

**BYLAWS
OF THE
GRUVER FARM SCHOLARSHIP FOUNDATION
A TEXAS NON-PROFIT CORPORATION**

SECTION 1: DEFINITIONS

The capitalized terms used in these Bylaws shall have the following meanings:

- 1.1. **BYLAWS.** The term "Bylaws" means these bylaws.
- 1.2. **CORPORATION.** The term "Corporation" means the Gruver Farm Scholarship Foundation, a Texas non-profit corporation.
- 1.3. **DIRECTOR.** The term "Director" means an officer of the Corporation.
- 1.4. **OFFICER.** The term "Officer" means an officer of the Corporation.
- 1.5. **PRESIDENT.** The term "President" means the president of the Corporation.
- 1.6. **VICE PRESIDENT.** The term "Vice President" means the vice president of the corporation.
- 1.7. **SECRETARY.** The term "Secretary" means the secretary of the Corporation.
- 1.8. **TREASURER.** The term "Treasurer" means the treasurer of the Corporation.

SECTION 2: NAME OF THE CORPORATION

- 2.1 **Name.** The name of this Corporation is the Gruver Farm Scholarship Foundation. The activities of the Corporation may not be conducted under any other name or assumed name.

SECTION 3: PURPOSES OF THE CORPORATION

3.1 **Purposes.** The purpose or purposes for which the Corporation is organized shall be for literary, religious, charitable, scientific, and educational purposes and for the purpose of the prevention of cruelty to children or animals, and the powers herein granted shall be limited in their application as authorized by Section 501(c)(3) under the Internal Revenue Code now existing or as it may be amended:

- (a) To support and promote literary, religious, charitable, scientific, and educational programs, and programs to prevent cruelty to children or animals.
- (b) To receive and administer funds, to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal or mixed, to sell, convey, and dispose of any property and to invest and reinvest the proceeds, and to deal with and expend the income from its assets, without limitations as to amounts or values, except whatever limitations as may be imposed by law, all for literary, religious, charitable, scientific, and educational purposes and for the purpose of the prevention for cruelty to children or animals, all for the public welfare.
- (c) To exercise any, all and every power for which a non-profit corporation organized under the provisions of the corporation laws of Texas for literary , religious, charitable, scientific, and educational purposes and for the purpose of the prevention for cruelty to children or animals all for the public welfare, can be authorized to exercise, but not any other power.

In furtherance of its purposes, the Corporation has all the general powers enumerated in Section 22.051 of the Texas Business Organizations Code (or successor statute.)

SECTION 4: NON-PROFIT CORPORATION

- A. **Dividends.** This Corporation is not organized for profit or personal gain, and there shall never be any dividend declared or paid from the profits; and no part of the income of the Corporation shall be disbursed to Directors or Officers.
- B. **Use of Funds.** All funds, income, and contributions paid into this Corporation shall be used only for the purposed stated in Section 3. No Director or Officer of the Corporation or any member of a family of any of them shall be eligible for any benefit, nor shall such ever receive any funds from the Corporation, nor any monetary return from the operation of the Corporation, except for necessary expenses and services actually rendered as provided in Sections 7.11, 8.9 and 10.8 below.

SECTION 5: OFFICES

- 5.1 **Principal Office.** The Corporation will have its principal office in the City of Gruver, Texas. The Corporation may have other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- 5.2 **Registered Office and Registered Agent.** The Corporation must have end continuously maintain in the State of Texas a registered office and registered office, as required by the Texas Business Organizations Code. The Corporation may have registered office identical with principal office of the Corporation in the State of Texas. The Board of Directors may change the address of the registered office and the registered agent from time to time.

SECTION 6: MEMBERSHIP

6.1 **No Members.** The Corporation shall have no members

SECTION 7: BOARD OF DIRECTORS

7.1 **General Powers.** The Board of Directors will manage and control the affairs of the Corporation.

7.2 **Duties of Directors.** The Board of Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, the Directors shall act in good faith and take actions they reasonably believe would be opposed to the corporation's best interest or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

7.3 **Number.** The Board of directors shall consist of five (5) members. The number of directors may be increased or decreased (but not less than three) from time to time by resolution adopted by a majority of the whole Board of Directors.

