

BYLAWS

(as amended)

OF

SAN ANTONIO MOBILITY COALITION, INC.

A Texas Non-Profit Corporation

ARTICLE I

NAME AND PURPOSE

The name of the corporation is SAN ANTONIO MOBILITY COALITION, INC., herein called the Corporation. The purposes for which the Corporation is organized are as follows:

Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act (the “Act”), the Corporation is organized and shall be operated exclusively for the civic purpose of identifying, publicizing and advancing implementation of mobility solutions for the San Antonio and Bexar County, Texas, area that will maintain and improve quality of life, economic growth and business conditions in the area, consistent with the Corporation’s qualification as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provision of any successor United States Internal Revenue Law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its employees, members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers and directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article 1. In no event shall the Corporation carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE II

FUNDING

Section 2.1. Receipt of Property. The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Bylaws and the Articles of Incorporation of the Corporation; provided that the Corporation shall be primarily supported by membership dues and other income from activities substantially related to the Corporation's purposes set forth in Article 1; and provided further, that no gift, bequest or devise of any such property shall be received and accepted if such receipt and acceptance would, in the opinion of the Board of Directors of the Corporation (the "Board"), jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(6) of the Code.

Section 2.2. Management of Property. The principal and income of all property received and accepted by the Corporation shall be held in trust. The Board may make payments or distributions from such principal or income, or both, in such amounts and for such purposes as the Board shall, from time to time, select and determine which are in accordance with the Corporation's Articles of Incorporation and these Bylaws; provided that all such payments or distributions shall be used solely within the United States or its possessions.

ARTICLE III

OFFICES

Section 3.1. Principal Office. The principal office of the Corporation is 13526 George Road, Suite 107, San Antonio, Bexar County, Texas 78230.

Section 3.2. Other Offices. The Corporation may have such other offices, either within or without the County of Bexar, State of Texas, as the Board may determine or as the affairs of the Corporation may require from time to time.

ARTICLE IV

MEMBERS

Section 4.1. Qualification and Application for Membership. Each person, business or other entity with an interest in advancing the purposes of the Corporation shall be eligible for membership in the Corporation. Any eligible person, business or entity may apply to the Corporation for membership by providing such information about the applicant as the Board shall, from time to time, require and by tendering membership dues in the amounts established by the Board as per the membership categories set forth in Section 4.3. The Board shall have complete and absolute discretion in determining whether or not to accept an application for membership and shall be entitled to decline the application of any person, business or entity whose membership it finds would not be in the best interests of the Corporation. An acceptance or denial of a membership application will not be based on sex, race, color, creed, or national origin. The Corporation shall return the membership dues tendered by any applicant who is not accepted for membership.

Section 4.2. Term of Membership; Renewal. Upon the Board's acceptance of an application for membership, the applicant shall become a member (each, a "Member" and collectively, the "Members") of the Corporation for a one-year term ("Term") beginning on the date of such acceptance and ending on the first anniversary thereof. The term for each Member shall automatically renew on an annual basis, provided that membership dues are paid in a timely manner by such Member and such Member has not had its membership terminated or suspended pursuant to Section 4.4. Notwithstanding the foregoing, the Board may require any Member to reapply for membership at the expiration of its term in

accordance with Section 4.1.

Section 4.3. Classes of Members. The Members shall be divided into four (4) classes. The first class, designated “General Members,” shall be those Members who have contributed for their current Term not less than the amount of dues established by the Board for General Members in membership dues to the Corporation. The second-class, designated “Associate Members,” shall be those Members who are non-profit entities and who have contributed for their current Term not less than the amount of dues established by the Board for Associate Members in membership dues to the Corporation. The third class, designated “Advocate Members,” shall be those Members who have contributed for their current Term not less than the amount of dues established by the Board for Advocate Members in membership dues to the corporation. The fourth class, Patron Members, shall be those members who have contributed for their current term not less than the amount of dues established by the Board for Patron Members in membership dues to the Corporation. The Board shall establish and may periodically adjust membership dues for the respective membership classes.

Section 4.4. Termination of Membership. The Board, by the affirmative vote of at least two-thirds of a quorum of the Board, may suspend or expel any Member, with or without cause. Any Member may resign by filing a written resignation with the President & CEO of the Corporation as defined herein. In no event shall any Member be entitled to the refund or return of any or all portion of such Member’s membership dues. Any Member who has resigned or been expelled may reapply for membership in accordance with **Section 4.1**. At no time shall any Member be terminated on the basis of sex, race, color, creed, or national origin.

