BYLAWS OF

GALVESTON - HOUSTON FAMILIES EXPLORING DOWN SYNDROME

These Bylaws (referred to as the "Bylaws") govern the affairs of Galveston - Houston Families Exploring Down Syndrome, a nonprofit corporation (referred to as the "Corporation" or "GHFEDS") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

ARTICLE 1

PURPOSE

The purpose of GHFEDS is to provide support and resources to individuals with Down syndrome and their families and to promote awareness, understanding and inclusion in their communities.

This corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2

REGISTERED AGENT

The Corporation shall comply with the requirements of 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 3

MEMBERS

3.01 Membership: Membership is open to any individual who requests membership and pays annual membership dues, as set by the Board of Directors. The Board of Directors may waive membership dues in cases of financial hardship or other specific situations agreed upon by the Board.

3.02. Dues: The Board of Directors may set and change the amount of the annual dues, if any, payable to GHFEDS by members.

3.03. Votes: Members and Executive Officers other than Directors shall have no voting privileges except for the purpose of electing Directors. The Directors may specify, by resolution, the rights and duties of such members and directors, including the payment of dues.

3.04. Resignation: Any member may resign from membership by submitting a written resignation to any Director.

ARTICLE 4

MEETINGS OF MEMBERS

4.01. Annual Meeting: GHFEDS shall hold an annual meeting of the members each year at a time that the Board of Directors designates. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. The recently elected Board of Directors shall begin its term in January of the following year.

4.02. Special Meetings: Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth of the eligible voting members.

4.03. Place of Meeting: The Board of Directors may designate any place, within the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

4.04. Notice of Meetings: Notice of any meeting of members shall be delivered to each member, in the newsletter or in a special mailing, before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or the Director calling the meeting.

4.05. Quorum: Eight members or twenty-five percent of the membership eligible to vote, whichever is greater, shall constitute a quorum at any meeting of members. No action may be approved without a quorum and without the vote of at least a majority of the number of members present.

ARTICLE 5

DIRECTORS

5.01. Board of Directors: The affairs of the Corporation shall be managed by the Board of Directors and, subject to such restrictions, if any, as may be imposed by law, the Articles of Incorporation or the Bylaws, the Board of Directors may, and are fully authorized to, exercise all the powers of the Corporation.

5.02. Number: The Corporation shall have not less than five and not more than fifteen directors, unless and until otherwise determined by a vote of two-thirds of the number of Directors.

5.03. Qualifications: Directors shall be residents of Texas and of the age of majority in the state of Texas.

5.04. Term of Office: The Directors shall be elected by the Members at the Annual Meeting. The term shall be two years, or until a successor is appointed. As nearly as possible,

one-half of the Directors shall be elected annually by the membership in odd-numbered years and the remainder in even-numbered years. To implement the system of staggered terms or to fill a vacancy, a Director may be elected for a shorter or a longer term, but no term shall exceed three (3) years. A Director may serve six consecutive years. After a one year absence from the Board, a Director may again serve for up to six consecutive years. Vacancies shall be filled under the provisions of Section 7 of this Article.

5.05. Nomination of Directors: At any meeting at which the election of a Director occurs, a member or a Director may nominate a person, with the permission of the nominee. In addition to nominations made at meetings, a nominating committee, consisting of two Directors, shall consider possible nominees and make nominations for each election of Directors.

5.06. Election of Directors: A person who meets any qualification requirements to be a Director as determined by the nominating committee or a majority of the sitting Board and who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of the membership of GHFEDS at the annual meeting of the members or at a membership meeting called for that specific purpose. Notification of the membership must be performed as per Section 4.04.

5.07. Vacancies: A vacancy on the Board of Directors shall be deemed to exist at such time as the number of Directorships is greater than the number of Directors in office. Such vacancies shall be filled as deemed necessary by the Directors remaining in office at the time the vacancy occurs. The Nominating Committee shall have the responsibility to fill a vacancy. The Nominating Committee shall have the option to fill the vacancy by an interim appointment, if necessary or preferred. The Board may fill a vacancy by an interim appointment. The appointed time to be permanently filled shall expire no later than the next regular board election.

5.08. Resignation: Any Director may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified herein, or, if no time is specified, at the time of its receipt by either the Board of Directors or the President or the Secretary. The acceptance of resignation shall not be necessary to make it effective, unless expressly provided in the resignation. No Director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General's Office or other appropriate agency of the State of Texas.

5.09. Removal: Directors of the Corporation may be removed from office from time to time and at any time with or without cause, by the affirmative vote of two-thirds of the other Directors of the Corporation.

