

**BY-LAWS
OF THE
SOUTHEAST TEXAS SUZUKI ASSOCIATION
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE ONE
OFFICES**

Section 1.01 Principal Office. The name of the organization shall be Southeast Texas Suzuki Association also known as STXSA, with its principal address at 4903 Rosebank Ct., Sugar Land, TX 77478. The Corporation may have such other offices, either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the registered office may be changed from time to time by the Board of Directors.

**ARTICLE TWO
PURPOSES**

Section 2.01 Organizational Purposes. The Corporation is organized exclusively for charitable and educational purposes, including:

1. To foster musical enrichment of the community and music students.
2. To promote the musical growth of music students and teachers outside of their regular school courses.
3. To engender fund-raising activities in order to support financially any music-related programs devised for the benefit of the community, music students, music teachers, and the parents of music students.
4. To offer opportunities for parents to become familiar with methods of musical instrument instruction which utilize playing by memory.
5. To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act as such law is now in effect or may at any time be amended.
6. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

Notwithstanding any other provision of these By-Laws:

- a.. No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director, Officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or interfere in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b.. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be

amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

c.. The Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE THREE MEMBERS

Section 3.01 Eligibility and Classifications. Any person who has contributed financially or in kind to the Corporation shall be eligible for membership. Members will elect the Board of Directors, and may alter, amend, or repeal these By-Laws and/or adopt new By-Laws, and no member, other than those who are also on the Board of Directors, shall have any other right to vote. Different classifications of members, and the qualifications and benefits thereof, shall be determined by the Board of Directors.

Section 3.02: Membership. Membership in the Corporation shall be open to all who are interested in the purposes of the Corporation as set forth in the Articles of Incorporation. All teacher members must be active members of the SAA. The Board of Directors may establish classes of membership and dues (or exemptions from dues) for each class, in its sole discretion.

Section 3.03 Termination of Membership. The Board of Directors, by affirmative vote of a majority of all the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default for payment of dues.

Section 3.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 3.05 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by an affirmative vote of a majority of the members of the Board, reinstate such former to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.06 Transfer or Membership. Membership in this Corporation is not transferable or assignable.

Section 3.07 Participation of Members. A member entering students in any activity must participate in that event in a working capacity without remuneration, in proportion to the number of students entered, or the students shall be disqualified.

ARTICLE FOUR MEETING OF MEMBERS

Section 4.01 Annual Meeting. An annual meeting of the members of the Corporation shall be held each year, beginning with the year 1994, on a date and at a time to be determined by the Board of Directors, for the purpose of electing the Board of Directors and for transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

Section 4.02 Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors. Membership meetings shall not be held consistently in the same member's residence or studio.

Section 4.03 Place of meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporation action may be taken. Meetings cannot be held at a members home two (2) times consecutively.

Section 4.04 Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by electronic media or conference call to each member, not less than seven (7) nor more than ninety (90) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. Telephone or electronic media or conference call notice of at least two (2) days preceding the meeting is also permitted. In case of a special meeting, or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail, addressed to the member at his/her address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4.05 Quorum and Proxy Voting. The members present at any regular, annual, or duly announced Special Meeting shall constitute a quorum and may conduct business provided the meetings are held in accordance with the By-Laws. Proxy voting shall be invalid.

ARTICLE FIVE BOARD OF DIRECTORS

Section 5.01 General Powers. The Board of Directors shall have the responsibility for planning policies and managing affairs of Southeast Texas Suzuki Association. They shall also bear all rights and duties prescribed to boards of directors by custom.

Section 5.02 Number, Tenure and Qualifications. The Corporation shall have no less than three (3) and no more than twenty (20) directors. Each Director must be a member of STXSA. The Board of Directors shall consist of the elected officers of Southeast Texas Suzuki Association, and any extra directors appointed by the board and voted on by the membership of STXSA. The Immediate Past-President shall also serve as a voting member of the Board of Directors. The number of Directors may be changed by a resolution of a majority of either the entire Board of Directors or the members present at any meeting held in accordance with the By-Laws, but no decrease may shorten the term of any incumbent Director. Directors shall serve a two (2) year term. Directors shall hold office until the election of the respective successors, or until an interim appointment is made. Each Director shall be elected by a majority vote of the ballots received.

