

**BYLAWS
OF
TEXAS A&M-SAN ANTONIO INSTITUTE
FOR
SCHOOL AND COMMUNITY PARTNERSHIPS**

PREAMBLE

These Bylaws (the "**Bylaws**") are subject to and governed by the Texas Business Organizations Code (as it may be amended from time to time, or any successor law, collectively, the "**TBOC**") and the certificate of formation (together with all amendments thereto, the "**Certificate of Formation**") of Texas A&M San Antonio Institute for School and Community Partnerships, a Texas nonprofit corporation (the "**Corporation**"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC or other applicable law (including, without limitation, the Texas Open Meetings Act and the Texas Education Code, as applicable) or the provisions of the Certificate, such provisions of the TBOC or other applicable law, or the Certificate, as the case may be, will be controlling.

ARTICLE I

Name, Purposes and Powers

Section 1.1 Name. The name of the Corporation is Texas A&M-San Antonio Institute for School and Community Partnerships, as stated in its Certificate of Formation.

Section 1.2 Period of Duration. The period of duration of the Corporation shall be perpetual.

Section 1.3 Liability. The liability for debts of the Corporation shall be limited to property of the Corporation.

Section 1.4 Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the TBOC; *provided, however*, that the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws.

Section 1.5 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Code, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of its purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

Section 1.6 Members. The Corporation shall have no "members" as that term is used in the TBOC. The Corporation, however, may use the word "members" to designate those persons having such privileges or status as the Bylaws or the Board of the Directors of the Corporation (the "**Corporation Board**") may determine; *provided, however*, that "members" shall have no voting or other legal or equitable rights in the Corporation.

ARTICLE II Offices

Section 2.1 Registered Office. The registered office of Corporation shall be located in the City of San Antonio, County of Bexar, State of Texas, and the Corporation's initial registered office shall be as set forth in the Certificate of Formation. The Corporation may change its registered office or change its registered agent, or both, upon filing in the Office of the Texas Secretary of State a statement setting forth the facts required by law and executed by an authorized officer of the Corporation and delivered along with a copy thereof to the Texas Secretary of State.

Section 2.2 Principal Office. The principal office of the Corporation shall be located in San Antonio, Texas. The Corporation may also have offices at such other places, either within or without the State of Texas, as the Corporation Board may from time to time determine or as the business of the Corporation may require.

ARTICLE III Directors

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed and controlled by the Corporation Board in accordance with these Bylaws, the TBOC, and the Certificate of Formation, in each case as amended from time to time. The continuing and exclusive authority to fix, supervise, and control the professional, business, and other affairs of the Corporation shall be wholly vested in the Corporation Board.

Section 3.2 Members of the Corporation Board.

a. Number and Composition. The number of directors of the Corporation shall be at least three (3) and not greater than nine (9) or such other number as determined from time to time by resolution of the Corporation Board or as stated in the Certificate of Formation; *provided*, that in all events the Corporation shall have no fewer than three (3) directors.

b. Qualifications. To be qualified to serve as a director of the Corporation, a person must be at least eighteen (18) years old, and directors need not be residents of the State of Texas absent a provision to the contrary in the Certificate of Formation or laws of the State of Texas. Additionally, a director may be a member of the Texas A&M University-San Antonio staff or student body (referred to herein as a "**TAMUSA Director**"); *provided, however*, that in no event shall TAMUSA Directors comprise a majority of the Corporation Board.

c. Election; Governance Committee. Recommendations for nominations to the Corporation Board must be submitted to the Board Chair prior to April 1 of each year. The Board Chair shall appoint a Governance Committee, one role of which will be to screen and submit director nominees to the Corporation Board. The chair of the Governance Committee shall be appointed by the Board Chair before the first meeting of the Corporation Board within each fiscal year. Balloting for new directors shall take place by mail, electronic means, or at any regular meeting of the Corporation Board. A majority vote of the existing directors is required for election to the Corporation Board.

d. Term. Each director position on the Corporation Board shall have a term of three (3) years. Each director shall serve until the end of his or her term of office and until his or her successor is elected and qualified or, if earlier, until his or her death, resignation, retirement, disqualification or removal from office.

e. Change in Number. Subject to Section 3.2(a), the number of directors the Corporation Board may be increased or decreased from time to time by majority vote of the existing directors, but no decrease shall have the effect of shortening the term of any incumbent director.

f. Officers as Directors. As provided in Section 5.2, the Board Chair, Vice-Board Chair, Treasurer, and Secretary will serve as members of the Corporation Board; and the President/CEO shall be a non-voting member of the Corporation Board.