7.4 **Term.** The Directors will serve three (3) year terms, with no limit on the number of terms a Director may serve. A Director may be removed before his or her term expires by a vote of the Directors.

7.5 **Removal of Directors.** Removal shall be by a majority vote of the directors, whenever their judgment indicates that removal would serve the best interests of the Corporation.

7.6 **Vacancies.** If a directorship becomes vacant for any reason, the remaining Directors may, by majority vote of the remaining Directors even if less than a quorum, elect a person to fill the vacant directorship.

7.7 **Annual Meetings.** An annual meeting of the Board of Directors must be held each year on the 1st Monday of _____ at _____ o'clock p.m., local time, at the principal office of the Corporation, or at any other date during the month of _____, time, and place as the Board of Directors may have previously determined. The Board of Directors may hold its annual meeting without any notice of any kind other than this Bylaw or the resolution establishing a different date, time or place for the meeting. At each annual meeting, the Board of Directors must: (1) elect the persons to fill expiring directorships, (2) elect officers, and (3) determine and appoint members to all standing committees. At each annual meeting, the Board of directors may also transact any other business that may come before the Board at meeting.

7.8 **Other Meetings.**

(A) **Regular Meetings.** The Board of directors may hold regular meetings at the places, dates, and times and determined from time to time by the Board of Directors. The Board of Directors may hold its regular meetings without any notice of any kind other than the resolution establishing the place, date, and time for the meetings. At any regular meeting, the Board of Directors may transact any business that may come before the Board of Directors.

(B) **Special Meetings.** The President may call a special meeting of the Board of Directors. Additionally, the Secretary must call a special meeting of the Board of Directors upon the written request of any director. The person call the special meeting must give notice of the special meeting to each of the directors at least three (3) days before the date of the meeting. Notice may be given by any reasonable means of communication. Except as

otherwise provided by law, the Certificate of Formation, or these Bylaws, the notice of a special meeting need not state the business to be transacted at or the purpose of the special meeting. At any special meeting, the Board of Directors may transact any business that may come before the Board at the meeting.

(C) **Waiver.** A Director may waive notice of a meeting of the Board of Directors in writing either before or after the meeting. A director, who attends any meeting, by attending the meeting, waives notice of the meeting unless the Director attends the meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully convened.

- 7.9 **Quorum.** Two-thirds (2/3) of the director will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 7.10 **Actions of Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law of the Bylaws. A Director who is present at a meeting and abstains from voting is considered to be present and voting for the purpose of determining the decision of the Board of Directors.
- 7.11 **Proxies.** A Director may vote by proxy. A proxy shall be executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law. Directors present by proxy may not be counted toward a quorum.
- 7.12 **Compensation.** Directors may not receive any stated salaries for their services, but the Board may, by resolution, allow a fixed sum as a compensation for the actual time spent by Directors in traveling to and from Director's meetings as well as actual time spent at the meeting site for those meetings. The Board may also, by resolution, allow a fixed sum for expenses incurred to attend the regular or special meetings of the Board. In the event it is necessary for a Director to travel to the site of qualified charitable organization, the Board may, by resolution, allow a fixed sum as compensation for the Director's actual time spent in travel and at the site as well as a fixed sum for expenses incurred in the travel and at the site. A Director may also serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the expenses and services performed and shall be reasonable in amount.
- 7.13 **Informal Action By Directors.** The Board of Directors may take any action required or permitted at a meeting of Directors without a meeting if a consent in writing to the action taken is signed by all of the Directors.
- 7.14 **Meeting By Telephone.** The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