Section 4.5. Transfer of Membership. Membership in the Corporation is not transferable. However, upon request from a Member, the Executive Committee will consider

approval of Membership transfer in the event of merger or acquisition of a Member.

Section 4.6. Voting Rights of Members. No Member shall have the right to vote on any matter except on such matters as the Act shall expressly require the approval of the Members and except to the extent provided in **Sections 5.3** and **5.8** (relating to the election and removal of Directors).

Section 4.7. Meetings of Members.

4.7.1 Annual Meeting. An Annual Meeting of all Members of the Corporation shall be held at such time and place as the Board shall determine. The record date for determining Members entitled to notice of an Annual Meeting shall be the close of business on the business day immediately preceding the date such notice is delivered. The record date for determining the Members entitled to vote at an Annual Meeting of Members shall be the close of business on the business day immediately preceding the date of such meeting.

4.7.2 Additional Meetings. In addition to the Annual Meeting, Additional Meetings of the Members may be called by the President & CEO (as hereafter defined), by the Board or by one-tenth (1/10) of the Members, and shall be held at such time and place and for such purposes as the person or persons calling such meeting shall determine. The Board shall fix the record date for determining the Members entitled to notice of, and to vote at, any Additional Meetings of Members.

4.7.3 Notice. Written notice stating the place, day, hour, and purpose of an Annual Meeting or Additional Meeting of Members shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission or by mail or at the direction of the person or persons calling such meeting, to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at such Member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile or electronic mail, notice is deemed to be

delivered on successful transmission of the facsimile or electronic mail.

ARTICLE V

THE BOARD OF DIRECTORS

Section 5.1. General Powers. The management of the affairs of the Corporation shall be vested in the Board of Directors.

Section 5.2. Number. The Board shall be comprised of not less than nine (9) persons (each a “Director”), as determined from time to time in accordance with Article V.

Section 5.3. Directors. At each Annual Meeting of Members, Directors shall be appointed or elected as provided in this section.

5.3.1. Directors appointed by Patron Members. At each Annual Meeting of Members, each Patron Member shall be entitled to appoint two (2) Directors.

5.3.2. Directors appointed by Advocate and Associate Members. At each Annual Meeting of Members, each Advocate and Associate Member shall be entitled to appoint one (1) Director.

5.3.3. Directors appointed by Chamber of Commerce Members. Notwithstanding the provisions of subsections 5.3.1 and 5.3.2, each Chamber of Commerce member at the Patron level shall be entitled to appoint three (3) Directors, and each Chamber of Commerce member at the Advocate or Associate levels shall be entitled to appoint two (2) Directors.

5.3.4. Elected Directors. General Members shall have the right to elect Directors only in the event, and only to the extent, that the number of Directors appointed by Patron Members, Advocate Members, and Associate Members is fewer than nine (9). In no case shall General Members elect more than nine (9) Directors to the Board of Directors. Each General Member shall have the right to cast one (1)

vote, in person, for as many nominees as there are Directors to be elected in conformity with this **Section 5.3.4** and the nominees receiving the highest number of votes shall be elected. The presiding officer of the meeting shall specify reasonable procedures for the nomination of candidates for election to Directorships and for the breaking of all ties in any election thereof.

5.3.5. Tenure of Directors. Directors shall be appointed or elected to two (2) year terms, provided that each Director or his/her appointing Member, as the case may be, continues as a Member of the Corporation. In the event any Director or Director's appointing Member entity does not so continue, then such Director shall be deemed to have resigned effective the date of termination of membership. All Directors shall serve until their respective successors are duly appointed and qualified, or until their earlier death, resignation or removal.

Section 5.4. Annual Meetings of the Board. The Board shall hold an Annual Meeting at the same location and on the same day as, and as soon thereafter as practicable, of each Annual Meeting of Members. The business conducted at each Annual Meeting of the Board shall include the election of members of the Executive Committee in accordance with Article VI. Elected members of the Executive Committee shall take their place on the Executive Committee immediately after such election and shall be members of the Executive Committee, along with the *ex officio* and specially designated members, as stated in Article VI for all purposes hereunder. The Board shall thereafter take action on such business as may come before the Annual Meeting in furtherance of the purposes of the Corporation. Annual Meetings of the Board may be held without notice, other than an announcement at the conclusion of the Annual Meeting of Members.

