

BYLAWS OF
Dallas/Ft Worth Quality Assurance Association (DFWQAA)

ARTICLE I

NAME

1.01. The name of this association is the Dallas/Ft Worth Quality Assurance Association, hereinafter referred to as DFWQAA or the Corporation. DFWQAA is a tax exempt non-profit educational organization. DFWQAA is a member of the QAI Global Community. The purpose of QAI is to provide leadership regarding improving quality and productivity.

ARTICLE 2

PURPOSE

2.01. The purpose of DFWQAA is to provide local leadership on quality and productivity through achievement of the following objectives:

- (1) Encourage the exchange of information, ideas, and techniques related to quality assurance and productivity improvement.
- (2) Promote professionalism among quality assurance practitioners through education about quality concepts and methods.
- (3) Encourage commitment and involvement with quality assurance, especially among senior management.
- (4) Encourage, promote and support QAI Global Institute's certification and recertification process.
- (5) Advance the cause of quality assurance in general.

ARTICLE 3

OFFICES

Principal Office

3.01. The principal office of the Corporation in the State of Texas shall be located in the City of Plano, County of Collin. The Corporation 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 Corporation may require from time to time.

Registered Office and Registered Agent

3.02. The Corporation 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 Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

Number, Election, Tenure and Qualification

4.02. The number of Directors shall be fixed by the Board of Directors; the number of Directors shall be at least three (3) and not more than fifteen (15). Each Director shall hold office until the next regular annual meeting and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Regular Meetings

4.03. A regular annual meeting of the Board of Directors shall be held without notice other than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without notice other than such resolution.

Special Meetings

4.04. Special meetings of the Board of Directors may be called by or at the request of the President. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the Directors.

Notice

4.05. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram 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 so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such 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 called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

4.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07. The act 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, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or until his or her successor qualifies, or until his or her earlier death, resignation or removal.

Powers

4.09. No Director, officer or employee of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of five hundred dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE 5

OFFICERS

Officers

5.01. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

5.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors 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.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meeting of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she 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.

Vice President

5.06. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting 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 or her by the President or Board of Directors.

Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 5 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the Directors, and at such other time as the Directors shall require.

Secretary

5.08. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices 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 or her by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 6

COMMITTEES

Committees of Directors

6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, 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 the 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 or revoking proceedings therefor; 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. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors.

Other Committees

6.02. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Corporation. Any members thereof may be removed by the person or persons

authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Term of Office

6.03. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.05. 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.

Quorum

6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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.

Rules

6.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01. The Board of Directors may 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 delivery any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02. 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Deposits

7.03. 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.

Gifts

7.04. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 8

INDEMNIFICATION

Persons

8.01. The Corporation shall indemnify to the extent provided in Sections 8.02, 8.03 or 8.04 of this Article:

(1) Any person who is or was a Director, officer, agent or employee of the Corporation; and

(2) Any person who serves or served at the Corporation's request as a Director, officer, agent, employee, partner or trustee or another corporation, or of a partnership, joint venture, trust or other enterprise.

Extent in Derivative Suits

8.02. In case of a suit by or in the right of the Corporation against a person named in Section 8.01 by right of his or her holding a position named in Section 8.01, the Corporation shall indemnify him, if he or she satisfies the standard in Section 8.03, for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

Standard in Derivative Suit

8.03. In case of a suit by or in the right of the Corporation, a person named in Section 8.01 shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or
- (2) He or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified in respect of any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication, but in view of all the circumstances, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Extent in NonDerivative Suits

8.04. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a nonderivative suit, against a person named in Section 8.01 by reason of his or her holding a position named in Section 8.01, the Corporation shall indemnify him or her, if he or she satisfies the standard in Section 8.05, for amounts actually and reasonably incurred by him or her in connection with the defense or settlement of a nonderivative suit as:

- (1) Expenses (including attorneys' fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

Standard in NonDerivative Suits

8.05. In case of a nonderivative suit, a person named in Section 8.01 shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or
- (2) He or she acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or

proceeding, he or she had no reason to believe his or her conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Section 8.05(2).

Determination That Standard Has Been Met

8.06. A determination that the standard of Section 8.03 or Section 8.05 has been satisfied may be made by a court. Or, except as stated in Section 8.05(2), the determination may be made by:

- (1) a majority of the Directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or
- (2) independent legal counsel in a written opinion.

Proration

8.07. Anyone making a determination under Section 8.06 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

Advance Payment

8.08. The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under Sections 8.01 through 8.07, if:

- (1) the Board of Directors authorizes the specific payment; and
- (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he or she is entitled to indemnification by the Corporation under Section 8.01 through Section 8.07.

NonExclusive

8.09. The indemnification provided by Sections 8.01 through 8.07 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement or disinterested directors, or otherwise.

Continuation

8.10. The indemnification and advance payment provided by Sections 8.01 through 8.08 shall continue as to a person who has ceased to hold a position named in Section 8.01 and shall inure to his or her heirs, executors and administrators.

Insurance

8.11. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Section 8.01 against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Section 8.01 through 8.08.

Reports

8.12. Indemnification payments, advance payments and insurance payments made under Sections 8.01 through 8.11 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six months, whichever is sooner.

Private Foundation Exception

8.13. Notwithstanding anything to the contrary contained in these Bylaws, if the Corporation is ever determined to be a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), any indemnification provided for by this Article VIII, and any insurance premiums paid on account of such indemnification provisions, shall be limited to the payment or reimbursement of expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees, incurred with respect to the defense of a judicial or administrative proceeding involving Chapter 42 of the Code or state laws relating to the mismanagement of funds of charitable organizations, if:

- (i) Such expenses are reasonably incurred in connection with such proceeding;
- (ii) The defense is successful, or such proceeding is terminated by settlement, and the act or failure to act which led to the liability for tax under Chapter 42 was neither willful nor without reasonable cause; and
- (iii) The expenses are incurred by or on behalf of an officer or Director of the Corporation, or any person having powers or responsibilities similar to those of officers or directors, and with respect to any act or failure to act, the employees of the Corporation having authority or responsibility with respect to such act or failure to act.

ARTICLE 9

BOOKS AND RECORDS

9.01. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

ARTICLE 10

FISCAL YEAR

10.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 11

WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the [Texas Business Organizations Code] 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.

ARTICLE 12

AMENDMENTS TO BYLAWS

12.01. These bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by unanimous consent of the Directors on the ___ day of _____, 20__.

Secretary