BYLAWS OF
COPPELL HISTORICAL SOCIETY
A TEXAS NON-PROFIT CORPORATION

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ARTICLE I.

OFFICES

1.01 Principal Place of Business. The principal place of business of the Corporation shall be in the City of Coppell, State of Texas.

1.02 Other Offices. The Corporation may also have offices at other places in or out of the State of Texas as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

ARTICLE II

MEMBERS

2.01 Qualification. A person or entity shall qualify annually as a Member upon payment of the annual dues for each year as set by the Board of Directors in its sole discretion. Dues shall be paid for a calendar year and shall not be prorated.

2.02 Place of Meetings. Meetings of the Members may be held at such time and place, within or without the State of Texas, as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

2.03 Annual Meetings. Annual meetings of Members, commencing with the year of 1990, shall be held on the first Monday in June in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following, at 10:00 a.m. at which they shall elect, by a plurality vote a Board of Directors and transact such other business as may properly be brought before the meeting.

2.04 Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Chairman of the Board or the President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of Members constituting at least ten percent (10%) of the Members of the Corporation. Such request shall state the purpose or purposes of the proposed
meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice of the meeting.

2.05 Notice.

A. Notices of meetings shall be in writing and signed by the President, a Vice President, the Secretary, an Assistant Secretary, or by such other person or persons as the Board of Directors shall designate. Such notice shall state the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. A copy of such notice shall be either delivered personally or shall be mailed, postage prepaid, to each Member of record entitled to vote at such meeting not less than ten (10) days (twenty (20) days in the case of any meeting, whether annual or special, called to act upon a plan of merger or consolidation) nor more than sixty (60) days before such meeting. Personal delivery of any such notice to any officer of a Corporation or association, or to any member of a partnership shall constitute delivery of such notice to such association or partnership.

B. Any notice required to be given to any Member under any provision of the Texas Business Corporation Act, as amended, the Texas Non-Profit Corporation Act, as amended, the Articles of Incorporation, or these Bylaws, need not be given to the Member if notice of two (2) consecutive annual meetings, and all notice of meetings held during the period between those meetings, if any, have been mailed to that Member, addressed at his or her address as shown on the records of the Corporation, and have been returned undeliverable. Any action or meeting taken or held without notice to such a Member shall have the same force and effect as if the notice had been duly given and if the action taken by the Corporation is reflected in any document filed with the Secretary of State of Texas, such document may state that notice was duly given to all persons to whom notice was required to be given. If such Member delivers to the Corporation written notice setting forth his or her then current address, the requirement that notice be given to that person shall be reinstated.

2.06 Quorum; Withdrawal of Quorum. Ten percent (10%) of the Members qualified and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meetings at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.
The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.07 Majority Vote. When a quorum is present or represented at any meeting, the vote of a majority Members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provisions of the statutes or of the Articles of Incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.08 Voting List. The officer or agent having charge of the membership roster of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during the usual business hours. Such list shall also be produced and kept open at the time and place of the meeting during the whole time of the meeting, and shall be subject to the inspection of any Member who may be present. However, failure to comply with this provision will not invalidate any meeting.

2.09 Number of Votes. Each shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

2.10 Proxies. At any meeting of the Members, any Member may be represented and vote by a proxy appointed by an instrument in writing. Such proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting. In the event that any such written instrument shall designate two or more persons to act as proxies, a majority of such persons present at the meeting (or, if only one shall be present, then that one) shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated, unless the instrument shall otherwise provide. No such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable before it has been voted unless the proxy form conspicuously states that the proxy is irrevocable. A revocable proxy shall be deemed to have been revoked if the Secretary of the Corporation shall have received at or before the meeting, instructions of revocation or a proxy bearing a later date, which instructions or proxy shall have been duly executed and dated in writing by the shareholder.

2.11 Method of Voting; Action Without Meeting. Whenever the vote of Members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provision of the statutes or of the Articles of Incorporation, the meeting and vote of Members may be dispensed with if all the Members who
would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken. At all corporate meetings, the manner of voting shall be by ballot, by voice vote, or by a showing of hands, at the discretion of the Chairman of the meeting.

ARTICLE III.

TRUSTEES

3.01 Management. The business and affairs of the Corporation shall be managed by the Board of Directors, who may exercise such powers of the Corporation and do all such lawful acts and take such lawful actions as are directed or required to be exercised or done by the Corporation.