Section 5.03 Board Meetings The Board of Directors shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of regular meetings of the Board, and may provide by resolution the time and place for the holding of additional meetings of without other notice than such resolution, however, there shall never be less five (5) meetings of the Board of Directors per year. The President shall preside at meetings of the Board of Directors or any other person on the Board as designated by the President from time to time.

Section 5.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 5.05 Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or electronic media provided that all persons participating in such a meeting 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 created.

Section 5.06 Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporation action may be taken. Meetings cannot be at a members home two (2) times consecutively.

Section 5.07 Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail or electronic media or conference call to each director at his/her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Only business related to the purposes set forth in the notice of such meeting may be transacted at a Special Meeting.

Section 5.08 Quorum and Manner of Acting. Three (3) Directors shall constitute a quorum for the transaction of business at any meeting of the Board. 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 by a greater number is required by law or by these By-Laws. The Board of Directors shall meet as necessary, including meetings held by telephone or electronic media or conference call. In the absence of a quorum, a majority of members present or any officer entitled to preside at or to act as Secretary at the meeting may adjourn the meeting until a quorum is present. At any adjourned meeting at which a quorum is present, any action may be taken which might have been taken at the meeting as originally called. Notice of any adjourned meeting need not be given, except when required by law, other than by an announcement at the meeting at which the adjournment is taken.

Section 5.09 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by appointment until a special election can be held at the next meeting of the Corporation, and this vacancy shall be filled for the unexpired term of the Director's predecessor in office.

Section 5.10 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 5.11 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if

a consent in writing or electronic media or conference call setting forth the action so taken shall be signed by all the Directors.

Section 5.12 Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

Section 5.13 Removal. Any Director may be removed with just cause by a two-thirds majority of the remaining Directors.

Section 5.14 Indemnification. Each Director and each Officer or former Director or Officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or Officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or Officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or Officers may be entitled under any by-law, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its fee and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act. No Director or Officer or former Director or Officer shall be liable to the Corporation for monetary damages for an act or omission in the Director's/ Officer's capacity as a Director/Officer of the Corporation, except and only for the following:

- a.. An act or omission not in good faith by the Director/Officer or an act or omission that involves intentional misconduct or knowing violation of the law by the Director/Officer;
- b.. An act or omission by the Director/Officer for which liability is expressly provided for by statute.

ARTICLE SIX OFFICERS and DIRECTORS

Section 6.01 Directors. The Corporation shall be governed by a Board of Directors. The officers of the Corporation shall be a President, Vice President/ President elect, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The members of the Corporation may elect such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.02 Election and Term of Office. The officers of the Corporation shall be elected bi-annually by the membership of the Corporation at the regular annual membership meeting of the Corporation. The term of office shall be from the moment of new election to the election two years hence; no lame duck period shall exist. New offices may be created and filled at any annual or special meeting of the membership.

Section 6.03 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the membership for the unexpired portion of the term by a majority vote of the members present at either an annual or a special meeting.

Section 6.04 President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, along with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or other agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairman thereof. He/she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the Corporation. The President shall be an ex officio member of all committees, excepting the Nominating Committee.

Section 6.05 Past President. The Past President will serve as an ex officio member of the Board of Directors with full privileges. They will act as an advisor to the Board of Directors and perform such other duties as are prescribed in these Bylaws and as are usual to this office.

Section 6.06 Vice President/ President Elect. The Vice President/President Elect shall assist the President and shall preside in the absence of the President as necessary. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Vice President shall also be responsible for organizing and submitting grant proposals with the aid of the President. Additionally, the Vice President shall maintain the Corporation's membership roster, produce and distribute the newsletter, and take care of the publicity of any public event held by the Corporation with the assistance of other Board members as deemed necessary.

Section 6.07 Secretary. The Secretary shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors in one or more minute books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporate records, and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep an up to date set of By-Laws; handle the correspondence of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The Board of Directors and Officers shall give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Secretary or by the President or the Board of Directors. In the absence of the Secretary from any meeting, the minutes shall be kept by the person appointed for that purpose by the presiding Officer.

