

**BYLAWS
OF
THE PIPELINERS ASSOCIATION OF HOUSTON EDUCATIONAL FUND**

**ARTICLE I.
NAME**

The name of the corporation is THE PIPELINERS ASSOCIATION OF HOUSTON EDUCATIONAL FUND (hereinafter referred to as the "Fund").

**ARTICLE II.
PURPOSE**

Section 1. Section 501(c)(3) Purpose. The purpose or purposes for which the Fund is organized are those authorized by Section 501(c)(3) of the Internal Revenue Code of 1986. The Fund is created solely as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986. The Fund shall be operated exclusively for such purposes. No part of its net earnings shall inure to the benefit of any director or individual; no part of its activity shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf or in opposition to any candidate for public office.

Section 2. Specific Purpose. The Fund will carry out its I.R.C. §501(c)(3) purpose by providing educational scholarship grants to individuals, supporting or providing online education for The Pipeliners Association of Houston, and making grants to educational organizations described in I.R.C. 170(b)(1)(A).

**ARTICLE III.
OFFICES**

Section 1. Principal Office. The principal office of the Fund in the State of Texas shall be located in the County of Harris or a surrounding county. The Fund may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Fund may require from time to time.

Section 2. Registered Office and Agent. The Fund shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Fund in the State of Texas. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE IV. DIRECTORS

Section 1. Board of Directors. The affairs of the Fund shall be managed by a Board of Directors. The initial number of directors shall be three (3) commencing with the meeting of the Board of Directors at which these Bylaws are adopted. The majority of the directors then serving may enlarge the number of directors at any meeting regularly called. The President of The Pipeliners Association of Houston (a Texas nonprofit corporation) may enlarge the number of directors by appointing one or more additional directors. A majority of directors then serving at any meeting regularly called, or the President of The Pipeliners Association of Houston may reduce the number of directors, but the number shall not be reduced below three (3), and provided that such reduction does not reduce the term of an incumbent director.

Section 2. Elections. The President of The Pipeliners Association of Houston shall appoint incoming directors prior to the start of the Fund's fiscal year on January 1. If incoming directors are not appointed before January 1, they will be appointed as soon as convenient, and the outgoing Board of Directors shall continue to manage the affairs of the Fund during any interim period.

Section 3. Terms. Each director shall hold office for three (3) years year or until a successor has been elected. *Provided, however,* that the short initial year beginning in 2021 shall not be counted. *Provided, further,* that in order to establish staggered terms, one (1) of the initial directors shall serve an initial term of three (3) years, the second initial director shall serve an initial term of two (2) years, and the third initial director shall serve an initial term of one (1) year. If the number of directors is enlarged, the President of The Pipeliners Association of Houston may designate whether the initial term for the new position will be one (1) year, two (2) years, or three (3) years, as needed to promote staggering. There shall be no limitation on the number of terms an individual may serve as director.

Section 4. Removal. Any director may be removed by the unanimous vote of all other directors present and voting at a meeting. Such vote may occur at any regular or special meeting, provided that written notice is sent to all directors not less than seven (7) days before such meeting and that such notice specifies that a vote for the removal of a director will be considered at such meeting and identifies the director whose removal is to be voted upon. Any director also may be removed by the President of The Pipeliners Association of Houston.

Section 5. Vacancies. Vacancies that occur on the Board of Directors shall be filled by appointment by the President of The Pipeliners Association of Houston.

Section 6. Meetings. Regular meetings of the Board of Directors shall be held at least once annually. Special meetings of the Board of Directors may be called by the President or at the request of any two directors.

Section 7. Notices. Notices of all meetings shall be sent by the Secretary to each member of the Board of Directors at least seven (7) days before each meeting.

Section 8. Certain Meetings. If the reduction or enlargement of the Board of Directors is to be considered at a meeting of the Board of Directors, notice to the directors of that meeting shall indicate that fact.

Section 9. Annual Meeting. The annual meeting of the Board shall be held prior to the second Monday in May.

Section 10. Attendance. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting that the meeting is not properly called.

Section 11. Quorum for Meeting. A quorum shall consist of a majority of the directors then serving. A majority vote of those present shall decide all questions.

Section 12. Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these Bylaws.

Section 13. Proxies. Directors may not vote by proxy.

Section 14. Action by Written Consent.

- A. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken shall be signed by a sufficient number of the directors as would be necessary to take that action at a meeting at which all of the directors were present and voted.
- B. Each written consent shall bear the date of signature of each director who signs the consent. A written consent signed by less than all of the directors is not effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the Fund in the manner required by this Section, a consent or consents signed by the required number of directors is delivered to the President of the Fund at the Fund's principal place of business or to the Secretary of the Fund. Delivery shall be by hand, electronic transmission, or certified or registered mail, return receipt requested.
- C. Prompt notice of the taking of any action by directors without a meeting by less than unanimous written consent shall be given by the Secretary to all directors who did not consent in writing to the action.
- D. An electronic, facsimile, or similar transmission by a director or an electronic, photographic, photostatic, facsimile, or similar reproduction of a writing signed by a director shall be regarded as signed by the director for purposes of this Section.

Section 15. Telephonic Meetings. A meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other at the same time. Participation pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.

Section 16. Prohibited Actions. No loans or disbursements shall be made by the Fund to any members of the Board of Directors. Directors may be reimbursed for reasonable, ordinary and necessary travel and other out-of-pocket expenses incurred in their duties as director. A person serving as a director may receive reasonable compensation for other services rendered to the Fund.

