

**BYLAWS
OF
OEHA, INC.**

(Incorporated 15 January 1997, under the laws of Texas, as a non-profit corporation.)

ARTICLE ONE - NAME, NATURE OF ORGANIZATION, AND PRINCIPAL OFFICE

1.01. Name. This association is incorporated under the Texas Non-Profit Corporation Act, and is known as OEHA, Inc., at times referred to in these Bylaws as "OEHA," or the "Association."

1.02. Principal Office. The principal office of the Corporation is located at 3050 Post Oak Blvd., Ste. 1090, Houston, Texas 77056-6527.

ARTICLE TWO
(Reserved for Future Use)

ARTICLE THREE- MEMBERSHIP

3.01. Membership.

The membership of OEHA shall be as set forth in its Amended Articles of Incorporation and as further provided in these Bylaws.

3.02. Assessments.

3.02.1. The initial Assessment shall be in the amount of One Hundred Twenty Dollars (\$120). Changes in the amount of the assessments are governed by the provisions of the Amended Articles of Incorporation.

3.02.2. Failure to pay annual assessments dues shall result in forfeiture of membership voting rights.

3.02.3. A member whose voting right is forfeited pursuant to Section 3.02.2. may be reinstated upon payment of any amount then owing.

ARTICLE FOUR-MEETINGS

4.01. Annual General Meeting.

4.02. The purpose of the Annual General Meeting is for the Board of Directors and committee chairpersons to report on the events of the preceding year, to answer questions from the members, to hear suggestions from the membership, and to vote on any matter which may be brought before the members at such meeting. Officers will

preside at the annual meeting in the following order: the President, the Vice President, the Secretary, the Treasurer.

4.03. The Annual General Meeting shall be held during the month of May.

4.04. Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors at a meeting of the Board of Directors at which a quorum is present.

4.05. Notice of Members' Meetings and Agenda.

4.05.1. The date, place, and time of the Annual General Meeting shall be provided by printed notice delivered to each member by mail at least ten (10), but not more than fifty (50), days prior to the proposed date. No other notice of such meeting is required.

4.05.2. The proposed agenda for the Annual General Meeting, matters to be submitted to a vote by the members, and standing rules for the meeting shall be established by the Board of Directors and incorporated into the notice of meeting.

4.05.3. In case of a special meeting, notice of the purpose or purposes for which the meeting is called shall be delivered not less than three (3) nor more than twenty (20) days before the date of the meeting, either personally or by mail, by or at the direction of the President, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be 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 paid.

4.06. Quorum of Members. Members holding one-fourth (1/4) of the votes entitled to be cast, represented in person, or by proxy, shall constitute a quorum at any meeting of members.

4.07. Manner of Acting. The votes of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members' meeting, unless the vote of a greater number is required by law, the Articles of Incorporation (as amended), or these Bylaws.

ARTICLE FIVE - BOARD OF DIRECTORS

5.01. Authority of Board to Manage Corporate Affairs.

5.01.1. All corporate powers of OEHA shall be exercised by the Board of Directors or under its authority, and the business and affairs of the Corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Corporation's Articles of Incorporation, or these Bylaws, as to actions to be authorized or approved by the members.

5.01.2. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization. However, the delegation of authority by the Board of Directors shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

5.02. Authority of Board to Designate Committees.

5.02.1. Committees Exercising the Authority of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees which, to the extent provided in such resolution, in the Articles of Incorporation, or in the Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; 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; 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. Each such committee shall consist of two or more persons. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

5.02.2. Committees Not Having and Exercising the Authority of the Board of Directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, or by the President authorized by a like resolution of the Board of Directors, or by the Articles of Incorporation, or by these Bylaws. Membership on such committee may, but need not be, limited to directors.

5.03. Composition. The Board of Directors of OEHA shall consist of members in good standing.

5.04. Officers and Directors Take Office. The duly elected officers and directors shall take office at the conclusion of the Annual Meeting.

5.05. Regular Directors Meetings. The Board of Directors shall meet at least once each quarter, either in person or via conference telephone call, at a date, time, and place set by the President. Written notice, of at least ten (10) days, shall be given to each Board member for each regular meeting of the Board.

5.05.1. Regularly scheduled, in person, board meetings are open to members; however, only Board members and special invitees whose presence is necessary will be allowed to attend executive sessions.

5.06. Special Directors Meetings. Special meetings of the Board of Directors may be held at the order of the President, who must give at least five (5) days' written notice to all Board members. A majority of the members of the Board may also call especial meeting, provided that at least ten (10) days prior to such meeting, a notice of the time, place, and purpose of the meeting is mailed to all Board members.

5.07. Minutes Available to Members. When approved by the Board, the minutes of Board meetings shall be available to members.

5.08. Directors Voting Rights.

5.08.1. All Directors Cast One Vote. Each voting director shall be entitled to cast one vote on each matter to come before the meeting.

5.08.2. Prohibit Proxy Voting. Board members are expected to attend all board meetings, and proxy voting by the board is prohibited.