3.02 Number and Qualifications. The Board of Directors shall consist of not less than three (3), nor more than fifteen (15) directors. The initial Board of Directors shall consist of nine (9) directors.

3.03 Election. The directors shall be elected at the annual meeting of the Board of Directors, except as provided in Bylaws 3.05 and 3.06. Each director elected shall hold office until his or her successor shall be elected and qualified. Directors shall be elected by majority vote.

3.04 Change in Number. The number of directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election at an annual meeting or at a special meeting of the Corporation called for that purpose.

3.05 Removal. Any director may be removed, either with or without cause, at any special or annual meeting of the Corporation, by the affirmative vote of a majority of the directors present, in person or by proxy, having voting power at such meeting, if notice of intention to act upon such matter shall have been given in the notice calling such meeting or in the waiver of such notice. If the notice calling such meeting or the waiver of notice of such meeting, shall so provide, the vacancy caused by such removal may be filled at such meeting by an affirmative vote of a majority of the directors present, in person or by proxy, having voting power to elect a director to fill the vacancy. Failure to elect a director to fill the unexpired term of the director so removed shall be deemed to create a vacancy on the Board of Directors.

- 4 -
3.06 **Vacancies.** Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) must be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor's office.

3.07 **Place of Meetings.** Meetings of the Board of Directors shall be held at the date, time and place, in or out of the State of Texas, as the Board of Directors may determine.

3.08 **Annual Meetings.** An annual meeting of the Board of Directors shall be held each year on the third Wednesday in July of each year, if not a legal holiday, and if the day selected is a legal holiday, then the meeting shall be held on the next business day following. At the meeting, the directors shall elect directors, officers, and transact such other business as may properly be brought before the meeting. If the annual meeting is not held on such date, the election of directors and officers may be held at any meeting of the directors thereafter called pursuant to these Bylaws.

3.09 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the board.

3.10 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the president or by any two (2) directors. Notice of the meeting shall be given to each director at least three (3) days before such meeting. The purpose of such meeting need not be specified in the notice or waiver of notice of such meeting unless otherwise required by statute, the Articles of Incorporation, or these Bylaws.

3.11 **Notice.** Written or printed notice stating the day, hour, place, and in the case of a special meeting, the purpose or purposes of the meeting for which the meeting is called shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the person calling the meeting, to each director.

3.12 **Majority Vote.** The vote of the holders of a majority of the directors, present, in person or by proxy, shall decide any question brought before such meeting. If a statute, the Articles of Incorporation or these Bylaws expressly require a higher vote, the higher vote shall govern.

3.13 **Quorum.** A majority of the number of elected directors fixed by these Bylaws shall constitute a quorum for the transaction of business; however, a director present by proxy may not be counted toward a quorum. Except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board
of Directors. If a quorum is not present at a meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum is present.

3.14 Compensation. Upon resolution by the Board of Directors, the directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors. They may also be paid a fixed sum for attendance at each Directors meeting, or a stated salary as director, upon a resolution by the Board of Directors.

3.15 Minutes. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

3.16 Action Without Meeting. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors or any committee, may be taken if a consent, in writing, setting forth the action, is signed by all the directors or committee members entitled to vote with respect to the subject matter thereof. This consent shall have the same force and effect as a unanimous vote of the Board of Directors or the committee members. The consent may be more than one counterpart, so long as each director or committee member signs one of the counterparts. The signed consent, or a signed copy, shall be placed in the minute book.

3.17 Telephone and Similar Meetings. Directors and committee members may participate in and hold a meeting by means of conference telephone, or similar communications equipment. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IV.

EXECUTIVE COMMITTEE

4.01 Designation. By resolution of a majority of the whole board, the Board of Directors may designate an executive committee.

4.02 Number, Qualification and Term. The executive committee shall consist of one (1) or more directors. The president shall be a member of the executive committee. The executive committee shall serve at the pleasure of the Board of Directors.