SECTION 8: OFFICERS

- 8.1 **Officers.** The officers of the Corporation will consist of a President, a Vice President, a Secretary, a Treasurer, and any other officer that the Board of Directors may feel appropriate. Except as otherwise expressly provided in these Bylaws, officers will have the authority and perform the duties prescribed, from time to time, by the Board of Directors. A person may hold any two or more offices, except the person holding the office of Secretary may not also hold the office of President. Only persons who are Directors are eligible to hold the office of President. Any person may hold the Corporation's other offices.
- 8.2 **Designation and Term of Office.** The Board of Directors must elect officers at its annual meeting. Each officer will hold office until his successor has been elected.
- 8.3 **Removal.** Any officer may be removed by the Board of Directors whenever their judgment indicates that removal would serve the best interests of the Corporation. Removal may not prejudice the contract rights, if any, of the officer removed.
- 8.4 **Vacancies.** The Board of Directors must elect a person to fill any vacancy in an office caused by removal, death, resignation, disqualification or otherwise for the unexpired portion of the term.
- 8.5 **President.** The President will preside, when present, at all meetings of the Board of Directors. In the absence of the President, any Director designated by the President will preside; or, if the President fails to make a designation, a Director chosen by the Board of Directors will preside. The president is the chief executive and operational officer of the Corporation. As such, the President may:
- (a) Supervise and control all of the business and affairs of the Corporation; and
 - (b) Execute any deeds, mortgages, bonds, contracts, or other instruments as the Board of Directors has authorized, except instruments the execution of which the Board of Directors may have expressly delegated to another officer or agent of the Corporation.
- 8.6 **Vice President.** In the absence of the President, or in the event of the President's inability or refusal to act, a Vice President designated by the Board of Directors shall perform the duties of the President, and when so acting shall have the powers of and be subject to all the restrictions upon the President. In the absence of a designation by the Board of Directors of a Vice President to perform the duties of the President, the Vice President who is senior in terms of time as a Vice President of the Corporation shall so act. A Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- 8.7 **Secretary.** The Secretary may:
- (a) keep the minutes of the meetings of the Board of Directors and all committees having any of the authority of the Board of Directors in one or more books provided for that purpose;
 - (b) give notices of Board of Directors meetings and all notices required by these Bylaws or by law;
 - (c) keep custody of the corporate records;
 - (d) keep a register of the post-office address of each Director, officer, and employee of the Corporation; and

(e) in general, perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to him by the President.

8.8 **Treasurer.** The Treasurer may:

- (a) keep custody of all funds, securities, evidences of indebtedness, and other valuable documents of the Corporation;
- (b) receive and give, or cause to be given, receipts and acquaintances for monies paid to the Corporation;
- (c) pay out of funds on hand all just debts of the Corporation upon their maturity;
- (d) enter, or cause to be entered, in books of the Corporation to be kept for that purpose, full and accurate accounts of all monies received by or paid out by the Corporation, and, whenever required by the President, render a statement of his accounts;
- (e) keep or cause to be kept all other books necessary to show a true record of the expenses, losses, gains, assets, and liabilities of the Corporation;
- (f) perform all of the other duties incidental to the office of Treasurer; and
- (g) whenever required by the Board of Directors, give the Corporation a bond for the faithful discharge of his duties in the amount and with the surety that the Board of Directors prescribes.

8.9 **Compensation.** The officers of the Corporation will receive whatever reasonable compensation the Board of Directors may determine. The Board of Directors may also employ whatever other agents the Board of Directors deems necessary or proper. Agents and the officers of the Corporation may be employed on whatever terms and for whatever periods the Board of Directors deems necessary or proper.

SECTION 9: EXECUTIVE COMMITTEE

9.1 **Designation.** The Board of Directors may, by resolution adopted by a majority of the whole Board, designate an executive committee.

9.2 **Number; Qualification; Term.** The executive committee shall consist of two or more persons, a majority of whom are Directors and one of whom shall be the President. The executive committee shall serve at the direction of the Board of Directors.

9.3 **Authority.** The executive committee, to the extent provided in that resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation. However, the executive committee shall not have the authority of the Board in reference to:

- (a) Amending the articles of incorporation;
- (b) Approving a plan of merger or consolidation;
- (c) Recommending the sale, lease or exchange of all or substantially all of the property and assets of the Corporation other than in the usual and regular course of its business;