5.09. Quorum. A simple majority of the members of the Board of Directors shall constitute a quorum.

5.10. Manner of Acting. Business of the Board of Directors may be conducted by called meeting, telephone meeting, or without a meeting by unanimous written consent.

5.10.1. At a Meeting. The act of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

5.10.2. Telephone Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation 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 called or convened. The act of the majority of the directors present in person at a telephone meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

5.10.3. Without a Meeting by Unanimous Written Consent. Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Board members then in office.

5.11. Recall and Removal.

5.11.1. Removal. Any member of the Board of Directors may be removed from office by a majority vote of the Board for failing to maintain general membership or failing to maintain a principal residence in the Oak Estates Subdivision. Procedures for removal shall be instituted and administered by the Board.

5.14. Presumption of Assent. A member of the Board who is present at a meeting of the Board of Directors at which action was taken on any corporate matter shall be presumed to have assented to such action unless his/her dissent is entered in the minutes of the meeting or unless s/he files his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment or forwards such dissent by registered mail to the Board Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of the action.

5.15. Committees.

5.15.1. Board to Designate. The Board of Directors is authorized to designate committees pursuant to Section 5.02. of these Bylaws.

5.15.2. Designation of Committee Chairpersons and Selection of Members. The President, subject to the approval of the Board, shall designate a chairperson for each committee and the President shall consult with such chairperson in selecting the remaining members of the committee.

5.15.3. Duties of Chairperson. Each committee chairperson shall present plans of work and budgets to the President. The President shall present such plans and budgets to the Board of Directors, and no activity shall be undertaken by any committee without the specific approval of the Board of Directors, except to the extent permitted by these Bylaws.

5.15.4. Quorum. Two-thirds (2/3) of the members of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.15.5 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

5.15.6. 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.

5.15.7. Dismissal of Committee Member. Any member of a committee may be dismissed by a majority vote of the Board whenever, in the judgment of the Board, the best interest of OEHA would be served thereby.

ARTICLE SIX - OFFICERS

6.01. Number and Titles. The officers of the Corporation shall be the President, the Vice President, the Board Secretary, and the Treasurer, and shall be elected according to provisions set forth under Sections 5.04. and 6.05.2. of these Bylaws.

6.03. Duties of Officers. Duties of officers may be delegated; however, the delegation of such duties shall not operate to relieve the officers of any responsibility imposed upon them by law. Duties of the officers shall include but not be limited to the following:

6.03.1. President's Duties. The President shall:

- (a) Serve as the Chief Executive Officer of the Corporation;
- (b) Serve as spokesperson in regard to established policy;
- (c) Call, set the agenda for, and preside over all meetings of the Board of Directors and meetings of the general membership;
- (d) Appoint, with Board approval, such committees as may be needed or provided for in these Bylaws and the chairpersons of such committees;
- (e) Serve as ex-officio member of all committees;
- (f) Execute corporate business as specified by the Board of Directors and established policy including, but not limited to, the expenditure of corporate funds in accordance with the annual budget approved by the Board of Directors;
- (g) Coordinate all activities and fulfill any other obligations designated by the Board of Directors.

6.03.2. Vice President's Duties. The Vice President shall:

- (a) Preside over all meetings of the Board of Directors in the absence of the President;
- (b) Assume the duties of the President in the event the President is temporarily incapacitated or otherwise unable to perform;
- (c) Fulfill any other obligations designated by the Board of Directors.

6.03.3. Secretary's Duties.

- (a) Be responsible for the recording and preserving of minutes to all board meetings and presenting such minutes to the Board for corrections and approval before entering them in the Corporation's records;
- (b) Deleted;
- (c) Respond to official correspondence as directed by the President and the Board of Directors;
- (d) Keep the official records of intra-board correspondence, committee reports, contest computations and results, financial reports, and all other official documents as the Board directs;
- (e) Keep current the Policy and Procedure Manual and the Corporate Minutes Book; and
- (f) Fulfill any other obligations designated by the Board of Directors.

6.03.4. Treasurer's Duties. The Treasurer shall delegate the management of the day-to-day operation of the financial business of the Corporation to an independent contractor or employee of the Corporation, provided that the financial affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Treasurer and the Board of Directors.

6.04. Qualifications and Restrictions.

6.04.1. All officers must be Members.

6.05.3. Regardless of the length of their terms, all officers shall continue in office until their respective successors have been elected and shall qualify, unless such officer dies, resigns, or is removed from office sooner.

6.06. Resignation. An officer may resign from the position held upon ten (10) days written notification to the Board of Directors.

6.07. Removal. Any officer may be removed from office by a two-thirds (2/3) majority vote of the Board or by membership recall. Any officer may be removed for failing to attend two (2) consecutive meetings or for dereliction of duty and shall be removed for failing to maintain general membership. Procedures for removal shall be promulgated by the Board of Directors.

