

BY LAWS  
OF  
TURNAROUND MANAGEMENT ASSOCIATION OF HOUSTON, INC.  
a Texas nonprofit corporation

ARTICLE I

Office and Agent

Section 1. Principal Office. The principal office of the Corporation in the state of Texas shall be located at Association Management Contractors, 4626 Pin Oak Lane, Bellaire, Texas 77401. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Section 2. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Texas Non-Profit Corporation Act (the "Act") and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II

Board of Directors

Section 1. Number and qualifications. The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a Board of not less than three (3) and not more than those members comprising 10% of the annual paid membership of the Corporation, as may be determined by the Board of Directors from time to time, provided that the number of Directors shall not be decreased to less than three (3) and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors need not be residents of the State of Texas but all Directors shall be paid members (with all dues paid for the current calendar year no later than March 1) in good standing of the Turnaround Management Association. Additionally, all Directors shall exercise their best efforts to attend at least fifty (50) percent of the regularly scheduled and duly noticed meetings of the Board of Directors and at least fifty (50) percent of the regularly scheduled meetings of the general membership.

Section 2. Election. Except as otherwise provided herein, each position on the Board of Directors shall be filled by election at an annual meeting of the Corporation's membership for a term of three (3) years.\* The annual terms of Directors shall be from November 1 to October 31. Unless removed in accordance with these Bylaws, each Director shall hold office until the third

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\* To implement the installation of directors for the prescribed terms, one-half of the current board members serving as of the date of the amendment of the bylaws shall continue to serve for a term of one year with the remaining current board members continuing to serve a two-year term. New directors elected concurrently with the amendment of the bylaws shall serve three-year terms.

annual meeting of the Directors following election to office, or until his/her successor shall have been duly elected and qualified. Nothing herein shall prevent the reelection of any Director, however, no Director shall serve more than two (2) consecutive three-year terms.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. Any Directorship to be filled by reason of any increase in the number of Directors may be filled by the Board of Directors (subject, however, to the limitations set forth in the Act).

Section 4. Place of Meetings. The Directors may hold their meetings, have an office and keep the books of the Corporation at such place or places in the State of Texas, or outside the state of Texas, as the Board of Directors may from time to time determine, provided, however, in the absence of any such determination, such meetings shall be held, an office maintained, and books kept at the registered office of the Corporation in the State of Texas.

Section 5. Annual Meeting of the Board. An annual meeting of the Board of Directors shall be held at the office of the Corporation or at such other place in the State of Texas as may be designated by the Board of Directors, on such date and at such time as may be determined by the Board, for the purposes of (1) electing Directors and Officers for the ensuing year, and (2) transacting such other business as may be brought before such meeting; provided, however, that at least five (5) days prior notice of the time and place for such meeting shall be given by each Director in the manner provided in these Bylaws.

Section 6. Regular Meetings. Regular meetings of the Board may be held upon five (5) days prior notice to each Director at such time and place either within or without the State of Texas as shall from time to time be determined by the Board.

Section 7. Special Meetings. Special meetings of the Board may be called by the President on three (3) days prior notice to each Director; special meetings shall be called by the President or Secretary in the manner and on like notice on the written request of a majority of the Directors. Unless otherwise indicated in the notice, thereof or in these Bylaws, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which all Directors shall be present in person or by proxy, any matter pertaining to the purposes of the Corporation may be considered and acted upon even though no notice of the meeting was given.

Section 8. Quorum. At all meetings of the Board the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law or the articles of incorporation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the

Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the shareholders by statute or the articles or incorporation or these Bylaws.

Section 10. Compensation of Directors. Directors shall not receive any compensation for their services, except for reimbursement of necessary and reasonable out of pocket expenses incurred while conducting official business of the Corporation except that the Treasurer or his/her Firm may charge for the preparation of the financial statements and tax returns for the Corporation as approved by the Board of Directors.

Section 11. Attendance and Waiver of Notice. 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 sole purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. 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 12. Proxies. A Director may vote in person or by a written proxy executed by the Director. No proxy shall be valid after three 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.

Section 13. Removal of Directors. Any Director may be removed from office with or without cause, for (i) failing to pay their annual Association dues or (ii) by a 2/3rd vote of the remaining Directors of the Corporation attending any regular or special meeting of the Board, or (iii) by failing to exercise his or her best efforts to attend at least fifty (50) percent of the regularly scheduled and duly noticed meetings of the Board of Directors and at least fifty (50) percent of the regularly scheduled meetings of the general membership.

Section 14. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or to the President, Vice President or Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 15. Executive and Other Committees. The Association shall have five standing committees of (i) membership, which shall be charged with developing and promoting the level and quality of membership in the Association including ensuring a diversity of professions being represented in the Association's membership, (ii) programs, which shall be responsible for organizing high-quality programs including identifying and securing speakers and panelists that enhance the knowledge and professional development of the Association members, (iii) sponsorships, which shall solicit and secure annual and meeting sponsorships at a level and in an amount sufficient to sustain the financial requirements of the Association and its educational and advocacy activities, (iv) education, which shall be charged with developing educational programs for the advancement of the professional development of the membership and to support education of students at the collegiate and post-graduate level in the field of turnaround activities, and (v) executive, which shall consist of the President, President-elect, Immediate Past

President, Vice President(s), Treasurer and Chairperson(s) of the standing committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees of not less than three (3) members, each committee to consist of one or more of the Directors of the Corporation, and may designate one or more of its members as alternate members of the committee who may, subject to any limitations imposed by the Board of Directors, replace absent or disqualified members at any meeting of that committee. Any such committee, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the full Board of Directors is specifically required by statute. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors and shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 16. Disallowed Payments. Any payments made to a Director of the Corporation for expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Director to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors as a Board to enforce payment of each such amount disallowed.