Section 3.3 Vacancies.

a. Vacancies in the Corporation Board shall exist if any of the following events occurs: (i) a director dies, resigns or is removed from office; (ii) the authorized number of directors is increased; or (iii) a director's term of office ends in accordance with Section 3.2(d). Additionally, the Corporation Board may declare vacant the office of a director in either of the following cases: (iv) if such director is adjudged incompetent by an order of court, or finally convicted of a felony; or (v) if within sixty (60) days after notice of such director's appointment, such director does not accept the office either in writing or by attending a meeting of the Corporation Board.

b. Any vacancy occurring in a director position on the Corporation Board shall be filled by majority vote of the other directors of the Corporation serving at the time.

c. If the Corporation Board accepts the resignation of a director tendered to take effect at a future time other than the time at which the resigning director's term would otherwise expire, the successor to such resigning director may be selected in accordance with above Section 3.2(c), to take office when the resignation becomes effective. A director appointed to fill a vacancy that exists for any reason other than the end of his or her predecessor's term of office in accordance with Section 3.2(d), or the creation of a new director position, shall be appointed to the unexpired term of his or her predecessor in office. Any director may resign by furnishing written notice of such resignation to the President/CEO of the Corporation.

Section 3.4 Removal. Any director of the Corporation may be removed, with or without cause, at any time by the majority vote of the entire Corporation Board serving at the time.

Section 3.5 Meetings in General. Meetings of the Corporation Board (annual, regular or special) may be held either within or without the State of Texas. Any regular or special meeting is valid, wherever held, if held on written consent signed by a sufficient number of the members of the Corporation Board as would be necessary to hold that meeting if all of the members of the Corporation Board were present and voted, given either before or after the meeting and filed with the secretary of the Corporation.

Section 3.6 Annual Meetings. An annual meeting of the Corporation Board shall be held in November in each year, at such place as shall be fixed by notice from the chairman of the Corporation Board (the "**Board Chair**"), the President/CEO or the Secretary, and no notice of such meeting shall be necessary to the newly appointed directors in order legally to constitute the meeting; *provided*, that a quorum shall be present. In the event of the failure to fix the time and place of such annual meeting of the newly elected Corporation Board, or in the event such meeting is not held at the time and place so fixed, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Corporation Board, or as shall be specified in a written waiver signed by all of the directors.

Section 3.7 Regular Meetings. Regular meetings of the Corporation Board may be held at such time and at such place as specified in a notice given as hereinafter provided for special meetings of the Corporation Board, or as shall be specified in a written waiver signed by all of the directors. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Corporation Board need be specified in the notice or waiver of notice of such meeting.

Section 3.8 Special Meetings. Special meetings of the Corporation Board may be called by the Board Chair or the President/CEO, and shall be called by the Secretary on the written request of any one of the Board Chair, the President/CEO, or at least two (2) directors. Written notice of special meetings of the Corporation Board shall be given personally, or sent by mail or by other form of written communication (including email or fax), to each director at least seven (7) days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Corporation Board need be specified in the notice or waiver of notice of such meeting.

Section 3.9 Quorum; Voting. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Corporation Board, unless a greater number is required by law or the Certificate of Formation or as otherwise set forth in these Bylaws. Each director present at a meeting will be deemed to have assented to any action taken at the meeting, unless his or her dissent to the action is entered in the minutes of the meeting, or unless the director shall file his or her written dissent thereto with the secretary of the meeting or shall forward such dissent by certified mail to the secretary of the Corporation immediately after such meeting. If a quorum shall not be present at any meeting of the Corporation Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned

meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified and called.

Section 3.10 Director Attendance. Directors are expected to attend all Corporation Board meetings. Absences of Directors must be reviewed by the Executive Committee, and more than one absence during the fiscal year may result in requested resignation or removal.

