

Amended Bylaws of William Glasser International, Inc.

(Effective April 25, 2015)

AMENDED BYLAWS OF WILLIAM GLASSER INTERNATIONAL, INC.

(Effective April 25, 2015)

1. PRINCIPAL OFFICE

The Board of Directors shall fix the location of the principal office of the corporation at any place within the State of Texas or any other location deemed advisable by the Board of Directors.

2. MEMBERSHIP

2.1 Voting Members

This corporation shall have no voting members.

2.2 Nonvoting Members

Persons or entities who embrace the specific purposes of this corporation and meet the requirements set by the Board of Directors may be designated “members” by the Board, but such persons or entities shall not be entitled to vote or to exercise any of the other rights of “Members” as that term is used in Chapter 22, *Sec. 22.001, et seq.* of the *Texas Business Organizations Code*.

3. BOARD OF DIRECTORS

3.1 Powers

Subject to limitations imposed by law, the Certificate of Formation or these Bylaws, the activities and affairs of this corporation shall be managed and conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 Number, Qualification and Term of Office

The number of directors shall be a minimum of eight (8) and a maximum of sixteen (16) directors at any one time, the number of which shall be left to the discretion of the Board. All directors shall serve for a term of three years and until a successor is elected and qualified, provided that the directors currently in office shall stagger their current terms so that there expires each year the terms of not less than five nor more than six directors.

Not more than 49% of the persons serving on the Board of Directors at any time may be (a) a person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, or (b) a brother, sister, ancestor, descendant, spouse, brother-in-law,

sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person; this sentence shall not affect the validity or enforceability of any transaction entered into by the corporation.

3.3 Election of Directors

Directors shall be elected by a majority of the directors present at a meeting duly held and at which a quorum is present.

3.4 Resignation

No director may resign if upon the effective date of such resignation the corporation would be left without a duly elected director or directors in charge of its affairs. Subject to the foregoing, any director may resign effective upon the delivery of written notice to the President or to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

3.5 Removal for Cause

A director may be removed from office, for cause, by a majority of the directors present at a meeting duly held and at which a quorum is present.

3.6 Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director. A director so elected or designated shall serve for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.7 Compensation and Reimbursement

Members of the Board of Directors shall serve without compensation for their services as directors. They shall be entitled to reimbursement for expenses pursuant to corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

3.8 Liability

Except as provided by law, no director shall be personally liable for any debt, liability or obligation of this corporation.

4. MEETINGS OF BOARD OF DIRECTORS

4.1 Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held on the first day of November in each year (or, if such day is a Saturday, Sunday or legal holiday, the next succeeding full

business day) at 10:00 a.m. at the principal office of the corporation, or at such date, time and place as may be fixed by the Board of Directors. In addition, the Board shall hold regular meetings at a time and place fixed by the Board.

4.2 **Special Meetings**

Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary or any two directors.

4.3 **Notice of Meetings**

Annual and regular meetings may be held without notice. Special meetings of the Board shall be held at least four days after delivery of notice of the meeting. A notice need not specify the purpose of any regular or special meeting of the Board. The notice shall state the place and time of the meeting.

4.4 **Waiver of Notice**

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.5 **Place**

Meetings of the Board shall be held at any place that has been designated by a resolution of the Board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

4.6 **Quorum**

A majority of the number of directors specified in Section 3.2 (Number, Qualification and Term of Office), but in no event fewer than two directors, shall constitute a quorum of the Board for the transaction of business. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as may otherwise be required by law.

4.7 **Participation in Meetings by Conference Telephone**

Members of the Board may participate in (and shall be deemed to be present at) a meeting through use of conference telephone or similar communications equipment or technology, including videoconferencing technology or the Internet, so long as: (a) each person entitled to participate in the meeting consents to the meeting being held by means of the system, and (b) the system provides access to the meeting in a manner or using a method by which each participating

in the meeting can communicate concurrently with all other participants.

4.8 **Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours.

4.9 **Action without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

5. **OFFICERS**

5.1 **Officers**

The officers of the corporation shall consist of a President and Secretary. The corporation may also have, at the discretion of the Board of Directors, a Chair of the Board of Directors, a Vice Chair of the Board of Directors, one or more Vice Presidents, one or more Alternate Secretaries or Financial Officers and such other officers as the Board of Directors may from time to time determine.

5.2 **Election**

The officers of this corporation shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. The appointments to each office shall be reviewed at least once each year. The Chair of the Board shall be elected by the Board from among its members. Other officers may, but need not, be members of the Board of Directors. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as the Chair of the Board or President.

5.3 **Resignation**

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights if any, of the corporation under any contract to which the officer is a party.

5.4 **Vacancies**

Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Board of Directors.