6.08. Vacancies.

6.08.1. In the event of a vacancy in the office of President for an unexpired term of one year or less, such vacancy shall be filled by the Vice President. Any vacancy in the office of President for an unexpired term of more than one year shall be filled temporarily by the Vice President until a special election can be conducted by the Election Committee

6.08.2. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer for an unexpired term of one year or less, such vacancy shall be filled by a general member nominated by the President, certified as eligible by the Election Committee, and confirmed by a majority vote of the Board of Directors. Any vacancy in the office of Vice President, Secretary or Treasurer for an unexpired term of more than one year shall be filled temporarily by appointment by the Board from among its members until a special election can be conducted by the Election Committee.

6.09. Compensation and Reimbursement. No officer shall receive, directly or indirectly, any salary or compensation from OEHA; however, OEHA shall reimburse all expenditures incurred by officers provided such expenditures are approved by the Board prior to such reimbursement.

ARTICLE SEVEN - FINANCES

7.01. Controller. OEHA may engage the services of an Administrator who shall be the chief accounting official of the Corporation.

7.02. Fiscal Year. The fiscal year of the Corporation shall begin on 1 January and end on 31 December.

7.03. Budget. Before the board meeting preceding the Annual General Meeting, the Controller shall prepare a recommended budget for the ensuing fiscal year. Upon approval by the Board of Directors, the budget shall be presented to the members at the Annual General Meeting and funds shall be disbursed in accordance with the annual budget. The budget may be amended by the Board of Directors when necessary and for good cause.

7.04. Books of Account. The books of account shall be open for inspection by any general member or his/her legal representative at reasonable times.

7.05. Audit. The accounts of OEHA shall be reviewed not less than annually by a Certified Public Accountant who shall be appointed by the President with the approval of the Board of Directors.

ARTICLE EIGHT- MISCELLANEOUS

8.01.2. Membership List. The membership roster is a confidential asset of OEHA, and may not be used in whole or in part for the financial welfare of any individual. The membership roster may not be given to non-members unless:

- (a) the Board of Directors has approved the delivery of all or part of the roster to a non-member for a specific purpose determined by the Board of Directors to promote efficiency in providing member services; and
- (b) the non-member to whom delivery is authorized has provided to OEHA a written statement agreeing not to use any part of the roster for any purpose other than that specified by the Board of Directors in approving the delivery. The Board of Directors and those committee chairpersons specified by the Board of Directors shall have a complete national membership roster. Any member of the Board of Directors may disclose selected parts to chapter presidents or other members for purposes including, but not limited to, formation of new chapters and contacting new members for established chapters.

8.02. Distribution of Assets on Dissolution.

8.02.1. All Assessments collected and other income earned by OEHA must be used for the purpose of OEHA and shall not inure to the benefit of any individual member.

8.02.02. Upon any dissolution of OEHA, its property and assets shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision made therefor.
- (b) Assets held by the Corporation requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) Any remaining assets shall be distributed in accordance with the Articles of Incorporation.

ARTICLE IX - RULES OF PROCEDURE

9.01. Any policies or procedures not contrary to law or these Bylaws maybe approved or amended by a majority vote of the Board of Directors.

9.02. A record of these policies and procedures and other information will be compiled in the Policy and Procedure Manual.

9.03. The Policy and Procedure Manual shall be kept current and shall be

available at cost to any member who requests it in writing.

ARTICLE X - INDEMNIFICATION

10.01. Indemnification. To the extent permitted by law, the Corporation may indemnify and advance expenses (including court costs and attorney fees) to any present or former director, officer, agent, or employee of the Corporation who was, is, or is threatened to be made a named defendant or respondent in an action or proceeding because such person is or was a director, officer, agent, or employee of the Corporation.

10.02. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent, or employee of the Corporation against any liability asserted against such person and incurred in such capacity or arising out of his/her status as such a person, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE XI - AMENDMENT OF BYLAWS

11.01. Amendments to these Bylaws may be proposed by petition signed by at least twenty-five (25) general members in good standing, or by any two (2) members of the Board of Directors, or by the Bylaws Committee.

11.01.1. Amendments proposed by petition shall be submitted in writing to the Bylaws Committee by March 1 preceding the Annual General Meeting.

11.01.2. The Bylaws Committee shall report all amendments timely submitted at the subsequent meeting of the Board of Directors, with a recommendation for approval or rejection. Proposed amendments approved by a majority of the Board of Directors shall be reported to the membership prior to the Annual Meeting and shall be placed on the agenda of the Annual General Meeting.

11.02. A vote of a majority of the votes entitled to be cast by the members present or represented by proxy, a quorum being present, shall be required to adopt any amendment to these Bylaws except as provided in the succeeding paragraph.

11.03. These Bylaws may also be amended at an Annual General Meeting, without notice, by a vote of nine-tenths (9/10) of the votes entitled to be cast by the members present or represented by proxy, a quorum being present.

ARTICLE XII - PARLIAMENTARY AUTHORITY

12.01. Any meeting of the Corporation's members or of its Board of Directors shall be conducted in accordance with the parliamentary procedure prescribed by the current edition of Robert's Rules of Order.

End of OEHA, Inc. Bylaws