Section 3.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Corporation Board or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a sufficient number of the members of the Corporation Board or the committee, as the case may be, as would be necessary to take that action at a meeting at which all of the members of the Corporation Board or such committee, as the case may be, were present and voted. Prompt notice of the taking of any action by directors or a committee without a meeting by less than unanimous written consent shall be given to all directors or committee members who did not consent in writing to the action. Subject to the provisions required herein for notice of meetings, members of the Corporation Board or of any committee designated by the Corporation Board may participate in and hold a meeting of such board or committee by means of conference by telephone or similar communications equipment such that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.11 shall constitute presence in person at such meeting, except where a person participates in a 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.

Section 3.12 Writings. An email or fax communication shall be deemed to be in writing for purposes of these Bylaws.

Section 3.13 Committees. The Corporation Board, by resolution adopted by a majority of the entire Corporation Board, may designate from among its members one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Corporation Board, except that no such committee shall have the authority of the Corporation Board in reference to: (a) amending the Certificate of Formation; (b) approving a plan of merger or a plan of consolidation with another corporation; (c) authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; (d) authorizing a voluntary dissolution of the Corporation or a revocation thereof; (e) adopting a plan for the distribution of the assets of the Corporation; (f) amending, altering or repealing these Bylaws or adopting new bylaws; (g) electing or removing officers of the Corporation or members of any such committee; (h) fixing the compensation of any member of such committee; (i) altering or repealing any resolution of the Corporation Board that, by its terms, provides that it shall not be so amendable or repeatable; or (j) taking any action outside the scope of authority delegated to it by the Corporation Board. Vacancies in the membership of any such committee shall be filled by the Corporation Board at a regular or special meeting thereof. Any such committee shall keep regular minutes of its proceedings and report the same to the Corporation Board when required. The designation of a committee of the Corporation Board and the delegation thereto of authority shall not operate to relieve the Corporation Board, or any member thereof, of any responsibility imposed by law. Each director shall be deemed to have assented to any action of a committee, unless such director's dissent is entered in the minutes of the meeting or unless such 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 of the Corporation immediately after the adjournment of the meeting. Members of any such committee shall serve at the pleasure of the Corporation Board.

Section 3.14 Compensation. The directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Corporation Board, in amounts approved by the Corporation Board and that satisfy the guidelines, if any, for such expenses as promulgated by the Corporation Board from time to time. Directors as such shall not receive any compensation for their services, but nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be paid their reasonable expenses, if any, of attendance at committee meetings.

Section 3.15 Chair. The Corporation Board may, in its discretion, by the affirmative vote of a majority of the entire Corporation Board, choose a Board Chair who shall preside at meetings of the directors and shall be an *ex officio* member of all standing committees. The Board Chair shall have such other powers and shall perform such other duties as shall be designated by the Corporation Board. The Board Chair shall be a member of the Corporation Board. The Board Chair shall serve until his or her successor is chosen and qualified, but may be removed at any time by the affirmative vote of a majority of the entire Corporation Board.

Section 3.16 Advisory Board. The Corporation Board may, in its discretion, by the affirmative vote of a majority of the entire Corporation Board, appoint such number of individuals as it may deem appropriate to serve as advisory directors at the pleasure of the Corporation Board. Advisory directors may be given such designations (including without limitation "advisory director," "director emeritus," or "honorary director") as the Corporation Board may from time to time determine. Advisory directors are not, and shall not have the duties and responsibilities of, directors of the Corporation, and the terms "director" or "member of the Corporation Board" as used in these Bylaws shall not be deemed to mean or include advisory directors. Without limiting the generality of the foregoing, advisory directors shall not be entitled to: (a) receive any notice of any meeting of the corporation Board; (b) attend any meeting of the Corporation Board except at the invitation of the Corporation Board; (c) vote on any matter presented for action by the Corporation Board or, except at the invitation of the Corporation Board, participate in the consideration of any such matter or the formulation or determination of policy of the Corporation; (d) receive any non-public information regarding the business or affairs of the Corporation or any matters presented for action or consideration by the Corporation Board; or (e) receive any compensation for serving as an advisory director except as the Corporation Board may otherwise determine by resolution.