5.5 **Chair of the Board of Directors**

The Chair of the Board of Directors shall preside at all meetings of the

Board of Directors, shall be a member of all committees and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no President is elected, the Chair shall be the President. In the absence of the Chair of the Board of Directors, the Vice Chair of the Board of Directors, if there is one, shall fulfill the duties of the Chair.

5.6 **President**

The President shall report to the Board of Directors, shall be the chief executive officer and general manager of the corporation, and shall be responsible, subject to control and supervision by the Board of Directors, for the general supervision, direction and control of the business and affairs of the corporation. The President shall be a member of all committees (provided that the President shall not be a member of any committee that considers the President's compensation), shall appoint the chairs of standing committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no Chair of the Board of Directors or Vice Chair of the Board of Directors is elected, the President shall be the Chair.

5.7 **Vice Presidents**

In the absence or disability of the President, the Vice President, if any, shall perform all the duties of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If there is more than one Vice President, the Vice Presidents shall, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform duties of the President in his or her absence or disability.

5.8 **Secretary**

The Secretary shall keep or cause to be kept an accurate record of all meetings of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.

5.9 **Reimbursement**

Officers of the corporation shall be entitled to reimbursement for expenses in accordance with corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

5.10 **Liability**

Except as provided by law, no officer shall be personally liable for any debt, liability or obligation of this corporation.

6. **COMMITTEES**

6.1 **Appointment**

The Board of Directors may create and appoint an Executive Committee and committees for such special projects as the Board determines that the activities of this

corporation require. Each such committee shall consist of two or more directors, shall be presided over by a chair appointed by the President and shall serve at the pleasure of the Board. Any such committee must be created by resolution adopted by a majority of the number of directors then in office, provided a quorum is present. Appointments to committees shall be by a majority vote of the directors then in office. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

6.2 Duties and Powers

The Board of Directors may delegate to each committee by resolution such duties and powers as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that no committee of the Board may:

- 6.2(a) Fill vacancies on the Board of Directors or in a committee;
- 6.2(b) Fix compensation of directors for serving on the Board of Directors or on any committee;
- 6.2(c) Amend or repeal bylaws or adopt new bylaws;
- 6.2(d) Amend or repeal any resolution of the Board of Directors unless such resolution is by its express terms subject to amendment or repeal;
- 6.2(e) Appoint any other committees of the Board of Directors or the members of any committee of the Board of Directors;
- 6.2(f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- 6.2(g) Approve any transaction (1) in which the corporation is a party and one or more directors has a material financial interest; or (2) between the corporation and one or more directors or between the corporation or any person in which one or more of its directors has a material financial interest.

6.3 Advisory Committees

The Board may from time to time appoint such advisory committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any power of the Board.

6.4 Proceedings and Reports

The Board shall have power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall determine the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and

other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and the presiding member of each committee shall regularly report to the Board on action taken by that committee.

7. INDEMNIFICATION

7.1 Indemnification

This corporation may, to the maximum extent permitted by the Texas Business Organizations Code, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article 7, an “agent” of this corporation means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

7.2 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

7.3 Insurance

Except as provided by law, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this corporation would have the power to indemnify the agent against such liability.

8. RECORDS AND REPORTS

8.1 Corporate Records

The corporation shall keep at its principal office:

8.1(a) Adequate and correct books and records of account;

8.1(b) A copy of these Bylaws, as amended to date; and

8.1(c) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

8.2 Inspection

Every director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical

properties of the corporation. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9. MISCELLANEOUS

9.1 **Budget**

The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

9.2 **Fiscal Year**

The corporation's fiscal period for tax and financial accounting purposes shall be the calendar year unless another fiscal year is selected by the Board of Directors.

9.3 **Notices**

All notices or other communications required or permitted by these Bylaws, except as otherwise specified by law, shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the corporation. Notices and communications required and/or permitted by the Chapter 22 of the Texas Business Organizations Code and these Bylaws may be made by way of electronic mail or text so long as the recipient has expressly authorized such notifications and confirmed accurate and current electronic contact information on file with the corporation.

9.4 **Checks, Drafts, and Evidences of Indebtedness**

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

9.5 **Signing Contracts**

The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or officers, agent or agents, to enter into any contract or sign any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.6 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or by the President are each authorized to vote and to represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. This authority may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly signed by said officer.

9.7 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Texas Business Organizations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person. All references in these Bylaws to the Texas Business Organizations Code shall be deemed to be to such law as it may be amended and in effect from time to time. References to Articles and Sections are to Articles and Sections of these Bylaws unless the context clearly indicates otherwise.

10. AMENDMENT

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of the directors then in office.

[End of Bylaws.]

CERTIFICATE OF CORPORATE SECRETARY

The undersigned hereby certifies that she is the duly elected and acting Secretary of William Glasser International, Inc., and that the foregoing Bylaws constitute a true and correct copy of the Amended Bylaws of the corporation in effect on this date.

Effective the 25th of April, 2015.



Secretary