5.10. Compensation: Directors shall not be compensated for their service except for reimbursement of reasonable expenses.

5.11. Duties of Directors: It shall be the duties of the directors to:

a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

b. Appoint and remove, employ and discharge, and, except as otherwise provided in

these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

c. Supervise all officers, agents, employees and volunteers of the corporation to assure that their duties are performed properly;

d. Meet at such times and places as required by these Bylaws;

e. Register their addresses and other contact information with the Secretary of the corporation, and notices of meetings mailed or e-mailed to them at such addresses provided shall be valid notices thereof.

5.12. Annual Meeting: An annual meeting of the Board of Directors shall be held as soon as practicable following the annual membership meeting at which the Board of Directors is elected. Notice of this meeting must be provided to the members via the newsletter or in a special mailing or e-mail. The outcomes of the meeting must be reported to members in the newsletter, at a meeting or in a special mailing or e-mail.

5.13. Regular Meetings: The Board of Directors shall meet regularly as determined by resolution of the Board of Directors. Notice of regular meetings of the Board must be provided to the Directors and members. The Board of Directors may hold a meeting by telephone conference call as long as all attendees are able to hear one another during the call.

5.14. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the Bylaws. Notice to the members is not required.

5.15. Notice of Meetings: Written, printed, or electronically mailed notice of any special meeting of the Board of Directors shall be delivered to each director not less than three days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

5.16. Quorum: A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is not present during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time with notice to the Directors.

5.17. Decision by E-mail: At the discretion of the President, any decision required or permitted to be made at a meeting of the Board of Directors may be made without a meeting through a vote by e-mail. Such action may be taken by e-mail votes by the number of Directors whose votes would be necessary to take action at a meeting at which all Directors were present and voted. Such action may be taken only when the President decides that circumstances exist in which the harm of waiting until the next regular Board meeting for a vote outweighs the informality of an e-mail discussion and vote. The President, or Secretary acting on behalf of the President, must report the full results of the e-mail vote to the Board of Directors.

5.18. Majority Action as Board Action: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

5.19. Presumption of Assent: A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

5.20. Insurance for Corporate Agents: Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6

OFFICERS

6.01. Designation of Officers: The officers of the Corporation shall be a President, a Secretary, a Treasurer and such number of Vice Presidents as may be determined from time to time by the Board of Directors.

6.02. Powers and Duties of Officers: The officers so chosen shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties and powers incident to such office, respectively, and such other duties and powers as assigned to them.

6.03. The President shall:

(a) Supervise and control all of the business and affairs of the Corporation, subject to the control of the Board of Directors.

(b) Preside at all meetings of the members and of the Board of Directors.

(c) Execute, or make specific assignments to others to execute, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed.

(d) Report annually the annual plan developed by the Board of Directors via thenewsletter or other means approved by the Board of Directors.

(e) Report to the members before the end of the first quarter of each year how the corporation performed the previous year vs. its annual plan (i.e., membership, programs, meetings, support for members, and other activities). This may be reported as part of a

comprehensive annual report which also includes the financial report and annual plan for the upcoming year.

(f) Perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

6.04. The Vice President shall when the President is absent, is unable to act, or refuses to act, perform the duties of the President. When a Vice President acts in place of the President, the vice president shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform other duties as assigned by the President or Board of Directors.

6.05. The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositaries as provided in the Bylaws or as directed by the Board of Directors or President.

(d) Write checks and disburse funds to discharge obligations of the Corporation.

(e) Maintain the financial books and records of the Corporation.

(f) Prepare financial reports at least annually.

(g) Report the financial status (past year's financial performance and upcoming year's budget plan) of the corporation at least annually to the members via the newsletter or other means as approved by the President.

(h) Perform other duties as assigned by the president or by the Board of Directors.

(i) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.

(j) Perform the entire duties incident to the office of Treasurer.

6.06. The Secretary shall:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.

(c) Report the results of Board meetings to the members via the newsletter or other means as approved by the President.

(d) Maintain custody of the corporate records and of the seal of the Corporation.

(e) Affix the seal of the Corporation to all documents as authorized.

(f) Keep a register of the mail and e-mail addresses of each Director of the Corporation.

(g) Perform duties as assigned by the President or by the Board of Directors.

(h) Perform all duties incident to the office of Secretary.

ARTICLE 7

COMMITTEES

The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board.