### ARTICLE III

#### Officers

Section 1. Number. The principal Officers of the Corporation shall consist of the President, President-elect (who shall also serve as Secretary), two Vice Presidents and the Treasurer, and such other Officers and Assistant Officers as may be deemed necessary and elected or appointed at such times, in such manner and for such terms as the Board of Directors may prescribe. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. General Duties. All Officers and Agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 3. Election, Term of Office and Qualification. The Officers shall be chosen annually by the Board of Directors at its annual meeting or as soon after such annual meeting as may conveniently be possible. The annual terms for Officers shall be from November 1 to October 31. Each Officer shall hold office (i) until the term of Office having expired or the officer having resigned, a successor is chosen, or (ii) until having been removed in the manner provided in Section 4 below.

Section 4. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed (with or without cause) by a vote of 2/3rd of the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, President-elect (who shall also serve as the Secretary) or the Vice Presidents. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 6. Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board of Directors for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 7. The President. The President, who need not be chosen from among the Directors, shall have active, executive management of the operations of the Corporation and the Association, subject however, to the control of the Board of Directors. He shall, in general, perform all duties incident to the office of President including preparing or delegation of the preparation of a budget outlining expected annual revenues, sponsorships and expenditures for that year and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 8. The President Elect. The President-elect shall also serve as the Secretary and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to the President-elect.

Section 9. The Vice President(s). Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to them. At the request of the President, any Vice President may temporarily act in his place. In the case of the death of the President, or in the case of his absence or inability to act without having designated a Vice President to act temporarily in his place, the Vice Presidents to perform the duties of the President shall be designated by the Board of Directors.

Section 10. The Secretary. The President-elect shall serve as the Secretary and will keep or cause to be kept in books provided for that purpose, minutes of the meetings of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the records and of the Seal of the Corporation under its seal is required; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 11. The Treasurer. The Treasurer shall be the principal financial officer of the Corporation; shall have charge and custody of and be responsible for all funds of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board or Directors; shall receive and give receipts for moneys due and payable to the Corporation from any source, and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be

assigned to him by the Board of Directors or by the President. The Treasurer shall certify that the annual budget prepared by or at the request of the President is rationale and consistent with the financial objectives of the Corporation and render to the President and the Board of Directors, whenever the same shall be required, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall, if required to do so by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 12. The Immediate Past President. The Immediate Past President of the Corporation shall serve for the year following his or her term of office as an ex officio officer and member of the Board, and shall perform such duties as may be prescribed by the President or the Board of Directors to assist them in the performance of their responsibilities.

Section 13. Assistant Officers. The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of Assistant Secretary or an Assistant Treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively.

Section 14. Salaries. The Officers shall not receive any compensation for their services, except for reimbursement of necessary and reasonable out of pocket expenses incurred while conducting official business of the Corporation.

Section 15. Disallowed Payments. Any payments made to an Officer of the Corporation for expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

## ARTICLE IV

### Membership

Section 1. Membership. Members accepted through the National Turnaround Management Association and assigned to the Houston Turnaround Management Chapter (“Houston Chapter”) shall be deemed for all purposes as Members of the Houston Chapter.

Section 2. Membership Privileges. Members may attend Houston Chapter events open to Members and invited guests upon payment of event fees. Members shall conduct themselves in a professional and businesslike manner while at such events. For purposes of this section, the term “professional and businesslike manner” shall include, without limitation, observing any dress codes for the respective event established by the Houston Chapter and treating other Members, guests, and speakers respectfully and courteously at such events. Members not acting in accordance with this Bylaw may be denied admission at future Houston Chapter sponsored events.

## ARTICLE V

### Indemnification

The Corporation shall indemnify and advance expenses to all Directors, advisory Directors, officers, employees and agents of the Corporation to the maximum extent allowed by the Act and other applicable law. If the Act or other applicable law is amended after adoption of this provision of the Bylaws by the Board of Directors to authorize corporate action further expanding the Corporation’s power to indemnify, then the Corporation shall be and hereby is authorized to indemnify the persons named above to the fullest extent permitted by the Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

## ARTICLE VI

### General Provisions

Section 1. Fiscal Year. The fiscal year end of the Corporation shall be a date fixed by resolution of the Board of Directors.

Section 2. Notices. Whenever under the provisions of these Bylaws notice is required to be given to any Director, it shall not be construed to mean only personal notice, but such notice may also be given in writing, by facsimile, E-mail or by mail (by depositing the same in the post office or letter box, in a post-paid sealed wrapper, addressed to such Director at such address as appears on the books of the Corporation). Notice by facsimile or E-mail shall be deemed to be given when received, and notice by mail shall be deemed to be given at the time when it shall be thus mailed. any notice required to be given under these bylaws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the time stated in the notice.

Section 3. Actions without a Meeting and Telephone Meetings. Notwithstanding any provision contained in these Bylaws, all actions of the Directors or any committee provided for herein may be taken by unanimous consent without a meeting, or any meeting thereof may be held by means of a telephone conference or the like, to the full extent permitted by the Act.

Section 5. Depositories. 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 from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto as it may deem expedient and consistent with the provisions of these Bylaws.

## ARTICLE VII

### Amendments

These Bylaws may be amended or repealed, or new bylaws may be adopted, either (i) by the affirmative vote of a majority of the members of the Corporation present in person or by proxy at the annual meeting of the Corporation, or (ii) by the affirmative vote of a majority of the members of the Board of Directors at any special meeting of the board, in either event provided notice of the proposed amendment is contained in the notice of such meeting