Section 5.5. Special Meetings of the Board. Special meetings of the Board may be called by the President & CEO or the Chair or the Executive Committee, to be held at such time and place, within or without the State of Texas, as the person or persons calling such meeting shall determine. At each special meeting, the Board shall take action on such

business as may come before the meeting in furtherance of the purposes of the Corporation, regardless of whether such business was described in the notice of such meeting. Notice of the time, date and place of each special meeting of the Board shall be given at least three (3) business days prior thereto by written notice delivered personally or sent by mail, facsimile transmission or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission or electronic mail, such notice shall be deemed to be delivered when transmitted. 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 where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

Section 5.6. Quorum. One-fourth (1/4) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if the total number of Directors is twenty (20) or less, then a majority of the Directors shall constitute a quorum. If less than a quorum of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5.7. Manner of Acting. The act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board unless the act of a greater number of Directors is required by the Act, by the Articles of Incorporation or by these Bylaws.

Section 5.8. Removal of Directors.

5.8.1. Appointed Directors. An appointed Director may be removed from office, with or without cause, by the Member who appointed such Director, provided that such Member is a Patron Member, Advocate Member, or Associate Member at

the time of removal. An appointed Director may also be removed from office, with or without cause, by either (i) the affirmative vote of at least two-thirds of a quorum of the other Directors or (ii) the affirmative vote of at least three-fifths of the Members.

5.8.2. Elected Directors. An Elected Director may be removed from office, with or without cause, by either (i) the affirmative vote of at least two-thirds of a quorum of the other Directors or (ii) the affirmative vote of at least three-fifths of the Members.

Section 5.9. Vacancies on the Board.

5.9.1. Appointed Directors. Any vacancy on the Board resulting from the death, resignation or removal of an Appointed Director shall be filled by the Member who appointed the vacating Director, provided that such Member is a Patron Member, Advocate Member or Associate Member at the time such vacancy is filled.

5.9.2 Elected Directors. Any vacancy on the Board resulting from the death, resignation or removal of an Elected Director shall be filled by the affirmative vote of a majority of the other Directors.

Section 5.10. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board any Director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director except in relation to matters as to which he shall have been guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought.

Section 5.11. Discretionary Powers. In the management of Corporation funds, the Board shall have the following discretionary powers, subject to the provisions of **Article II**:

(a) to authorize any officer or officers, 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;

(b) to accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose of the Corporation;

(c) to invest and reinvest the principal and income of the Corporation in such property, real, personal or mixed, and in such manner as it deems proper, and from time to time to change investments as it shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations or personal or real property (including without limitation any interest in or obligation of any corporation, association, business trust, investment trust, common trust fund or investment company) although some or all of the property so acquired or retained is of a kind or size which, but for this express authority, would not be considered proper and although all of the Corporation's funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any Director or any present or former Member, nor to anyone except on the basis of an adequate interest charge and with adequate security;

(d) to sell, lease or exchange any personal, mixed or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings as it considers advisable;

(e) to borrow money for such periods, at such rates of interest and upon such terms as it considers advisable (and as security for such loans, to mortgage or pledge any real or personal property with or without power of sale) and to acquire or hold any real or personal property subject to any mortgage on or pledge of property acquired or held by the Corporation;

(f) to execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction in which the Corporation engages.

(g) to vote, or give proxies, to participate in the reorganization, merger or

consolidation of any concern, or in the sale, lease, disposition or distribution of its assets, to join with other security holders in acting through a committee, depository, voting Directors or otherwise, and in this connection to delegate authority to such committee, depository or Directors and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities;

(h) to employ a bank, trust company, brokerage firm, mutual fund company or other depository as custodian of any funds or securities and to delegate to it such powers as it deems appropriate, to hold Corporation property without indication of fiduciary capacity but only in the name of a registered nominee, provided the Corporation property is at all times identified as such on the books of the Corporation, to keep any or all of the Corporation property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents and any special services, and to pay the reasonable compensation and expenses of all such services; and

(i) to delegate the above numerated powers to another officer or Member of the Corporation.

Section 5.12. Restriction of Powers. The Board's powers, and any delegation thereof, are exercisable solely in a fiduciary capacity consistent with and in furtherance of the permitted purposes of this Corporation.

ARTICLE VI

COMMITTEES

Section 6.1. Executive Committee.

6.1.1. Authority. The Corporation shall have an Executive Committee of the Board. The Executive Committee shall have and exercise the authority of the Board

and shall exercise the discretionary powers of the Board in all matters relating to the management and funds of the Corporation; but the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law. The Executive Committee may perform the functions of any officer and the functions of any two (2) or more officers may be performed by the Executive Committee, including the functions of both President & CEO and Secretary.