ARTICLE 8

OFFICERS' AND DIRECTORS' SERVICES, CONFLICTING INTERESTS, AND INDEMNIFICATION

8.01. Services: No Director and, unless otherwise determined by the Board of Directors, no officer of the Corporation shall be required to devote his or her time or any particular portion of his or her time or render services or any particular services exclusively to the Corporation. Each and every Director and, unless otherwise determined by the Board of Directors, each and every officer of the Corporation shall be entirely free to engage, participate and invest in any and all such business, enterprises and activities, either similar or dissimilar to the business, enterprises and activities of the Corporation, without breach of duty to the Corporation in any event and under any circumstances and conditions.

Each and every Director and, unless otherwise determined by the Board of Directors, each and every officer of the Corporation shall, respectively, be entirely free to act for, serve and represent any other corporation or corporations, entity or entities, and any person or persons, in any capacity or capacities, and be or become a director or officer, or both, of any other corporation or corporations, entity or entities, irrespective of whether or not the business, purposes, enterprises and activities, or any of them, thereof be similar or dissimilar to purposes, enterprises and activities, or any of them, of the Corporation, without breach of duty to the Corporation and without accountability or liability of any character or description to the Corporation in any event or under any circumstances or conditions.

8.02. Directors' and Officers' Interests in Contracts: No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any firm or partnership of which one or more of its Directors or officers are members or employees or in which they are otherwise interested, or between the Corporation and any corporation or association or other entity in which one or more of the Corporation's Directors or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of or as a result of such connection with or holding an office or offices as a director or officer or as Directors or officers of the Corporation or such interest in or in connection with such other firm, partnership, corporation, association or other entity, notwithstanding the presence of such Director or Directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to any such contract or other transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board shall authorize, approve or ratify such contract or other transaction by a vote of majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be calculated in the majority necessary to carry such a vote, nor shall any Director or officer be responsible to, or liable to account to, the Corporation for any profits realized by or from or through any such contract or other transaction of the Corporation so authorized, ratified or approved, by reason of such interest or his or her being or having been a Director or officer or both of the Corporation. Nothing herein shall create responsibility or liability in or in connection with any such event or events or prevent the authorization, ratification or approval of such contracts or other transactions in any other manner permitted by law or by statute. This section shall be construed to invalidate any contract or other transaction which would otherwise be valid under the

common or statutory law applicable thereto.

8.03. Nonliability of Directors and Officers: The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation. To the fullest extent now or hereafter permitted by the Texas Non-Profit Corporation Act, each officer or Director shall in the discharge of any duty imposed or power conferred upon him or her by the Corporation, be fully protected if, in the exercise of ordinary care, he or she acted in good faith and in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors, or in reliance upon other records of the Corporation.

8.04. Limitation of Liability and Indemnification by Corporation of Directors, Officers, Employees and Agents:

(a) Right to Indemnification: Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis for such proceeding is alleged action in an official capacity as a director, officer, employee, agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent and in the manner authorized by the Texas Non-Profit Corporation Act ("Act") as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlements) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The rights to indemnification conferred in this Section shall be a contract right. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(b) Elimination of Certain Liability of Directors: A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, including any transaction from which the Director derived an improper personal benefit, (ii) for acts or omissions not in good faith or which involve intentional misconduct, gross negligence, reckless disregard of the duties involved in the conduct of his office or a knowing violation of law or (iii) under section 2.26 of the Act.

8.05. Procedures Relating to Indemnification Payments: Before the Corporation may pay any indemnification expenses, including attorney's fees, the Corporation shall

specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Corporation may make these determinations and decisions by a majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

8.06. Income Distributions Prohibited: No part of the income of the Corporation shall be distributed to the Directors or officers. The Corporation may pay compensation in a reasonable amount to the Directors and officers for services rendered.

8.07. Loans to Directors and Officers Prohibited: No loans shall be made by the Corporation to the Directors or officers. The Directors who vote for or assent to the making of a loan to a Director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

8.08. Delegation of Duties: Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the corporation; and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

ARTICLE 9

TRANSACTIONS OF THE CORPORATION

9.01. Contracts: The Board of Directors may authorize any Director or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

9.02. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or President of the Corporation. The signature or signatures of either the President or Treasurer may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Corporation as though the Treasurer or President had signed the same personally, and, in the event of death, disability, removal or resignation of either the President or Treasurer, as though and with the same force and effect as if such death, disability, removal or resignation had not occurred.

9.03. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositaries that the Board of Directors or President or Treasurer may select.