Section 3.17 Restrictions on Disbursements. The Corporation Board shall not approve a disbursement of any funds that is not in furtherance of and in accord with the purposes of the Corporation as described in the Certificate of Formation and these Bylaws.

Section 3.18 Reliance on Consultants. A director shall not be liable if while acting in good faith and with ordinary care, the director relies on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by:

- a. one or more other officers or employees of the Corporation;
- b. legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- c. a committee of the Board of which the director is not a member.

ARTICLE IV Notices and Waivers

Section 4.1 Notice. Notices and requests to directors or officers shall be in writing and delivered personally or by fax or email, or mailed to the directors or officers at their addresses appearing on the books of the Corporation. Notice or request by mail shall be deemed to be given and received when deposited in the United States mail, addressed to the addressee at his or her address as it appears on the records of the Corporation, with adequate postage thereon prepaid. Notice or request by personal delivery shall be deemed to be given and received at the time when same shall be actually received by the person to whom addressed. Notice by fax or email shall be deemed delivered when same shall be transmitted to the recipient's proper number or address and confirmation of successful transmission received.

Section 4.2 Waiver. Whenever any notice is required to be given to any director under the provisions of any statute or of the Certificate of Formation 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 equivalent to the giving of such notice.

Section 4.3 Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V Officers

Section 5.1 Officers. The officers of the Corporation shall consist of a Board Chair, a Vice-Board Chair, a Treasurer, a Secretary, a Past-Board Chair (if present), a President/CEO, and such other officers and assistant officers as may be deemed necessary and appointed by the Corporation Board to hold office for such period, and have such authority and perform such duties, as are provided by the Bylaws or as the Corporation Board may determine. Except as otherwise provided in these Bylaws, none of the officers of the Corporation need be a member of the Corporation Board. Any two or more offices may be held by the same person, except the offices of President/CEO and Secretary. In its discretion, the Corporation Board may leave unfilled any office except those of President/CEO and Secretary. The officers of the Corporation shall serve as the members of the Executive Committee, except for the President/CEO, who shall serve as an ex-officio member of the Executive Committee.

Section 5.2 Election. At the annual meeting of the Corporation Board, the Corporation Board shall elect the Board Chair, Vice-Board Chair, Treasurer, and Secretary each of whom shall be directors of the Corporation Board. These officers will serve for one year from the effective date of their election, and will continue to serve until their respective successors have

been duly elected and shall have qualified. The Board Chair may not serve as Board Chair for more than three consecutive years.

Section 5.3 Compensation. The salaries (if any) of all officers and agents of the Corporation shall be fixed from time to time by the Corporation Board.

Section 5.4 Term. Each officer of the Corporation shall hold office until the end of his or her term of office, or, if earlier, until he or she shall resign or shall be removed from office or otherwise be disqualified to serve. Any officer of the Corporation may be removed by the Corporation Board, with or without cause, whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation by death, resignation, and removal or otherwise shall be filled by the Corporation Board.

Section 5.5 Board Chair. The Board Chair shall preside at meetings of the Corporation Board and shall perform the other duties ordinarily performed by that officer. The Board Chair shall have all powers and shall perform all duties commonly incident to and vested in the chair of a corporate board of directors, including, but not limited to, preparation of the agenda for the annual meetings of the Corporation Board, and having general knowledge and responsibility for coordination of the other officers of the Corporation. Notwithstanding the foregoing, the Board Chair shall have the following specific powers and duties:

- a. Be a member of the Corporation Board;
- b. Annually appoint such standing or special committees and subcommittees or divisions of the Corporation Board as may be required by these Bylaws or as he or she may find necessary, and shall be an ex-officio member of all committees of the Corporation;
- c. Perform such other duties as the Corporation Board may, from time to time, designate; and
- d. be a voting member of the Executive Committee.

If the position of President/CEO is vacant, or if the President/CEO is absent, the Board Chair shall LAO act as 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 Corporation Board are carried into effect.