ARTICLE V. OFFICERS

Section 1. Personnel. The officers of the Fund shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be deemed necessary and selected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Elections and Term. The President, Vice-President, Secretary, and Treasurer of the Fund are seated by virtue of their offices in The Pipeliners Association of Houston. They shall be elected in accordance with the Bylaws of The Pipeliners Association of Houston. If, for any reason, one of the listed officers of The Pipeliners Association of Houston is unwilling or unable to serve in the corresponding office of the Fund, the Board of Directors of the Fund may elect a substitute officer. Such substitute officer shall serve a term of one (1) year and thereafter until his or her successor is elected and qualified.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed at any time by the Board of Directors with cause. An officer's removal from the office of President, Vice President, Secretary, or Treasurer of The Pipeliners Association of Houston automatically shall cause his or her removal from the corresponding office of the Corporation.

Section 5. President. The President shall be responsible for the general management of the affairs of the Fund. The President may sign with the Secretary or any other proper officer of the Fund authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by statute to some other officer or agent of the Fund. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of the inability or refusal to act of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and shall send copies of all minutes to the Board of Directors and to such other parties as are designated by the President. The Secretary shall notify the directors of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Treasurer. The Treasurer shall cause to be kept regular books of account of the Fund's funds and property and shall present a periodic financial statement and any annual audits to the Board of Directors. The Treasurer shall be responsible for presenting an annual budget to the Board of Directors for approval and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. Vacancies. Any vacancy that occurs among the officers shall be filled by the Board of Directors. The person chosen shall hold office until his or her successor is elected and qualifies.

ARTICLE VI. APPOINTIVE OFFICERS AND AGENTS

Section 1. Officers and Agents. The Board of Directors may appoint such officers and agents in addition to those specifically provided for in the Bylaws as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Directors and may be removed from office or discharged at any time, with or without cause.

Section 2. Staff. The Executive Director of the Fund, with the approval of the Board of Directors, shall have the authority to appoint and/or employ any person or persons deemed necessary to carry out the purposes of the Fund. In the absence of an Executive Director, the President or his or her delegate may perform the duties of an Executive Director.

ARTICLE VII. COMMITTEES

Section 1. Appointment of Committees. Committees may be designated by the President who shall appoint their members. Each committee shall have and may exercise such powers as the President may determine and specify in the respective resolutions appointing them. An individual need not be an officer or director of the Fund in order to serve on a committee.

Section 2. Removal. The members of any committee may be removed by the President whenever in his or her judgment the best interests of the Fund shall be served by such removal.

Section 3. Chairman. One member of each committee shall be appointed chairman by the President.

Section 4. Vacancies. Vacancies in the members of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5. Quorum. Unless otherwise provided by the President, a majority of the whole 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.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. NOTICES

Section 1. Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail with postage prepaid and addressed to such director or committee member at such address as appears on the books of the Fund. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the notice is deposited, postage prepaid, in the United States Mail. Any such notice also may be given by facsimile or electronic mail. Notice transmitted by facsimile or electronic mail shall be deemed to be given at the time when the facsimile or electronic message is transmitted to a facsimile number or electronic message address provided by the recipient.

Section 2. Waiver. Whenever any notice is required to be given to any director or committee member under the provisions of these Bylaws, a written waiver signed by a person entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX. FISCAL YEAR

The fiscal year of this Fund shall begin on January 1 and end on December 31.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts and Instruments. The Board of Directors may authorize any officer or officers, agent or agents of the Fund, 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 Fund, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Fund, shall be signed by such officer or officers, agent or agents of the Fund and in such manner as from time to time be determined by resolution of the Board of Directors.

Section 3. Deposit of Funds. All funds of the Fund shall be deposited from time to time to the credit of the Fund in such banks, trust companies, or other depositories and the Board of Directors or an authorized officer may select.

Section 4. Contributions. The Board of Directors may accept on behalf of the Fund any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Fund.

ARTICLE XI. BOOKS AND RECORDS

The Fund shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, accounts, and records of the Fund shall be open to inspection by any of the directors during business hours.

ARTICLE XII. AUDIT

The books of the Fund may be audited or reviewed annually by a certified public accountant appointed by the Board of Directors. The auditor's report shall be filed with the records of the Fund.

ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Article 8.151 of the Texas Business Organizations Code (the "Code") permits the Fund to indemnify its present and former directors and officers to the extent and under the circumstances set forth therein. The Fund hereby elects to, and does hereby, indemnify all such persons to the fullest extent permitted or required by the Code promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make such determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Fund shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceedings to the fullest extent permitted by the Code and subject to the conditions thereof.

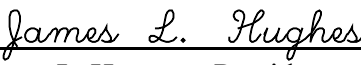
Section 5. Insurance. The Fund may purchase and maintain insurance against any liability asserted against and incurred by any officer or director in a capacity described in these Bylaws or arising out of the status of such a person, whether or not the Fund would have the power to indemnify such person against that liability under this Article.

**ARTICLE XIV.
AMENDMENTS AND PARLIAMENTARY PROCEDURE**

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors by a majority vote of the directors present provided that notice setting forth the proposed alterations, amendments, or new Bylaws has been given to all directors of the Fund not less than seven (7) days before such meeting. Provided, however, that any change to the ability of the President of The Pipeliners Association of Houston to appoint directors, must be approved by the Board of Directors of The Pipeliners Association of Houston.

Section 2. Parliamentary Procedure. In all cases where parliamentary procedure of the Fund is not provided by these Bylaws, *Robert's Rules of Order, Revised* shall apply.

These BYLAWS were approved by a Unanimous Consent of the Board of Directors dated effective as of January 6, 2022.



JAMES L. HUGHES, President

ATTEST:

TIM LEVRIER, Secretary

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