) meeting per calendar quarter wherein attendance by Intergroup Representatives at such meetings of the Board of Directors shall be specifically requested. While not authorized to vote at Board meetings, the Intergroup Representatives shall have the right to provide comment and insight of the Board members at any meeting of the Board of Directors. In the event an Intergroup Representative is unable to attend a meeting of the Board of Directors, the Alternate Intergroup Representative shall be authorized to attend in place and stead of the Intergroup Representative, as if the Intergroup Representative were present.

Section 5.04. Meetings of the Intergroup Representatives. An annual meeting of Intergroup Representatives shall be held in the month of April each year, either before or after the annual meeting of the Board of Directors, at a time and place to be established by the Board of Directors. Additional meetings of the Intergroup Representatives may be noticed and convened at any time either by the Board of Directors or by ten percent (10%) of the total number of Intergroup Representatives that have registered with the Corporation as Intergroup Representatives. Notice of all meetings of the Intergroup Representatives shall be given at least

thirty (30) days in advance of such meeting; shall specify the time, place and items to be considered at such meeting, and shall be sent by the Corporation to all registered Intergroup Representatives in accordance with Section 12.01.

Section 5.05. Voting by Intergroup Representatives. The Intergroup Representative shall be authorized to vote only at meetings of the Intergroup Representatives and only on the following matters:

- (i) the election of Directors;
- (ii) amendments to the Articles of Incorporation of the Corporation;
- (iii) amendments to the By-laws of the Corporation; and
- (iv) the establishment of and election of the members to the Nominating Committee
- (v) Removal of Board members in accordance with Section 4.08
- (vi) Any other business that the Board of Directors determines to submit to the vote of the Intergroup Representatives.

Section 5.06. Quorum of Meetings of Intergroup Representatives.

There is no requirement of a quorum for any meeting of Intergroup Representatives.

Section 5.07. Manner of Acting at Meetings of Intergroup Representatives. The act of a majority of the Intergroup Representatives present at a meeting of Intergroup Representatives shall be the act of the Intergroup Representatives; except that for the removal of a Director by the Intergroup Representatives pursuant to Section 5.05(v) above shall require the affirmative vote of two-thirds (2/3) of the Intergroup Representatives present at the meeting of Intergroup Representatives.

ARTICLE VI. NOMINATING COMMITTEE

Section 6.01. Establishing and Purpose of Nominating Committee. There shall be established a standing nominating committee of the membership comprised of three (3) Intergroup Representatives and one member of the Board of Directors. The members of the Nominating Committee shall elect a Chairperson from among them. The purpose of the Nominating Committee is to nominate, from among the membership, persons meeting the qualifications requirements, to serve as Directors of the Corporation. The Nominating Committee at the time of adoption of these By-laws shall constitute the first Nominating Committee.

Section 6.02. Election of Nominating Committee Members. Any member of any AI-Anon or Alateen meeting who is not then currently serving on the Nominating Committee, may seek election to the Nominating Committee by submitting a request, in writing, to either the

Chairperson of the Nominating Committee (with a copy to the Chairperson of the Board) or to the Chairperson of the Board (who will send it to the Chairperson of the Nominating Committee). The Chairperson of the Nominating Committee shall actively seek Committee members for election by any such means as he or she deems appropriate or convenient, including mailings, to Intergroup Representatives for announcement at meetings, postings on the Corporation's website and other public information venues.

Section 6.03. Write-In Candidates. Any member meeting the qualifications of Section 2.05 may be elected as a member of the Board of Directors as a write-in candidate.

ARTICLE VII. **OFFICERS**

Section 7.01. Officer Positions. In addition to the Chairperson of the Board, the Corporation shall have a President and a Secretary, and such other officers as is required by law. The Board may create additional officer and assistant officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices except that the President and Secretary must not be the same person. Officers need not be members of the Board of Directors.

Section 7.02. President. The President may be the same person as the Chairperson of the Board, but if not the same person, shall perform the duties of the Chairperson of the Board in the absence of the Chairperson or in the event of the inability of the Chairperson to perform his or her duties. The President shall also perform such other duties as from time to time are assigned to him or her by the Board of Directors or the Chairperson of the Board.

Section 7.03. Secretary. The Secretary shall keep the minutes of all meetings of the Intergroup Representatives and all meetings of the Board of Directors in one or more books expressly kept for such purpose, give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the records and books of the Corporation, maintain a register of information provided by Intergroup Representatives in accordance with these Bylaws, and in general perform all duties incident to the office of Secretary and such other duties as from time to time are assigned to him or her by the Board of Directors.

Section 7.04. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors for terms not exceeding one (1) year. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death, resignation or removal.