Section 5.6 Vice-Board Chair.

a. The Vice-Board Chair shall, in the absence or disability of the Board Chair, perform the duties and exercise the powers of the Board Chair. The Vice-Board Chair shall perform such other duties and have such other powers as the Corporation Board shall prescribe.

b. In the absence or disability of both the Board Chair and the Vice-Board Chair, the Corporation Board shall elect a Chair pro tempore who shall perform the duties

of the Board Chair.

Section 5.7 President/CEO.

a. The President/CEO shall act as 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 Corporation Board are carried into effect. The President/CEO, with the consent of and subject to any limitation imposed by the Corporation Board, shall have the power to legally bind the Corporation, and to sign on its behalf, contracts, checks, drafts, notes, mortgages, leases, and other legal documents. The President/CEO may appoint individuals to sign legal documents in the best interest of the Corporation., and shall have the authority to hire and dismiss employees of the Corporation. The President/CEO shall also perform such other duties as may be elsewhere specified herein or in the official position description as approved by the Corporation Board.

b. In the absence or disability of the President/CEO, the duties of the office shall be performed by the Board Chair, or by a person designated by the Corporation Board as acting President/CEO.

Section 5.8 Secretary.

a. The Secretary shall attend all meetings of the Corporation Board and record all the proceedings of the meetings of the Corporation Board in a minute book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of special meetings of the Corporation Board, and shall perform such other duties as may be prescribed by the Corporation Board or the President/CEO, under whose supervision the Secretary shall serve.

b. The Corporation Board may elect an Assistant Secretary, who, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. An Assistant Secretary shall perform such other duties and have such other powers as the Corporation Board may from time to time prescribe.

c. In the absence or disability of both the Secretary and Assistant Secretary, the duties of the office shall be performed by the Treasurer, or by a person designated by the Corporation Board as acting Secretary.

Section 5.9 Treasurer.

a. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, maintain the assets of the Corporation in accordance with policies of the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Corporation Board in accordance with the investment policy of the Corporation.

b. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Corporation Board, in accordance with the stated purposes of the Corporation, taking proper vouchers for such disbursements, and shall render to the President/CEO (or the Board Chair, if no President/CEO has been elected by the Corporation Board) and the Corporation Board at its regular meetings, or when the Corporation Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall cause to be prepared required tax returns and related forms and filings.

c. If required by the Corporation Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Corporation Board for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Corporation.

ARTICLE VI General Provisions

Section 6.1 The Corporation Board may authorize and the Corporation may make distributions, subject to any restrictions in these Bylaws or the Certificate of Formation and limitations set forth in the TBOC. Except as otherwise provided in these Bylaws and as permitted by applicable law, the Corporation Board shall make no distribution that inures to the benefit of any member of the Corporation Board or any member of any such director's family. For purposes of this Section 6.1, a director's family shall include his or her spouse, ancestors, children, grandchildren, great-grandchildren and spouses of the director's children, grandchildren, or great-grandchildren.

Section 6.2 The Corporation Board may make gifts and give charitable contributions in accordance with the stated purposes of the Corporation as set forth in the Certificate of Formation and that are not prohibited by statute, these Bylaws, the Certificate of Formation and any requirements for maintaining the Corporation's federal and state tax status.

Section 6.3 The Corporation Board may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, including, without limitation, contracts for administrative and other services in furtherance of the exempt purposes of the Corporation.

Section 6.4 All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by either the President/CEO or Treasurer of the Corporation. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness payable to the Corporation shall be endorsed by such officer or officers or other person or persons as the Corporation Board may from time to time designate.

Section 6.5 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 Corporation Board may select.

Section 6.6 The Corporation Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of any non-cash contribution, gift, bequest, or devise, from a person other than a member or an entity controlled by a member (and other than marketable securities that are traded on a recognized securities exchange), the Corporation Board (or its designee) shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interests of the Corporation.

Section 6.7 No loans shall be made by the Corporation to its officers or directors, and any director voting for or assenting to the making of any such loan, 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 6.8 The fiscal year shall be fixed by resolution of the Corporation Board.

Section 6.9 The corporate seal, if any, shall have inscribed thereon the name of the Corporation, and be in a form approved by the Corporation Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6.10 The Corporation shall keep correct and complete books and records of account and shall also keep at the registered or principal office of the Corporation a record giving the names and addresses of the directors entitled to vote. All books and records of the Corporation may be inspected by any director, or his or her agent, accountant or attorney, for any proper purpose at any reasonable time.

