

DRAFT FOR CONSIDERATION

EXECUTIVE COMMITTEE

The Board of Directors shall have the power to elect from its number an Executive Committee, consisting of three (3) or more Directors. One of these members will include the current Board Chair. The purpose of the Executive Committee shall be to exercise the decision-making authority of the Board only when necessary to support the Executive Director in the management of any essential business that due to deadlines, time constraints or emergency can only be addressed between scheduled board meetings.

The Executive Committee shall not have the authority to (1) amend, alter or repeal the By-Laws or adopt new By-Laws; (2) elect, appoint or remove any member from the Executive Committee or any Board Member or officer of the Corporation; (3) amend the Articles of Incorporation or Certificate of Formation; (4) adopt a plan of merger or adopt a plan of consolidation with another corporation; (5) authorize the sale, lease exchange or mortgage of all or substantially all of the property and assets of the Corporation; (6) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (7) adopt a plan of distribution of the assets of the Corporation; (8) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

All Executive Committee meetings shall be held in accordance with the Texas Open Meetings Act. The Executive Committee shall keep minutes of its actions and make a full report thereof to the Board of Directors.