

**BYLAWS
OF
NATIONAL ASSOCIATION OF BUS CRASH FAMILIES**

ARTICLE I - OFFICES

- SECTION 1. **PRINCIPAL OFFICE.** The principal office of the corporation shall be in the City of Beaumont, County of Jefferson, State of Texas.
- SECTION 2. **OTHER OFFICES.** The corporation may also have offices at such other places within or without the State of Texas as the Board of Directors may from time to time determine or the activities of the corporation may require.
- SECTION 3. **REGISTERED OFFICE.** The registered office of the Corporation shall be established and maintained at 550 Fannin in Beaumont in the County of Jefferson, State of Texas 77701. The registered office may be changed from time to time as authorized by a resolution of the Board of Directors of the Corporation.

ARTICLE II - PURPOSES

The Corporation is organized and chartered exclusively for charitable, benevolent, civic, educational, religious and scientific purposes, as an organization that qualifies as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or replaced (the "Code"), and may carry any of the following activities as long as such activities are not inconsistent with the status of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code:

1. To advocate for safer bus travel for children and adults including improved crashworthiness standards laws and requirements for school buses and motorcoaches on a local, state and federal level.
2. To educate parents, children, the general public, churches, school district administrators, teachers and any other consumer of bus travel services regarding the dangers and risks of school bus and motorcoach travel under current standards, as well as educate regarding the safer technology available to make bus travel safer.
3. To facilitate parents and school administrators to work together to upgrade and implement safer bus travel practices including but not limited to providing buses equipped with lap/shoulder seat belts and discontinuing use of unsafe motorcoaches until safety improvements are made.
4. To coordinate the efforts of local groups, communities and families affected by the tragedy of a bus crash toward advocacy and education efforts of their

own. To this end, the Corporation shall have the power to grant “chapter” status to any such group acting in a manner consistent with the purposes of the Corporation. Chapter status shall be designated by consent of the Board of Directors.

5. To provide ministry and support for the needs of families and communities affected by the tragedy of a bus crash.
6. To solicit and receive contributions, fees, gifts, grants, contracts, devises, legacies, transfers, or bequests of real or personal property or both from individuals, institutions, public or private corporations, and to maintain, invest, use, sell and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, civic, scientific, religious or educational activities in order to aid and benefit programs and activities consistent with the purposes of the Corporation.
7. To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed or trust, assignment of income, or other security instrument in connection therewith.
8. To establish and operate non-profit or for profit business enterprise consistent with the purposes of the Corporation.
9. To do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and all regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 509(a)(1) and 170 (b)(1)(a)(vi) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

The Corporation is organized pursuant to the Texas Non-Profit Corporation Act, and does not contemplate pecuniary gain or profit to the members of the Corporation (if any) and is organized for non-profit purposes.

ARTICLE III - MEMBERS

SECTION 1. MEMBERSHIP. National Association of Bus Crash Families is not a membership corporation.

ARTICLE IV - DIRECTORS

- SECTION 1. **POWER AND AUTHORITY OF THE BOARD OF DIRECTORS.** Except as otherwise provided by law, all of the authority of the Corporation shall vest in and be exercised by the Board of Directors.
- SECTION 2. **NUMBER AND TERMS.** The number of directors shall be a number determined by the Board of Directors that is not less than three (3) or no more than twenty-five (25). The Board of Directors may establish such terms for directors as it may choose which terms shall not be less than one (1) year or more than three (3) years or until a successor is elected and shall qualify. These terms may be staggered so that only a portion of the Board of Directors is elected each year. All or such number of directors as shall be needed to fill expiring terms shall be elected by a majority vote of the then serving Board of Directors at the annual meeting and each director shall be elected to serve his or her designated term or until his successor shall be elected and shall qualify. Directors may be nominated by the then serving Board of Directors or by a special committee appointed by the Board of Directors for such purpose.
- SECTION 3. **RESIGNATIONS.** Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.
- SECTION 4. **VACANCIES.** If the office of any director, member of a committee, or other office becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his or her successor shall be duly chosen.
- SECTION 5. **REMOVAL.** Any Director or Directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of the Directors, at a special meeting of the Directors called for the purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the directors.
- SECTION 6. **COMPENSATION.** Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.
- SECTION 7. **CONFLICT OF INTEREST.** No Director shall vote on any matter in which, to his or her knowledge, the Director, the Director's immediate family or parent, or an organization in which the Director is serving as officer, trustee, partner, employee, or

independent contractor has a direct or indirect financial interest as defined by the policies of the Board of Directors. A Director shall disclose fully the nature of any potential conflict or interest. Failure to do so shall cause removal from the Board.

SECTION 8. REIMBURSEMENT. Directors may be reimbursed by the Corporation solely for out-of-pocket expenses incurred in the performance of their duties for the Corporation.

SECTION 9. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action oral or written consent thereto is given and is recorded for or signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

ARTICLE V - OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall consist of a president, a treasurer, and a secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a chairman, one or more vice-presidents and such assistant secretaries and assistant treasurers as it may deem proper. Officers of the corporation may also serve as directors of the corporation, however, none of the officers of the corporation except the Chairman of the Board need be directors. The officers shall be elected at first meeting of the Board of Directors and thereafter at each annual meeting of the Board of Directors. More than two (2) offices may be held by the same person, except the offices of president.

SECTION 2. PRESIDENT. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a Corporation. He or she shall preside at all meetings in the absence or non-election of the Chairman of the Board of Directors, and shall have general supervision, direction and control of the affairs of the Corporation. Except as the Board of Directors shall otherwise authorize the execution thereof in some manner, the President shall execute bonds, mortgages, and other contracts or instruments in behalf of the Corporation. The President will perform all other duties prescribed by the Board and all duties incident to the office of President.

