

**BYLAWS  
OF  
JOINT TE/GE COUNCIL**

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**BYLAWS  
OF  
JOINT TE/GE COUNCIL**

These Bylaws (the "*Bylaws*") govern the affairs of the Joint TE/GE Council, a nonprofit corporation (the "*Corporation*"), organized under the Texas Business Organizations Code (the "*TBOC*").

ARTICLE I

REGISTERED OFFICE

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 TBOC. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors of the Corporation (the "*Board of Directors*") in accordance with applicable law.

ARTICLE II

PURPOSES

The Corporation is organized exclusively for charitable, religious, scientific, literary and/or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and applicable regulations thereunder.

ARTICLE III

MEMBERS

The Corporation will have no members.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. General Powers. The Board of Directors shall have control and management of the affairs and funds of the Corporation and may exercise all such powers of the Corporation and do all such lawful acts that are not prohibited by law, the Certificate of Formation or the Bylaws. The Board of Directors shall name the persons or the officers (as appointed pursuant to Article V below (the "*Officers*")) who are empowered to issue checks for and on behalf of the Corporation. In addition to the authority conferred by other provisions of the Bylaws, the Board of Directors by majority vote may promulgate such rules, regulations, and orders as they deem appropriate to carry out the provisions of the Bylaws or any other laws applicable to the activities of the Corporation.

SECTION 2. Number and Designation of Directors. The initial number of members of the Board of Directors (the "*Directors*") shall be ten. Thereafter, the number of

Directors may be increased or decreased from time to time by resolution of the Board of Directors, but no decrease shall have the effect of decreasing the number of Directors below three.

SECTION 3. Election Term. The Directors of the Corporation shall be elected by the Great Lakes Area TE/GE Council, the Gulf Coast Area TE/GE Council, the Mid-Atlantic Pension Liaison Group, the Northeast Pension Liaison Group and the Pacific Coast Area TE/GE Council (collectively, the "*Regional Councils*" and each a "*Regional Council*"). Each Regional Council will elect two Directors of the Corporation. Each Director's term shall begin on the date designated by the Regional Council electing such Director and shall continue until such Director's successor has been elected and qualified, or until the Director's earlier death, resignation or removal. There shall be no limit to the number of terms, consecutive or otherwise, during which a person may serve as a Director.

SECTION 4. Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Removal. A Regional Council may remove the Director elected by such Regional Council from his or her position as a Director by giving notice to the President or Secretary of the Corporation, at any time, with or without cause, if in its judgment the best interests of the Corporation will be served thereby.

SECTION 6. Vacancies. A Regional Council may fill any vacancy in the position held by its elected Director on the Board of Directors that occurs for any reason.

SECTION 7. Annual Meetings of the Board of Directors. An Annual Meeting of the Board of Directors shall be held once a year, at such time and at such place, within or without the State of Texas, as may be fixed by the Board of Directors. Each Annual Meeting shall be held for the transaction of such business as may properly be brought before the Board of Directors.

SECTION 8. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the President for the transaction of such business as may properly be brought before the Board of Directors.

SECTION 9. Notice of Meetings of the Board of Directors. Notice of the time, date and place of each Annual Meeting of the Board of Directors shall be given at least three days in advance of the Annual Meeting, and notice of the time, date, and place of each special meeting of the Board of Directors shall be given at least one day in advance of the meeting. However, Annual Meetings and special meetings of the Board of Directors may be held without notice if those not present waive notice of the meeting in writing. Attendance of a Director at an Annual Meeting or special meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Notice of Annual Meetings and special meetings of the Board of Directors shall be given by

telegraphic or written notice served in person, mailed, or transmitted by facsimile, and notice shall be deemed given when sent.

SECTION 10. Quorum. The attendance in person of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 11. Proxies and Voting. Unless otherwise restricted by law, the Certificate of Formation or the Bylaws, any Director of the Corporation may vote in person or by proxy executed in writing by the Director. At all meetings of the Board of Directors where a quorum is present, all issues shall be resolved by a majority vote of the Directors present in person or represented by proxy, unless otherwise required by law, the Certificate of Formation, or the Bylaws.

SECTION 12. Actions of Directors by Written Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee designated by the Board of Directors may be taken without a meeting if the Directors or committee members consent in writing; the written consent is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or committee members, as the case may be, were present and voted; the written consent bears the date of the signature of each Director or committee member who signs the consent; and, if the written consent is signed by less than all of the Directors or committee members, the written consent is delivered to the Corporation within 60 days after the date of the earliest dated consent.

SECTION 13. Meetings by Conference Telephone. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 13 shall constitute presence in person at such meeting.

SECTION 14. Committees Generally.

(a) The Board of Directors may establish such committees as the Board of Directors, from time to time, deems desirable. Any committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. The committees shall report to the Board of Directors when required by the Board of Directors. The Board of Directors shall have the power and authority to dissolve any committee at any time.

(b) Each committee shall consist of two or more persons. The members of each committee shall be designated by the Board of Directors. The majority of members on committees that have the authority of the Board of Directors in the management of the Corporation shall be Directors, while the other members of such committees need not be Directors. Committee members on other committees may, but need not, be Directors. The Board of Directors shall have the power at any time to change the membership of any committee,

to fill vacancies in any committee, and to remove any member of any committee whenever, in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby.

(c) Unless otherwise provided in the Bylaws or by resolution of the Board of Directors, a quorum of a committee shall consist of a majority of the members of the committee present in person, and the act of a majority of those present in person at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise provided by the Bylaws or a resolution of the Board of Directors, each committee shall fix its own rules of procedure and its own rules regarding notice for meetings, and shall meet at such times and at such places as may be provided by such rules or the Bylaws or a resolution of such committee or of the Board of Directors.