Section 6.11 Limitations on liability and indemnification of officers and directors of the Corporation shall be as provided in the Certificate of Formation.

Section 6.12 No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers or directors for services rendered and may reimburse them for reasonable expenses incurred on behalf of the Corporation.

Section 6.13 Notwithstanding any contrary provision of these Bylaws or the Certificate of Formation of the Corporation, and except as otherwise permitted and/or contemplated by applicable law (including, without limitation, the Texas Open Meetings Act and the Texas Education Code, as applicable), the Corporation is not intended to carry out any function traditionally associated with a governmental body. While the Corporation was created pursuant to Chapter 22 of the TBOC as a Texas nonprofit corporation, it was not specifically created "by law." The Corporation has no power to supervise or control public business or act on a matter of public policy.

ARTICLE VII
Amendment of Bylaws

Section 7.1 These Bylaws may be amended or repealed, or new bylaws adopted, only by the affirmative vote of two-thirds (2/3) of all of the members of the entire Corporation Board at the time in question (except with respect to provisions for which a greater affirmative vote is required by the Certificate of Formation); *provided*, that no amendment may be made to these Bylaws which would alter the Corporation's purposes as stated in the Certificate of Formation, as amended from time to time, or that would cause any benefit, other than reasonable compensation as determined under these Bylaws, to inure to any person who has a personal or private interest in the activities of the Corporation. Any proposed amendment to these Bylaws must be included in the notice of the meeting at which such amendment is to be considered.

ARTICLE VIII
Corporate Indemnification

Section 8.1 As utilized in this Article VIII, the following terms shall have the meanings indicated:

a. "**Corporation**" includes any domestic or foreign predecessor entity of the Corporation in a merger, conversion, consolidation, or other transaction in which the liabilities of the predecessor are transferred or allocated to the Corporation by operation of law and any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Article VIII.

b. "**Director**" means any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a partner, director, officer, venture, proprietor, trustee, employee, administrator, agent or similar functionary at another foreign or domestic corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. A person represents the Corporation at an employee benefit plan if the performance of the person's official duties to the Corporation also imposes duties on or otherwise involves service by the person to the plan, participants in, or beneficiaries of the plan.

c. "**Expenses**" include court costs and reasonable attorney's fees.

d. "**Official capacity**" means (i) when used with respect to a director, the office of director in the Corporation, or the exercise of authority by or on behalf of the director under the TBOC or the governing documents of the Corporation, and (ii) when used with respect to a person other than a director, the elective or appointive office in the Corporation held by the officer, or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; *provided, however*, that, notwithstanding any contrary provision of this Section 8.1(d), "official capacity" as defined in both (i) and (ii) above does not include service for any other foreign or domestic

corporation or any partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

e. **"Proceeding"** means any threatened, pending, or completed action, suit or other proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

Section 8.2 The Corporation shall indemnify a director or officer of the Corporation in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a director if the director has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

Section 8.3 The Corporation shall indemnify a person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined in accordance with Section 8.7 that, with respect to amounts described in Section 8.6(a), the amounts actually incurred by the person in connection with the proceeding (other than a judgment) are reasonable, and that the person:

- a. Conducted himself or herself in good faith;
- b. Reasonably believed (i) in the case of conduct in his or her official capacity as a director of the Corporation, that his or her conduct was in the Corporation's best interests, and (ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and
- c. In the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

This Section 8.3 shall be deemed to be the requisite determination that indemnification should be paid to persons who meet the above standards contemplated in TBOC Section 8.103(c).

Section 8.4 Except as may otherwise be permitted in Section 8.6(b), a director shall not be indemnified by the Corporation as provided in Section 8.3 for obligations resulting from a proceeding (a) in which the director is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity, or (b) in which the person is found liable to the Corporation.

