

**BYLAWS**  
**OF**  
**COLLINS LAKE AUTISM CENTER**

**ARTICLE ONE**  
**NAME, PURPOSES, POWERS AND OFFICES**

Section 1.1. Name. The name of this corporation is COLLINS LAKE AUTISM CENTER.

Section 1.2. Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision hereafter in effect (the "Code") as more specifically set forth in Article Four of the Certificate of Formation.

Section 1.3. Powers. The corporation is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code; provided, however, the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices. The corporation may have, in addition to its registered office, an office in such place or places as the Board of Directors may from time to time determine.

**ARTICLE TWO**  
**BOARD OF DIRECTORS**

Section 2.1. General Powers. The activities, property and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these Bylaws.

Section 2.2. Number, Term and Qualifications. The Board of Directors of the corporation shall consist of not less than three (3) persons. Until changed by amendment to these bylaws or by the adoption of a resolution of the Board of Directors at a meeting of the Board of Directors held in accordance with these bylaws (or by execution of written consent in lieu of such a meeting), the number of directors shall be three (3). Directors shall be appointed or removed (with or without cause) by Stephen Smaby during his lifetime and then by a majority vote of the directors then serving in office. Each director shall serve until his or her death, disability, resignation, or removal (with or without cause). Notwithstanding anything herein to the contrary, Stephen Smaby shall serve as a director for life, subject only to his earlier resignation, death or a permanent disability.

Section 2.3. Annual Meetings. An annual meeting of the Board of Directors shall be held each year at such time and place as the Board of Directors shall select, and it shall be the duty of the secretary of the corporation to give ten days' notice of such meeting to each director

by mail, electronic mail, facsimile or telephone to each director not personally notified. At such annual meeting, the directors shall elect officers and transact any and all other business as may properly come before the meeting.

Section 2.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board of Directors and communicated by notice to all directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than five (5) nor more than twenty (20) days' prior notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.6. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence in person of a majority of the number of directors then in office which majority must include Stephen Smaby during his lifetime shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws. The act of a majority of the directors present in person or by proxy which majority must include Stephen Smaby during his lifetime 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 statute, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board.

A director may vote in person or by written proxy. Directors present by proxy at any meeting of the Board may not be counted towards a quorum. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.7. Advisory Directors. Advisory directors not having and exercising the authority, responsibility, or duties of a director in the management of the corporation may be designated by a resolution adopted by the directors. Advisory directors shall not be entitled to vote on any action brought before the Board.

Section 2.8. Compensation. As authorized by a resolution adopted by the directors, directors may receive reasonable compensation for their services as directors or as members of a standing or special committee of the Board and may be reimbursed for expenses incurred on behalf of the corporation or in attending meetings of the Board of Directors.

Section 2.9. Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of

any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 2.9 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

### **ARTICLE THREE** **COMMITTEES**

Section 3.1. General. 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 said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. 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 on the Board or such director by law.

Section 3.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the corporation. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the corporation shall be served by such removal.

Section 3.3. Term of Office. Each member of a committee or advisory board created pursuant to this Article Three shall continue as such until the next annual meeting of the directors of the corporation and until such member's successor is appointed, unless the committee or the advisory board is sooner terminated, or unless such member is removed from such committee or advisory board or committee or shall cease to qualify as a member thereof.

Section 3.4. Chair. Unless otherwise designated by these Bylaws, one or more members of each committee or advisory board created pursuant to this Article Three shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

Section 3.5. Vacancies. Vacancies in the membership of any committee or advisory board created pursuant to this Article Three may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee or advisory board created pursuant to this Article Three, a majority of the whole committee or advisory board shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee or advisory board.