- (d) Recommending a voluntary dissolution of the Corporation or a revocation thereof;
 - (e) Amending, altering or repealing these Bylaws or adopting a new Bylaws;
 - (f) Filling vacancies in or removing members of the Board of Directors or of any committee appointed by the Board of Directors;
 - (g) Fixing the compensation of any member of a committee; or
 - (h) Altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be so amendable or repealable.
- 9.4 **Change in Number.** The number of executive committee members may be increased or decreased (but not lower than two) from time to time by resolution adopted by a majority of the whole Board of Directors.
- 9.5 **Removal.** Any member of the executive committee may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board, whenever in its judgment the best interests of the Corporation will be served thereby.
- 9.6 **Vacancies.** A vacancy occurring in the executive committee (by death, resignation, removal or otherwise) may be filled by the Board of Directors in the manner provided for original designation in Section 9.1.
- 9.7 **Meetings.** Time, place and notice (if any) of executive committee meetings shall be determined by the executive committee.
- 9.8 **Quorum; Majority Vote.** At meetings of the executive committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the executive committee, except as otherwise specifically provided by statute or by the articles of incorporation or by these Bylaws. If a quorum is not present at a meeting of the executive committee, the members present thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.
- 9.9 **Compensation.** Compensation for executive committee members may be provided in accordance with Section 10.8.
- 9.10 **Procedure.** The executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the executive committee shall be placed in the minute book of the Corporation.
- 9.11 **Action Without Meetings.** Any action required or permitted to be taken at a meeting of the executive committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the executive committee. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.
- 9.12 **Responsibility.** The designation of an executive committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

SECTION 10: COMMITTEES

10.1 **Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, consisting of two or more persons, and appointing or removing members of a committee. A committee may include or consist of persons who are not Directors. However, if the Board of Directors delegates any of its authority to a committee, the majority of the committee must consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it does not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee may have the authority of the Board of Directors to:

- (a) amend the Certificate of Formation;
- (b) adopt a plan of merger or a plan of consolidation with another corporation;
- (c) authorize the sale, lease, exchange, or mortgage of all substantially all of the property and assets of the Corporation;
- (d) authorize the voluntary dissolution of the Corporation;
- (e) revoke proceedings for the voluntary dissolution of the Corporation;
- (f) adopt a plan for the distribution of the assets of the Corporation;
- (g) amend, alter, or repeal the Bylaws;
- (h) elect, appoint, or remove a member of a committee or a Director or officer of the Corporation;
- (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 11.5 below; or
- (j) take any action outside the scope of authority delegated to it by the Board of Directors.

10.2 **Term of Office.** Each member of a committee shall continue to serve on the committee until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

10.3 **Chair and Vice-Chair.** One member of each committee shall be designated as the chair of the committee, and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

10.4 Notice of Meetings.

(A) **Regular Meetings.** Each committee may hold regular meetings at the places, dates, and times determined from time to time by the committee. Each committee may hold its regular meetings without any notice of any kind other than the resolution establishing the place, date, and time for the meetings. At any regular meeting, each committee may transact any business that may come before it.

(B) **Special Meetings.** The chair of each committee may call a special meeting of the committee. When the chair calls a special meeting, the chair must give notice of the special meeting to each of the committee members at least three (3) days before the date of the meeting. Notice may be given by any reasonable means of communication. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the notice of a special meeting need not state the business to be transacted at or the purpose of the special meeting. At any special meeting, each committee may transact any business that may come before it at the meeting.

(C) **Waiver.** A committee member may waive notice of a meeting of the committee in writing either before or after the meeting. A committee member who attends any committee meeting, by attending the meeting, waives notice of the meeting unless the committee member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

10.5 **Quorum.** Two-thirds (2/3) of the number of members of a committee shall constitute a quorum for the transaction of a business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members 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 committee members required to constitute a quorum. If no quorum is even present during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

10.6 **Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from voting is considered to be present and voting for the purpose of determining the act of the committee.

10.7 **Proxies.** A committee member may vote by proxy. A proxy shall be executed in writing by the committee member. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law. Committee members present by proxy may not be counted toward a quorum.

10.8 **Compensation.** Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum as compensation for the actual time spent by committee members traveling to and from committee meetings as well as actual time spent at the meeting site for those meetings. The Board may also, by resolution, allow a fixed sum for expenses incurred to attend the meetings of the committee. In the event it is necessary for a committee member to travel to the site of a qualified charitable organization, the Board may, by resolution, allow a fixed sum as compensation for the committee member's actual time spent in travel and at the site as well as a fixed sum for expenses incurred in the travel and at the site. A committee member may serve the Corporation in any other capacity and

receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the expenses and services performed and shall be reasonable in amount.