Section 8.5 Action taken or omitted by a director with respect to an employee benefit plan in the performance of the person's duties for a purpose reasonably believed by the person to be in the interest of the participants and beneficiaries of the plan is for a purpose that is not opposed to the best interests of the Corporation. Action taken or omitted by a director serving the Corporation for another enterprise described in Section 8.1(b) for a purpose reasonably believed by the director to be in the interest of the other enterprise or its owners or members is for a purpose that is not opposed to the best interests of the Corporation. The termination of a proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 8.3. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only

if the liability is established by an order, including a judgment or decree of a court, and all appeals of the order are exhausted or foreclosed by law.

Section 8.6

a. Subject to Section 8.6(b), a person shall be indemnified by the Corporation as provided in Section 8.3 against judgments (including arbitration awards), penalties, settlements, fines, and excise or similar taxes (except as expressly excluded in Section 8.16, including an excise tax assessed against the person with respect to an employee benefit plan, and reasonable expenses actually incurred by the person in connection with the proceeding.

b. Notwithstanding any contrary provision of Section 8.6(a), if the person to be indemnified with respect to a proceeding is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification described in Sections 8.3 and 8.6(a):

i Is limited to reasonable expenses actually incurred by the person in connection with the proceeding;

ii Shall not include a judgment, a penalty, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan; and

iii Shall may not be made in relation to a proceeding in which the person has been found liable for: (A) willful or intentional misconduct in the performance of the person's duty to the Corporation; (B) breach of the person's duty of loyalty owed to the Corporation; or (C) an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the Corporation.

Section 8.7 Determination of the permissibility of indemnification under Section 8.3, and the reasonableness of amounts (other than judgments) actually incurred, must be made (a) by a majority vote of directors who at the time of the vote are disinterested and independent, regardless of whether the directors who are disinterested and independent constitute a quorum, and consisting solely of one or more directors who at the time of the vote are disinterested and independent; or (b) by special legal counsel selected by the Corporation Board or a committee of the Corporation Board by vote as set forth in clause (a) or (b) of this Section 8.7, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

Section 8.8 Notwithstanding any contrary provision of Section 8.7, if the determination that indemnification is permissible is made by special legal counsel described in Section 8.7, determination as to reasonableness of expenses must be made by special legal counsel described in Section 8.7.

Section 8.9 If, upon application of a director or officer of the Corporation, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant

circumstances, whether or not he or she has met the requirements set forth in Section 8.3 or has been found liable in the circumstances described in Section 8.4, then in addition to any indemnification otherwise provided in these Bylaws, the Corporation shall indemnify the director or officer to such further extent as the court shall determine that the person is fairly and reasonably entitled in view of all the relevant circumstances, including an award of the expenses incurred in securing the indemnification; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, without regard to whether the benefit resulted from an action taken in the person's official capacity, the indemnification shall in all cases be limited to reasonable amounts described in Section 8.6(a).

Section 8.10 Reasonable expenses incurred by a currently serving director who was, is or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding and without the determinations specified in Section 8.3 or Section 8.7, after the Corporation receives:

- a. a written affirmation by the director of the director's good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VIII; and
- b. a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that the director has not met that standard or it is ultimately determined that indemnification of the director against expenses incurred by him or her in connection with that proceeding is prohibited by Section 8.6(b).

The written undertaking required by Section 8.10(b) must be an unlimited general obligation of the director, and may but need not be secured. It may be accepted by the Corporation without regard to the director's ability to make repayment.

Section 8.11 Reasonable expenses incurred by a former director, or a current or former officer, employee or agent who was, is or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding on terms the Corporation considers appropriate.

Section 8.12 Notwithstanding any other provision of this Article VIII, the Corporation shall pay or reimburse reasonable expenses incurred by a director in connection with his or her appearance as a witness or other participation in a proceeding relating to the Corporation at a time when the director is not a named defendant or respondent in the proceeding.

Section 8.13 In addition to the required indemnification of officers provided in Sections 8.2 and 8.9, the Corporation may indemnify, advance and reimburse expenses to an officer, employee or agent of the Corporation to the same extent and in the same manner that it may indemnify, advance and reimburse expenses to directors under this Article VIII, and such a person may seek such indemnification, advancement or reimbursement to the same extent as could a director of the Corporation.