6.1.2. Composition. The Executive Committee will consist of up to twenty (20) voting members, including six (6) *ex officio* members, four (4) community representatives, nine (9) members from among the Directors, and the Immediate Past Chairman, and up to two (2) non-voting Board Chair appointees to be made by the current Board Chair with the approval of the Executive Committee.

The twenty voting members of the Executive Committee shall include the following six (6) *ex officio* members:

- (i) the Mayor of the City of San Antonio or a member of the San Antonio City Council designated by the Mayor;
- (ii) one additional person designated by the Mayor of the City of San Antonio, who shall be a member of the San Antonio City Council or a senior member of the City staff;
- (iii) the County Judge of Bexar County or a member of the Bexar County Commissioners Court designated by the County Judge or a Senior Level Executive designated by the County Judge;
- (iv) the San Antonio-Bexar County Metropolitan Planning Organization (SA-BC MPO) Transportation Policy Board Chair or a Policy Board Member or Senior Level Executive designated by the Board Chair of the MPO;
- (v) the Board Chair or a Board Member or Senior Level Executive designated by the Board Chair of VIA Transit Authority, and
- (vi) the Board Chair, or a Board Member or Senior Level Executive, designated by the Alamo Regional Mobility Authority

The four (4) community representatives shall be appointed not later than five (5) business days prior to the first scheduled meeting of the Executive Committee, or as soon thereafter as feasible. Three (3) community representatives shall be appointed by the Mayor and one (1) shall be appointed by the County Judge. The community representatives shall have such residence qualifications as their respective appointers may determine. The nine (9) additional Directors of the Corporation will be designated in accordance with **Subsection 6.1.3.**

The term of each Immediate Past Chair of the Board shall commence upon the termination of such past Chair's term as Chair-and, in such capacity, as a member of the Executive Committee, which shall be the time at which the successor of such past Chair assumes the office of Chair of the Corporation and, as Chair, member of the Executive Committee. The Immediate Past Chair's term on the Executive Committee shall continue until such Immediate Past Chair's successor is replaced, whereupon such Immediate Past Chair's term shall end and such successor shall serve as a member of the Executive Committee.

6.1.3. Director Members. At each Annual Meeting of the Board, Director members of the Executive Committee (other than any *ex officio* members who are also Directors) will be elected by and from the Directors at the Annual Meeting of the Board as per Subsection 6.1.4. Any Director's eligibility for election to and service on the Executive Committee shall be subject to the representational requirements in **Subsection 6.1.5.**

6.1.4. Terms of Members. The Directors elected to the Executive Committee will serve staggered two-year terms. Each Director's term on the Executive Committee will commence January 1 of the first year and end December 31 of the second year of such term provided that each such Director member of the Executive Committee continues as a Director of the Corporation and is thus eligible for Executive Committee membership. The community representatives will serve two-year terms on the Executive Committee. Each community representative's term on the Executive

Committee will commence January 1 of the first year of such term and end December 31 of the second year of such term. The Director members and the community representatives may serve an unlimited number of terms on the Executive Committee. The *ex officio* designees of the Mayor and the County Judge will serve at the pleasure of the Mayor and County Judge, respectively. The remaining members of the Executive Committee may appoint a Director to complete the term of an elected member of the Executive Committee who is no longer eligible or is unavailable, because of resignation or other reason, to serve the remainder of such member's term. The replacing Director shall have qualifications similar to the ineligible or unavailable member. The Board Chair's appointees will serve terms of office coterminous with the Chair

6.1.5. Director Representation. The nine (9) Director members elected to the Executive Committee, shall have the following representation on the Executive Committee:

- Chambers of Commerce3
- Development Community 2
- Transportation Industry 1
- General Board of Director Members 3

6.1.6. Resignation; Vacancy Any Director member of the Executive Committee (other than an *ex officio* Executive Committee member who is also a Director) who resigns or is removed as a Director shall automatically be deemed resigned or removed as a member of the Executive Committee. Any Director member of the Executive Committee (other than an *ex officio* Executive Committee member who is also a Director) may be removed as a member of the Executive Committee, without prejudice to his office as Director, by the affirmative vote of at least two-thirds of the other Executive Committee members. Any vacancy among the Director members of the Executive Committee, whether caused by ineligibility, death, resignation or removal, shall be filled by a Director chosen by the affirmative vote of a majority of the remaining Director members of the Executive Committee, subject to the

representational requirements of **Subsection 6.1.5.**

Section 6.2. Other Committees.