- 10.9 **Rules.** Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

SECTION 11: TRANSACTIONS OF THE CORPORATION

- 11.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Delegated authority may be general or confined to specific instances.
- 11.2 **Checks and Drafts.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the officer or officers, agent or agents of the Corporation and in the manner determined from time to time by resolution of the Board of Directors. In the absence of a determination by the Board, the Treasurer or an Assistant Treasurer may sign instruments when they are countersigned by a member of the Board of Directors.
- 11.3 **Deposits.** All funds of the Corporation must be deposited from time to time to the credit of the Corporation in the banks, trust companies or other depositories selected by the Board.
- 11.4 **Gifts.** The Board 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 Certificate of Formation, state law, or any requirements for maintaining the Corporation's federal and state tax status.
- 11.5 **Potential Conflicts of Interest.** The Corporation shall not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Certificate of Formation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.
- 11.6 **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member 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 activities or any 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 activities or any 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 activities or any business;
- (h) disclose any of the Corporation practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

SECTION 12: BOOKS AND RECORDS

12.1 **Required Books and Records.** The Corporation must keep correct and complete book and records of account. The Corporation's books and records include:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the certificate of formation, and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agents;
- (b) a copy of the Bylaws, and any amended versions or amendments to the Bylaws;
- (c) minutes of the proceedings of the Board of Directors, and committees having any off the authority of the Board of Directors;
- (d) a list of the names and addresses of the Directors, officers, and any committee members of the Corporation;
- (e) a financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the four most recent fiscal years;
- (f) a financial statement showing the income and expenses of the Corporation for the four most recent fiscal years;
- (g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- (h) the Corporation's federal, state, and local information or income tax returns for each of the Corporation's four most recent tax years.

12.2 **Inspection and Copying.** Any Director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her

attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at any reasonable time.

SECTION 13: FISCAL YEAR

- 13.1 **Fiscal Year.** The fiscal year of the Corporation will begin on the first day of January and end of the last day of December of each year.

SECTION 14: AMENDMENT OF BYLAWS

- 14.1 **Amendments.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of two-thirds of the full Board of Directors at any regular or special meeting, but only if notice of the proposed action is given to each Director at least five days before the meeting.

SECTION 15: INDEMNIFICATION

- 15.1 **Indemnification of Directors and Officers.** The Directors, officers, former Directors, former officers, and their heirs and legal representatives ("Indemnities") may not be held liable or responsible for, and the Corporation must indemnify and hold harmless Indemnities from and against, any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought, irrespective of the legal theory upon which founded, in which an Indemnity is involved by reason of being or having been a Director or officer or acting or having acted as a Director, officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation. This indemnification is in addition to any other rights to which Indemnity may be entitled as a matter of law. This indemnification is intended to indemnify the Indemnities to the fullest extent permitted by Texas law.
- 15.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any Indemnity against any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit, or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought irrespective of the legal theory upon which founded, in which an Indemnity is involved by reason of being or having been a Director or officer of the Corporation or acting or having acted as a Director, officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the Corporation without regard to whether or not the Indemnity would be entitled to indemnification under Section 15.1 or otherwise.

SECTION 16: DISSOLUTION

- 16.1 **Dissolution of the Corporation.** The Board of Directors may, by resolution adopted by a majority of the whole Board, dissolve the Corporation.
- 16.2 **Distribution of Assets.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated and duly qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent code), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for whatever

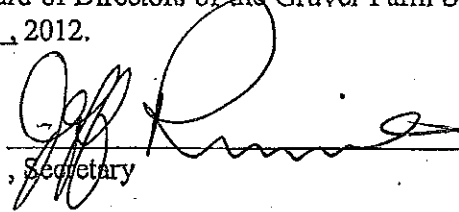
purposes or to whatever organization or organizations as said Court shall determine, which are organized and operated exclusively and duly qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent code).

SECTION 17: MISCELLANEOUS

- 17.1 **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.
- 17.2 **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.
- 17.3 **Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 17.4 **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.
- 17.5 **Seal.** The Board of Directors may provide for a corporate seal.
- 17.6 **Power of Attorney.** A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.
- 17.7 **Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE

I, the Secretary of the Gruver Farm Scholarship Foundation, hereby certify that the foregoing is a true and correct copy of the Bylaws adopted by the Board of Directors of the Gruver Farm Scholarship Foundation in organizational minutes dated March 26, 2012.



Secretary