Section 3.7. Rules. Each committee or advisory board created pursuant to this Article Three may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE FOUR** **NOTICES**

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any director or committee member of the corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail, by other electronic communication if permitted by the Texas Business Organizations Code, or by United States mail, postage prepaid, addressed to the director or committee member at such person's address as it appears on the records of the corporation. Any notice required or permitted to be given by United States mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid. Any notice required or permitted to be given by facsimile or by electronic mail shall be deemed to be given upon successful transmission of such facsimile or of such electronic mail.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the corporation under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE FIVE** **OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES**

Section 5.1. Elected Officers. The elected officers of the corporation shall include a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of any such Vice President, with such descriptive title, if any, as the Board shall deem appropriate).

Section 5.2. Election. All elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 5.3. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined-from-time to time by the Board.

Section 5.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 5.5. President. The President shall be the chief executive officer of the corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors and shall serve as an ex-officio member of each committee (if any) having the authority of the Board of Directors in

the management of the corporation. Subject to the direction of the Board of Directors, the President shall have general authority to execute bonds, deeds and contracts in the name of the corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Certificate of Formation or these Bylaws. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 5.6. Vice Presidents. Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

Section 5.7. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 5.8. Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors.

Section 5.9. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the corporation. The Treasurer shall supervise the preparation of all operating and financial statements of the corporation. The Treasurer shall have the care and custody of all monies, funds and securities of the corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors.

Section 5.10. Assistant Treasurers. Each Assistant Treasurer, if any, shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President or the Board of Directors.

Section 5.11. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

## **ARTICLE SIX** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. 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, or agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President and the Treasurer of the corporation.

Section 6.3. 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 or as may be selected in accordance with procedures established by the Board.

Section 6.4. Conflicts of Interest. Prior to a Board of Directors' vote on a contract or transaction, directors shall disclose any potential direct or indirect interest (e.g., personal, financial or business) of the director or family that would be affected by any action being considered for a vote by the Board (a "conflict of interest"). Such disclosure must be of record in the minutes. A director who has a conflict of interest may not (i) be present for, or participate in, Board discussion and voting on the matter (except that, at the request of the Board, the director who has a conflict of interest may meet with the Board to disclose material facts and to respond to questions), (ii) attempt to exert his or her personal influence either at or outside the meeting, and (iii) vote on the matter before the Board.

Each director shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which he or she is involved that could contribute to a conflict of interest. Such relationships, positions, or circumstances might include service as a director or consultant to a nonprofit organization or ownership of a business that might provide goods or services to the corporation. Any changes during the year must be reported.

## **ARTICLE SEVEN** **ACTIONS WITHOUT MEETINGS**

Any action required or permitted to be taken at any meeting of the directors or the members of a committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the committee members, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

**ARTICLE EIGHT**  
**MISCELLANEOUS**

Section 8.1. Dividends Prohibited. No part of the net income of the corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the corporation shall be distributed to its directors or officers. Notwithstanding the foregoing, the corporation may pay compensation in a reasonable amount to its officers, directors and committee members for services rendered.

Section 8.2. Loans to Officers and Directors Prohibited. No loans shall be made by the corporation to its officers or to its directors. Any directors voting for or assenting to the making of any loan to a director or officer which is prohibited by the Texas Business Organizations Code, and any officer participating in the making thereof, shall be jointly and severally liable to the corporation for the amount of such loan until repayment thereof.

Section 8.3. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 8.4. Seal. The corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.5. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.6. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

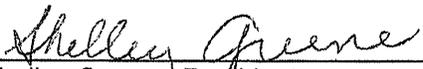
Section 8.7. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**ARTICLE NINE**  
**AMENDMENTS**

The Bylaws and Certificate of Formation of the corporation may be amended by the Board at any meeting of the Board pursuant to the provisions of Section 2.6, provided that notice of the proposed amendment shall have been given to each director in writing at least three days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which two-thirds of the directors of the corporation are present.

**CERTIFICATE**

I, Shelley Greene, hereby certify that I am the president of the COLLINS LAKE AUTISM CENTER a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the original Bylaws of the corporation, which Bylaws have not been amended, modified, or revoked, and are in full force and effect on the date hereof.

  
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Shelley Greene) President

Date: 6/29/10