6.2.1. Other Director Committees. Other committees of Directors not having and exercising the authority of the Board in the management of the Corporation may be designated and its members appointed with the approval of a majority of the Executive Committee present at a meeting at which a quorum is present. Any member of any such committee may be removed, and any vacancy on any such committee filled by the Executive Committee. One member of each such committee shall be appointed Chair thereof by the Board Chair. Director members of the Executive Committee may be appointed to serve on any other Directors' committee, including the Nominating Committee described in **Subsection 6.2.2**, provided such appointment is approved by the remaining members of the Executive Committee in accordance with **Section 6.3.**

6.2.2. Nominating Committee. Without limiting the foregoing, the Executive Committee shall, at least ten days prior to the Annual Meeting of the Members, designate a Nominating Committee comprised of the Officers and three (3) other Directors appointed by the Executive Committee. The Nominating Committee shall be charged with the identification, recruitment and nomination of qualified individuals to serve as members of the Executive Committee and officers of the Corporation, and the performance of such other duties and obligations as shall be delegated by resolution of the Executive Committee. The Nominating Committee may present a slate of persons for such positions, as appropriate, to the Directors at the Annual Directors' Meeting for appointment to the Executive Committee, or to the Executive Committee for appointment as officers.

Section 6.3. Committee Quorum; Approval of Actions; Proxies. Unless otherwise provided by the Act, a majority of the whole Executive Committee or other committee of Directors shall constitute a quorum, and the act of a majority of the committee members

present at a meeting at which a quorum is present shall be the act of such committee; provided that, with respect to any act of the Executive Committee on behalf of the Board of Directors, including the election of officers, such act must be approved by a majority of the whole Executive Committee whether present or not. A member of the Executive Committee who is unable to attend a particular scheduled meeting of the Executive Committee may authorize another Executive Committee member to cast the vote of the absent member at such meeting by an express written proxy executed for and applicable to such meeting. No member of the Executive Committee may designate a person to act as such member's proxy on a continuing basis. Executive Committee items may also be approved electronically provided that Directors are provided seventy-two (72) hours to respond by electronic means and the specific items and/or items to be approved are set forth in the originating transmittal from the President & CEO and/or Chair. Any action of the Executive Committee conducted by electronic means must be approved by two-thirds of the Executive Committee and recorded at the next regular meeting of the Executive Committee.

Section 6.4. Committee Rules. The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws. The Executive Committee may, on behalf of the Board, adopt rules for the governance of any committee not inconsistent with these Bylaws.

ARTICLE VII

OFFICERS

Section 7.1. Officers. The Executive Committee shall appoint the following officers of the Corporation: a Chair of the Board, who shall also serve as Chair of the Executive Committee; a Chair Elect, who shall also serve as Chair Elect of the Executive Committee; a

Vice Chair of the Board, who shall also serve as Vice Chair of the Executive Committee; a President & CEO; a Secretary, who shall also serve as Secretary of the Executive Committee; a Treasurer, and, if the Executive Committee so elects, an Assistant Treasurer and Assistant Secretary. The President & CEO, the Secretary and the Treasurer may be, but need not be, Directors or Members. The Chair, Chair Elect, and Vice Chair shall each be a Director and may be a Director who is an *ex officio* member of the Executive Committee. No person serving in more than one of the offices of Chair of the Board, Chair Elect, Vice Chair of the Board, President & CEO, Treasurer or Secretary shall be entitled to more than one vote.

Section 7.2. Duties of Officers.

7.2.1. Chair. The Chair of the Board shall preside at all meetings of the Executive Committee, the Board and the Members, shall be the acting President & CEO in the event of the President & CEO's temporary absence or incapacity and shall perform such other duties as from time to time may be assigned to him by the Board.

7.2.2. Chair Elect. The Chair Elect of the Board shall act in the place of the Chair of the Board in the event of the Chair's temporary or permanent incapacity or unavailability to act.

7.2.3. Vice Chair. The Vice Chair of the Board shall act in the place of the Chair of the Board in the event of the temporary or permanent incapacity or unavailability to act of both the Chair and the Chair Elect.