SECTION 15. Compensation. No Director, as such, shall be paid any compensation.

## ARTICLE V

### OFFICERS

SECTION 1. Officers and Agents. A President and a Secretary of the Corporation shall be appointed by the Board of Directors in the manner set forth below. Each year, the Board of Directors shall appoint the Director elected by the Regional Council which is responsible for planning the next Joint TE/GE Council annual conference as President of the Corporation. Each year, the Board of Directors shall appoint the Director elected by the Regional Council which is responsible for planning the Joint TE/GE Council annual conference for the year following the next annual conference as Secretary of the Corporation. The Board of Directors may also appoint one or more Vice Presidents, a Treasurer, and such other Officers, agents, and employees as the Board of Directors deems proper. Any two or more offices may be held by the same person, except the offices of President and Secretary may not be held by the same person. No Officer, except the President and Secretary, need be a Director of the Corporation.

SECTION 2. Term of Office. Officers shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors, or at any other time. The term of office of each Officer shall begin on the date designated by the Board of Directors when electing such Officer and continue until the first Annual Meeting of the Board of Directors after such Officer's term began and until such Officer's successor is elected and qualified; but any Officer or agent elected or appointed by the Board of Directors may resign or may be removed, with or without cause, at any time by the Board of Directors.

SECTION 3. Vacancies. If the office of the President or Secretary becomes vacant for any reason, the Board of Directors shall elect a person to fill the vacancy. If the office of any other Officer becomes vacant, the Board of Directors may fill the vacancy as the Board of Directors deems proper.

SECTION 4. Powers and Duties. The Officers, agents, and employees of the Corporation shall each have such powers and duties in the management of the property and the affairs of the Corporation, subject to the control of the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as the Board of Directors may prescribe from time to time.

## ARTICLE VI

### CONFLICT

No Officer or member of the Board of Directors shall enter into any contract with the Corporation in which the interest of such individual and that of the Corporation may conflict, unless such contract is approved in accordance with the conflict of interest policy adopted by the Corporation. No Officer of the Corporation shall draw any salary or receive any compensation from the Corporation by reason of services rendered as an Officer of the Corporation; provided, however, that an Officer may be paid fair and reasonable compensation by the Corporation for performing other services for the Corporation.

## ARTICLE VII

### NOTICES

SECTION 1. Giving of Notice. Any notice required or permitted by the Bylaws to be given to a Director, Officer or member of a committee of the Corporation may be given personally, by telephone, by facsimile transmission, or by mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his address as it appears on the records of the Corporation, with postage prepaid. Notice given in any other manner shall be deemed to be delivered upon receipt by the addressee. A person may change his address by giving written notice to the Secretary of the Corporation.

SECTION 2. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

SECTION 3. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify any person (an "*indemnified person*") who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a



director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director or officer under the TBOC or any amendment or successor statute, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC or any amendment or successor statute, as the same exists or may hereafter be amended.

If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the TBOC; however, the burden of proving such defense shall be on the Corporation. It shall neither be a defense to the action nor create a presumption that such indemnification or advancement is not permissible if the Corporation (including the Board of Directors or any committee thereof, or special legal counsel) does not make a determination prior to the commencement of such action that indemnification of the claimant, or advancement of costs of defense to the claimant, is permissible in the circumstances or if the Corporation (including the Board of Directors or any committee thereof, or special legal counsel) does make a determination that such indemnification or advancement is not permissible.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of indemnification to any person pursuant to this Article VIII shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article VIII in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding. Any repeal of or amendment to this Article VIII shall be prospective only and shall not adversely affect any indemnification of an indemnified person for any period of service prior to the time of such repeal or amendment.

## ARTICLE IX

### GENERAL PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

SECTION 2. Seal. The corporate seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. Such seal, if any, may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

SECTION 3. 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.

SECTION 4. 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.

SECTION 5. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

SECTION 6. Gender. Whenever 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.

SECTION 7. No Influence of Legislation or Political Activity. No Director, Officer, or committee member shall, on behalf of the Corporation, attempt to influence legislation by propaganda or otherwise, or participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

SECTION 8. Facsimile Signatures. A telegram, telex, cablegram, or similar transmission by a Director or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director shall be regarded as signed by such Director for purposes hereof.

## ARTICLE X

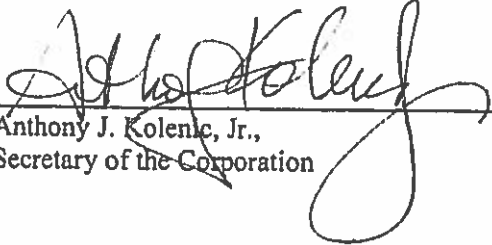
### AMENDMENTS

These Bylaws may be altered, changed, added to, or amended at any regular or special meeting of the Board of Directors, provided that five days' notice shall have been given of the intention to so alter. Said alterations, changes, additions or amendments shall be passed upon by the vote of a majority of the Board of Directors, present and eligible to vote at any meeting called for that purpose.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Joint TE/GE Council (the "*Corporation*") and that the foregoing Bylaws constitute the Bylaws of the Corporation. The Bylaws were duly adopted by the Board of Directors on Nov. 1, 2012.

DATED: Nov. 1, 2012

  
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Anthony J. Kolenic, Jr.,  
Secretary of the Corporation