Section 7.05. Removal. Any officer or employee may be removed from such officer position or as an employee by the Board whenever the Board in its judgment determines that such removal is in the best interest of the Corporation, but such removal shall be without prejudice to the contract rights, if any, of such person. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 7.06. Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

ARTICLE VIII.

TRANSACTIONS OF CORPORATION

Section 8.01. Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 8.02. Potential Conflicts of Interest. The Corporation may not make any loan to a Director or officer of the Corporation. No Director, officer, or Committee member of the Corporation may lend money to, or otherwise transact business with, the Corporation except as approved by the Board of Directors at a meeting at which the interested Director does not participate or vote, and in compliance with all applicable laws. Such person transacting business with the Corporation has the same rights and obligations relating to those matters as to other persons transacting business with the Corporation. The Corporation may not borrow money from, or otherwise transact business with, a Director, advisory director, officer, or Committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

ARTICLE IX.

BOOKS AND RECORDS

Section 9.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records will include: (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent; (b) a copy of all by-laws, including these By-laws, and any amended versions or amendments to them; (c) minutes of the proceedings of the Board and committees having any of the authority of the Board; (d) a list of the names and addresses of the Directors, officers, and any committee members of the Corporation; (e) a financial statement showing the Corporation's assets, liabilities, and net worth; (f) a financial statement (audited or unaudited as determined by the Board of Directors or as required by law) showing the Corporation's income and expenses for the three most recent fiscal years; (g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and (h) the Corporation's federal, state, and local information or income-tax returns for each of the Corporation's three most recent tax years.

Section 9.02. Inspection and Copying. Any Director, officer, Committee member or Intergroup Representative may inspect all the corporate books and records required to be kept

under the By-laws. The inspection may take place at a reasonable time during posted office hours and no later than ten working days after the Corporation receives a proper written request. The Corporation will provide requested copies of books or records no later than ten working days after receiving a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor.

ARTICLE IX.
FISCAL YEAR

Section 10.01. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year

ARTICLE XI.
INDEMNIFICATION AND INSURANCE

Section 11.01. Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a suit or proceeding (other than an action by or in the right of the Corporation) because the person is or was a Director, advisory director or officer of the Corporation, to the fullest extent permitted under the Texas Non-Profit Corporation Act.

Section 11.02. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who 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 such a person and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under the Texas Non-Profit Corporation Act.

ARTICLE XII.
NOTICES

Section 12.01. Notice by Mail, Facsimile or Electronic Transmission. Any notice required or permitted by these By-laws to be given may be given by written notice delivered personally or sent by mail or sent by facsimile or bye-mail or other means of electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, addressed to the person at his or her address as it appears in the Corporation's records, with postage prepaid. If notice is given by facsimile transmission or bye-mail or other means of electronic transmission, such notice shall be deemed to be delivered when transmitted and sender receives a transmission receipt. A person may

change his or her address in the Corporation's records by giving written notice of the change to the Secretary of the Corporation.

Section 12.02. Signed Waiver of Notice. Whenever any notice is required by law or under the" Articles of Incorporation or these By-laws, the person entitled to receive such notice may waive notice. Without limiting the foregoing, a written waiver signed by the person entitled to the notice, whether before or after the time stated there, is conclusive proof of a waiver of notice and shall be deemed the equivalent to giving the required notice.

Section 12.03. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting, except where such person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII. **SPECIAL PROCEDURES CONCERNING MEETINGS**

Section 13.01. Meeting by Telephone. The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference-call or similar communications equipment. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; and a person's participation in a conference-call meeting constitutes his or her presence at the meeting.

Section 13.02. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be made without a meeting. An action without a meeting may be taken if a written consent to the action is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Each written consent must be signed and bear the date of signature of the person signing it. A photographic, facsimile, or similar reproduction of a signed writing will be treated as an original being signed by the Director.

ARTICLE XIV. **AMENDING BY-LAWS**

Section 14.01. Amending By-laws. These By-laws may be altered, amended, or repealed, and new by-laws may be adopted only by the affirmative vote of both (i) a majority of the then current Board of Directors and (ii) a majority of the Intergroup Representatives present at a duly called meeting of the Intergroup Representatives for the purpose of amending these By-laws.

ARTICLE XV.
MISCELLANEOUS PROVISIONS

Section 15.01. Legal Authorities Governing Construction of By-laws. These By-laws will be construed under Texas law. All references in these By-laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 15.02. Legal Construction. If any By-law provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-laws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 15.03. Headings. The headings used in the By-laws are for convenience and may not be considered in construing the By-laws.

Section 15.04. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records; *provided, however*, no power of attorney shall be used for casting a vote as Director.

CERRIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of AI-Anon Family Group Service, Inc., and that these By-laws constitute the Corporation's By-laws. These By-laws were duly adopted at a meeting of the Board of Directors held on the 23rd day of February, 2003.

Dated-----

Secretary of the Corporation

Signature -----

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