Section 8.14 The Corporation may indemnify and advance expenses to an officer, employee or agent who is not a director to such further extent, consistent with law, as may be provided by general or specific action of the Corporation Board, contract or as permitted or required by common law.

Section 8.15 With respect to indemnification insurance:

a. The Corporation may purchase or procure, or establish and maintain insurance or another arrangement to indemnify or hold harmless 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, manager, venture, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him or her 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 the person against that liability under other provisions of this Article VIII. This Bylaw provision shall be deemed to be the requisite approval for such insurance contemplated in TBOC Section 8.151(c).

b. Without limiting the power of the Corporation to purchase or procure, or establish and maintain any kind of other arrangement, the Corporation may, for the benefit of persons described in Section 8.15(a): (i) create a trust fund; (ii) establish any form of self-insurance, including a contract to indemnify; (iii) secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation; or (iv) establish a letter of credit, guaranty or surety arrangement.

c. The insurance may be purchased or procured or established and maintained with any insurer, or another arrangement may be procured, maintained or established within the Corporation or with any insurer or other person deemed appropriate by the Corporation Board, regardless of whether all or part of the stock, securities or other ownership interest in the insurer or other person is owned in whole or part by the Corporation. In the absence of actual fraud, the judgment of the Corporation Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

Section 8.16 The coverage of any liability insurance purchased by the Corporation pursuant to Section 8.15 may include coverage for the indemnifiable expenses described elsewhere in this Article VIII, as well as judgments, fines, settlements, penalties, taxes and expenses of correction.

Section 8.17 No purchase of insurance, indemnification or other action contemplated or allowed by this Article VIII shall be construed to allow or permit any such purchase, indemnification or action, except as such is within any limitations placed on the Corporation as a tax exempt organization under the provisions of the Code, the TBOC or other laws of the State of Texas, or any other applicable rule or regulation.

Section 8.18 If the Corporation ever has members, the Corporation Board shall report to the members in writing regarding any indemnification or advance of expenses made pursuant to this Article VIII. Any such report must be made with or before the notice or waiver of notice of the next meeting of the members and before the next submission to the members of any consent to action without meeting; provided, that in all events such report must be made not later than the first anniversary date of the indemnification or advance.

ARTICLE IX
Conflicts of Interest Policy

Section 9.1 The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a. Interested Person. Any director, principal officer, or member of a committee with Corporation Board delegated powers, who has a direct or indirect financial interest, as defined below, in a contemplated or completed transaction is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

ii A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;
or

iii A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Section 9.2(a), a person who has a Financial Interest may have a conflict of interest only if the appropriate Corporation Board or committee decides that a conflict of interest exists.

Section 9.2 Procedures.

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with Corporation Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Corporation Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members, as the case may be, shall decide if a conflict of interest exists.

c. Procedures for addressing the conflict of interest.

i An Interested Person may make a presentation at the Corporation Board or committee meeting, but after the presentation, that person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii The Board Chair or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii After exercising due diligence, the Corporation Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Corporation Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

i If the Corporation Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Corporation Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.3 Records of Proceedings. The minutes of the Corporation Board and all committees with board delegated powers shall contain: the names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 9.4 Compensation.

a. A voting member of the Corporation Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Corporation Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.5 Annual Statements. Each director, principal officer and member of a committee with Corporation Board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy;

b. Has read and understands the policy;

c. Has agreed to comply with the policy; and

d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.6 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining; and

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

Section 9.7 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 9.6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Corporation Board of its responsibility for ensuring periodic reviews are conducted.


ARTICLE X
DISSOLUTION

In the event of dissolution or other termination of the Corporation, the Corporation Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the net assets of the Corporation to one or more governmental units or other organizations which themselves are either (a) exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) or (b) are nonprofit organizations having similar aims and objectives as the Corporation and are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United /States Internal Revenue law).

[Remainder of Page Intentionally Left Blank]

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that (i) the undersigned is the duly elected and qualified Secretary of Texas A&M San Antonio Institute for School and Community Partnerships, a Texas nonprofit corporation (the "**Corporation**"), and (ii) the foregoing is a true and correct copy of the Bylaws of the Corporation adopted by the Corporation Board effective as of April 30, 2020.



W. Chris Leach, Secretary