Section 6.08 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond of the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be determined by the Board of Directors in accordance with the provisions of these By-Laws; shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general

perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the President or the Board of Directors.

ARTICLE SEVEN COMMITTEES

Section 7.01 Appointment. The President shall appoint members of committees established by the Board of Directors as well as the chairman of that committee. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Both Directors and members of the Advisory Board may serve on all committees except the Executive Committee. The President shall be an ex officio member of all committees.

Section 7.02 Standing Committees. The standing committees of STXSA shall be appointed by the board as they determine would be in the best interests of the Corporation.

Section 7.03 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 7.04 Executive Committee. The Board of Directors may from among its members appoint an Executive Committee consisting of the Officers and any additional members deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do, shall preside as Chairperson of the Executive Committee. The Committee shall meet at the call of the President or Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have the authority to make rules for the holding and conduct of its meetings, keep records thereof, and regularly report its actions to the Board. A majority but never less than three members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive Committee shall be filled by appointment by the Board of Directors, except as provided in Article 5, Section 5.09 and Article 6, Section 6.03. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a

report was made along with any action taken by the Board of Directors with respect thereto. The immediate Past President shall be an ex officio member of the Executive Committee.

Section 7.05 Advisory Committee. The function and purpose of the Advisory Committee shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the Corporation may undertake.

Section 7.06 Nominating Committee. The President, or whom he or she asks to appoint, shall, approximately sixty (60) days before the annual election appoint the members of the Nominating Committee. The members of the Nominating Committee may be members of the Board of Directors or of the Advisory Board. Members of the Corporation who are not on the Board of Directors or the Advisory committee may also serve on the Nominating Committee. The Nominating Committee shall present its recommendations for Officers of the Corporation in the form of a ballot at least thirty (30) days before the annual election. Ballots shall be sent to each member of the Corporation to be returned by the Annual meeting, at which time votes shall be tallied and new Officers elected and installed. Write-in candidates may be added to the ballot by members of the Corporation.

Section 7.07 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such a resolution, the President of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 7.08 Term of Office. Each member of a committee shall continue as such until the next biannual election and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.09 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 7.10 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.11 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, the members of a committee who are present shall constitute a quorum, and the act of a majority of the members present at a meeting shall be the act of the committee. Section 7.12 Rules. Each committee may adopt rules for its government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 7.12 Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with just cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of seventy-five percent (75%) or more of all members of the Board of Directors.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 8.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.02 Checks and Drafts. Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as from time to time shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 8.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any specific purpose for the Corporation.

ARTICLE NINE BOOKS AND RECORDS

Section 9.01 Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information return (Form 990), and a copy of the Articles of Incorporation, By-Laws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Members, Board of Directors, and any committees having the authority of the Board of Directors. The Corporation shall keep at the principal office or in the custody of the Secretary a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990.

ARTICLE TEN WAIVER OF NOTICE

Section 10.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN FISCAL YEAR

Section 11.01 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE TWELVE SEAL

Section 12.01 Seal. The Board of Directors may authorize a corporate seal or logo.

ARTICLE THIRTEEN ROBERT'S RULES

Section 13.01 Robert's Rules. The rules contained in Robert's Rules of Order, revised, shall govern the procedures of the Corporation in all instances in which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE FOURTEEN AMENDMENTS TO AND ADOPTION OF BY-LAWS

Section 14.01 Amendments to By-Laws. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority vote of the members present at any annual meeting or special meeting, or telephone call, e-mail, fax or text, if at least one (1) days written or telephone notice is given of an intention to alter, amend or repeal these By-Laws or to adopt new By-Laws at such meeting. For the removal of doubt, two-thirds (2/3) majority vote is calculated based on the total number of votes cast (i.e., not based on total membership, total people at the meeting.)

Section 14.02 Adoption of By-Laws. The adoption of these By-Laws shall be by a two-thirds (2/3) majority vote of all those present at the June 1994 meeting.

ARTICLE FIFTEEN DISSOLUTION OF THE CORPORATION

Section 15.01 Dissolution of the Corporation. Upon dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Suzuki Association of the Americas within the meaning of Section 501(c)(3) of the Internal Revenue Code.