7.2.4. President & CEO. The President & CEO (Formerly known as the Executive Director) shall perform the functions of the principal executive officer of the Corporation. The President & CEO shall be given the necessary authority and held responsible for the administration of the Corporation in all its departments subject only to the policies enacted by the Board and the Executive Committee. The President & CEO shall act as the "duly authorized representative" of the Board for all matters for which the Board or the Executive Committee has not formally designated some other person for that specific purpose.

7.2.5. Treasurer. The Treasurer shall keep the financial records of the Corporation, and shall perform all duties incident to the office of Treasurer and such other duties as from time to time shall be assigned by the President & CEO, the Chair or the Executive Committee.

7.2.6. Secretary. The Secretary shall keep the minutes of the Board, the Executive Committee and any other committee thereof in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; 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 by the President & CEO, the Chair or the Executive Committee.

7.2.7. Assistant Treasurer and Assistant Secretary. The Executive Committee may designate an Assistant Treasurer and Assistant Secretary, who may be one person, to assist the Treasurer and Secretary in the performance of their respective duties.

7.2.8. Terms of Officers. Each officer of the Corporation will serve a one year term, commencing January 1 and ending December 31 of the same year, or until such officer's successor is named. Except as otherwise provided by law, officers may serve an unlimited number of such terms, as the Board may determine.

Section 7.3. Removals and Vacancies. Any officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 8.1. Certificates of Membership. The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President & CEO, and the Secretary of the Corporation.

Section 8.2. Issuance of Certificates. When a Member has been accepted for membership, a certificate of membership shall be issued in such Member's name if the Board shall have provided for the issuance of certificates of membership under the provisions of **Section 8.1.**

ARTICLE IX

MISCELLANEOUS

Section 9.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board and each committee thereof, and shall keep at its registered or principal office in the State of Texas a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent, accountant or attorney for any proper purpose at any reasonable time, at the expense of such Member.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

Section 9.3. Corporate Seal. The Board may provide for a corporate seal, which shall be in the form selected by the Board.

Section 9.4. Waiver of Notice. Whenever any notice is required to be given under

the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.5. Checks, Drafts or Orders for Payment. 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 shall, from time to time, be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary and countersigned by the President & CEO.

Section 9.6. 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 may select.

Section 9.7. Indemnification. The Corporation shall indemnify every Director, every member of the Executive Committee and every Officer of the Corporation against, and reimburse for and advance to every Director and Officer, all liabilities, costs and expenses incurred in connection with such trusteeship or office and actions taken or omitted in such capacity to the greatest extent permitted under the Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.

Section 9.8. Procedures for Meetings. All meetings of Members, Directors, or Committees shall be conducted, and all actions shall be taken, consistent with these Bylaws and the rules in a current edition of *Robert's Rules of Order*, provided that, by two-thirds vote (or a majority of the whole Executive Committee whether present or not in the case of the Executive Committee exercising the authority and power of the Board) of a quorum of the Members, Directors, or Committee members present at a meeting, compliance with a

procedural matter in these Bylaws or *Robert's Rules of Order* may be waived for that meeting. In no event shall the Members, Directors, or Committee members elect to waive compliance with the Act or the Articles of Incorporation, or take any action inconsistent with the Corporation's qualification as a business league under Section 501 (c) (6) of the Internal Revenue Code. In the event of any inconsistency between *Robert's Rules of Order* and these Bylaws, the Act, or the Articles of Incorporation, then these Bylaws, the Act, or the Articles of Incorporation, as the case may be, shall control.

ARTICLE X

AMENDMENTS

The Bylaws of this Corporation may be amended, repealed or added to, or new Bylaws may be adopted, by the affirmative vote of at least two-thirds of a quorum of the Board, or by two-thirds of the whole Executive committee acting on behalf of the Board in accordance with Section 6.3, provided that no amendment shall authorize the Directors to conduct the affairs of this Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Code. An amendment of the provisions of this Article X (or any amendment to such amendment) shall not be valid to the extent that such amendment permits the amendment of these Bylaws by less than two-thirds of a quorum of the Board or by less than two-thirds of the whole Executive Committee whether present or not. All instruments amending these Bylaws shall be noted upon or kept attached to the executed original of these Bylaws held by the Secretary of the Corporation.

Approval of Bylaws and Amendments

The foregoing Bylaws were adopted and approved by action of the Initial Board of Directors of the San Antonio Mobility Corporation at a duly called meeting held January 30, 2002, in San Antonio Texas. These Bylaws were amended by the Executive Committee and/or Board of Directors at duly called meetings held April 19, 2004; June 21, 2004; September 11, 2006;

January 12, 2009; and October 1, 2010.