9.04. Gifts: 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

9.05. Prohibited Acts: As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director of the Corporation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
(b) Do any act with the intention of harming the Corporation or any of its operations.
(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
(d) Receive an improper personal benefit from the operation of the Corporation.
(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
(g) Use the name of the Corporation, or any substantially similar name, or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

ARTICLE 10

CORPORATE BOOKS, RECORDS, REPORTS AND SEAL

10.01. Required Books and Records: The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

(a) A copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
(b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
(c) Minutes of all meetings of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and proceedings thereof.
(d) A list of the names and addresses of the Directors, and committee members of the Corporation.
(e) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, losses and net worth of the Corporation at the end of the three most recent fiscal years.
(f) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
(g) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

10.02. Directors' Inspection and Copy Rights: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents

of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law. Any inspection under the provisions of this Article shall include the right to copy and make extracts.

ARTICLE 11

IRC 501(c) (3) TAX EXEMPTION PROVISIONS

11.01. Limitations on Activities: Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

11.02. Prohibition Against Private Inurement: No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

11.03. Distribution of Assets: Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

11.04. Other Exempt Activities: Notwithstanding any other provision of these Bylaws, no Director or officer of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501(c) (3) of the Internal Revenue Code of 1986 as it now reads or may hereafter be amended to read.

11.05. Power to Amend Charter: The Board of Directors of the Corporation may at any time, if it becomes necessary to comply with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, cause an amendment to the Articles of Incorporation of the Corporation to be filed with the secretary of state of the state of Texas, amending the Articles of Incorporation in order that they will comply with said section of the Internal Revenue Code of 1986 as said section now reads or may hereafter be amended to read.

ARTICLE 12

AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors by the affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board of Directors.

ARTICLE 13
MISCELLANEOUS
PROVISIONS

13.01. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

13.02. Legal Authorities Governing Construction of Bylaws: The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.03. Legal Construction: If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.04. Headings: The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.05. Gender: Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors of Greater Clear Lake Families Exploring Down Syndrome, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of 13 pages, as the Bylaws of this Corporation.

Dated: 7/16/07

Anne H. Bernay

Ellen Lachney

Alicia L Dague

REVISION OF BYLAWS

We, the undersigned, are the Directors of Greater Clear Lake Families Exploring Down Syndrome as of 4 June 2009, and we consent to, and hereby do adopt, the foregoing revised Bylaws, consisting of fourteen pages, as the Bylaws of this Corporation. The original Bylaws were revised by vote of the Board of Directors on 4 June 2009.

REVISED: 4 June 2009

_____ _____

Anne H. Bernay, President Date

_____ _____

Melissa Collins, Treasurer Date

_____ _____

Alicia Dague, Secretary Date

_____ _____

Joanie Garro, Director Date

_____ _____

Dr. Denise Chapman, Director Date

REVISION OF BYLAWS

We, the undersigned, are the Directors of Greater Clear Lake Families Exploring Down Syndrome as of 6 October 2011, and we consent to, and hereby do adopt, the foregoing revised Bylaws, consisting of fifteen pages, as the Bylaws of this Corporation. The original Bylaws were revised by vote of the Board of Directors on 6 October 2011.

REVISED: 6 October 2011

_____ _____

Vince Johnson, President Date

_____ _____

Kate Meisetschlaeger, Vice President Date

_____ _____

Blanka Bhrlik, Treasurer Date

_____ _____

Alicia Dague, Secretary Date

_____ _____

Jackie Ingram, Outreach Chair Date

_____ _____

Kileen McDonald, New Parent Chair Date

REVISION OF BYLAWS

We, the undersigned, are the Directors of Greater Clear Lake Families Exploring Down Syndrome, now Galveston – Houston Families Exploring Down Syndrome, as of 24 July 2014, and we consent to, and hereby do adopt, the foregoing revised Bylaws, consisting of sixteen pages, as the Bylaws of this Corporation. The original Bylaws were revised by vote of the Board of Directors on 24 July 2014.

REVISED: 24 July 2014

Kileen McDonald, President — Date: 7.24.14

Michelle Vara, Vice President — Date

Elizabeth Stevens, Secretary — Date: 7/24/14

Lisa Davis, Adult Program — Date: 7/24/2014

Amy Warren, Teen Program — Date: 7-24-14

Jennifer Anderson, Youth Program — Date: 7.24.14

Charlene Clark, Infant/Toddler Program — Date: 7-24-14

Tiffany Phillips, Family Socials — Date

Gerrie Bourque, Public Relations _____ Date _____

Kendre Phillips, Step Up Walk _____ Date _____

Vince Johnson, Education Grant _____ Date _____

Melody Hughes, New Parent _____ Date _____