SECTION 3. VICE-PRESIDENT. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 4. CHAIRMAN. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and shall have and perform such other duties from time to time may be assigned to him by the Board of Directors.

SECTION 5. TREASURER. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. The treasurer shall render to the president and Board of Directors at the regular meeting of the Board of Directors, or whenever they may request it, an account of all his transaction as treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he/she shall give the Corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board shall prescribe.

SECTION 6. SECRETARY. The secretary shall give, or cause to be given, notice of all meetings of the directors, and all other notices required by law or by these Bylaws, and in case of the secretary's absence, or refusal or neglect to do so, any such notice may be given by any person hereunto directed by the president, or by the directors upon whose requisition the meeting is called as provided by these Bylaws. The secretary shall record all the proceedings of the meetings of the Corporation and of the directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

ARTICLE VI - COMMITTEES

SECTION 1. The Board of Directors may establish permanent or "ad hoc" committees of the Board which are deemed appropriate to the conduct of the business of the corporation.

ARTICLES VII - EXECUTIVE DIRECTOR

SECTION 1. DAY-TO-DAY MANAGEMENT. The Board of Directors may appoint or hire an Executive Director to be primarily responsible for the day-to-day operations of the Corporation.

SECTION 2. RECORD KEEPING. The Executive Director shall be made primarily responsible for keeping current and accurate records for the operations of the Corporation.

SECTION 3. BOARD MEMBER. Unless elected as a member of the Board of Directors, the

Executive Director shall be an ex-officio member of the Board and shall attend meetings of the Board of Directors in an ex-officio capacity without voting rights. The Executive Director shall be an ex-officio member of all committees without voting rights.

SECTION 4. TERM. The Executive Director shall serve until he or she resigns or is removed by the President or a majority vote of the Board of Directors.

SECTION 5. EMPLOYEES. The Executive Director shall be solely responsible for hiring, firing and supervising of employees of the Corporation. The Executive Director may fill only positions approved by the Board of Directors.

SECTION 6. PERFORMANCE REVIEW. The Executive Director shall be subject to performance reviews by the Board of Directors at least every six (6) months in the first year of employment and at least once per year thereafter.

ARTICLE VIII - MEETINGS

SECTION 1. QUORUM. Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, the presence, in person or by proxy, of a majority of the directors of the Corporation entitled to vote at a meeting shall constitute a quorum at a meeting for the transaction of any business.

SECTION 2. ANNUAL MEETING. Annual meetings of the Board of Directors shall be held at such time and on such date during each fiscal year as may be fixed by the Board and stated in the notice of the meeting for the consideration of reports to be laid before such meetings; to review the annual audit, to elect members to the Board and to elect the officers of the Corporation and to transact such other business as may properly come before the meeting.

SECTION 3. REGULAR MEETINGS. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The Board of Directors, upon resolution, may provide the time and place for regular meetings of the Board, without special notice other than such resolution. Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, any and all business may be transacted at any regular meeting.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President of the Corporation or any three (3) directors. Special meetings shall be held in person at the date and time set by the President and shall be held at such times and places as may be specified in such call.

SECTION 5. NOTICE. Notice of any meeting of the Board of Directors (other than regular meetings when times and dates have been established by resolution of the Board of

Directors where no notice is required) shall be provided by mail, e-mail or facsimile transmission to each Director at the address, e-mail or telefacsimile telephone number indicated by the records of the Corporation at least three (3) business days and not more than fifteen (15) calendar days prior to such meeting, as well as a brief statement of the purpose for the meeting. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting.

SECTION 6. ACTION WITH MEETING. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting if prior to such action oral or written consent thereto is given and is recorded for or signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the secretary of the Corporation and inserted by the secretary of the Corporation in the permanent records relating to meetings of the Board.

SECTION 7. VOTING. Each member of the Board shall have one vote.

IX - CONDUCT OF THE BUSINESS OF THE CORPORATION

SECTION 1. FUNDRAISING. The Board of Directors shall be responsible for the solicitation and raising of funds to finance the operations of the Corporation.

SECTION 2. CONTRACTS. The Board of Directors may authorize any officer or agent of the Corporation in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 3. LOANS. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 4. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, and other depositories as the Board of Directors may elect.

SECTION 5. GIFTS AND LOANS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, devise, or loan for the general purpose of for any special purpose of the Corporation.

X - PROHIBITION OF DIVIDENDS

SECTION 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, as dividends or in any other manner, its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay

reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation which are not inconsistent with the maintenance of its status as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

XI - FISCAL YEAR

The fiscal year shall be calendar year beginning January 1 and ending December 31.

XII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and address of the persons entitled to vote. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time where such inspection does not infringe upon the rights of clients of the Corporation.

XIII - NOTICE AND WAIVER OF NOTICE

SECTION 1. NOTICE. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitle thereto at his address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing or by telefacsimile transmission to the telefacsimile telephone number as it appears on the records of the Corporation for such person and shall be deemed to have been given on the date of such telefacsimile transmission (as long as there is a confirmation of completion of such telefacsimile transmission to the recipient thereof from the telefacsimile machine of the Corporation in the files of the Corporation).

SECTION 2. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or person entitle to said notice, whether before or after the time stated therein, shall be deemed proper notice.

XIV - AMENDMENTS

SECTION 1. AMENDMENTS. These Bylaws may be altered and repealed and Bylaws may be

made at any annual meeting of the directors or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of the majority of the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting and quorum of the Board of Directors is present.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and Secretary of the National Association of Bus Crash Families, a nonprofit corporation, and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by written consent of the Board of Directors dated _____ day of _____, 2008.

DATED: _____ day of _____, 2008

Secretary of the Corporation