4.03 Authority. To the extent provided in a resolution adopted by a majority of the whole board, the executive committee 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. The executive committee shall not have the authority to:

(A) amend the Articles of Incorporation;

(B) approve a plan of merger or consolidation;

(C) recommend to the Corporation the sale, lease or exchange of all or substantially all of the assets of the Corporation;

(D) recommend to the Corporation the voluntary dissolution, or revocation of a voluntary dissolution, of the Corporation;

(E) amend, alter or repeal these Bylaws, or adopt new Bylaws;

(F) fill vacancies in, or remove members of, the Board of Directors;

(G) fill vacancies in, or remove any members of, a committee appointed by the Board of Directors;

(H) elect or remove officers;

(I) elect or remove members of any committee;

(J) fix the compensation of the members of any committee;

(K) alter or repeal any resolution of the Board of Directors which provides that it shall not be amendable or repealable.

4.04 Change in Number. By resolution adopted by a majority of the whole Board of Directors, the number of members of the executive committee may be increased or decreased.

4.05 Removal. A member of the executive committee may be removed by the vote of the majority of the whole Board of Directors, whenever, in their judgment, the best interests of the Corporation would be served by such removal.

4.06 Vacancies. A vacancy occurring because of death, resignation, removal or any other reason may be filled in the manner provided for original designation in Bylaw 4.01.

4.07 Meetings. Time, place and notice (if any) of executive committee meetings shall be determined by the executive committee.
4.08 Quorum; Majority Vote. A majority of the number of executive committee members designated by the Board of Directors shall constitute a quorum for the transaction of business. Except as specifically provided by statute, the Articles of Incorporation, or these Bylaws, the act of a majority of the executive committee members present at any meeting at which a quorum is present shall be the act of the executive committee. If a quorum is not present at a meeting, the members present may adjourn the meeting, from time to time, without notice, other than an announcement at the meeting, until a quorum is present.

4.09 Compensation. Upon resolution by the Board of Directors, the executive committee members may be paid their expenses, if any, for attendance at each meeting of the executive committee. They may also be paid a fixed sum for attendance at each executive committee meeting, or a stated salary as executive committee member, upon a resolution by the Board of Directors.

4.10 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.

4.11 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 of the board, of any responsibility imposed on it, or him or her, by law.

ARTICLE V.

NOTICES

5.01 Method. Whenever notice is required to be given (by statute, the Articles of Incorporation, these Bylaws or otherwise) to a director or executive committee member and no provision specifies how notice is to be given, such notice shall be written or printed, and may be given:

(A) in person;

(B) by mail, postage prepaid, addressed to the director or executive committee member at the address appearing on the books of the Corporation (any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail); or

(C) in any other method permitted by law.

5.02 Waiver. Whenever notice is required to be given (by statute, the Articles of Incorporation or these Bylaws) to a executive committee member or director, a waiver thereof, in writing, signed by the person, or persons, entitled to such
notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person 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. The waiver of notice shall state the date, time and place of such meeting, and if required by statute, the Articles of Incorporation, or these Bylaws, it shall also state the business to be transacted at such meeting.

ARTICLE VI.
OFFICERS AND AGENTS

6.01 Number.

(A) The Corporation shall have:

(1) a president, vice president, secretary and a treasurer, and

(2) such other officers (including a chairman of the board and additional vice presidents), assistant officers and agents as the Board of Directors deems necessary.

(B) Officers and agents of the Corporation do not need to be directors of the Corporation, nor residents of the State of Texas.

(C) Any two (2) offices may be held by the same person.

6.02 Election. Officers named in Bylaw 6.01(A)(1) shall be elected by the Board of Directors on the expiration of an officer's term, or whenever a vacancy exists. Officers named in Bylaw 6.01(A)(2) may be elected by the Board at any meeting.

6.03 Term. Unless otherwise specified at the time of election appointment or in an employment contract approved by the Board, each officer's and agent's term shall end at the annual meeting of the Board of Directors. Each officer and agent shall serve until the end of his or her term, or his or her death, resignation or removal.

6.04 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a vote of a majority of the whole board whenever the board determines that the best interests of the Corporation would be served by such removal. The contract rights of a removed person shall not be prejudiced by such a removal. Election or appointment of an officer or agent shall not, of itself, create contract rights.
6.05 Vacancies. Any vacancy occurring in any office (by death, resignation, removal, increase in the number of officers of the Corporation or otherwise) shall be filled by the Board of Directors. The officer or agent filling the vacancy shall hold office until his or her successor is elected.

6.06 Authority. Officers and agents shall have the authority and perform duties in managing the Corporation as provided in these Bylaws, or as determined by resolution of the Board of Directors.

6.07 Compensation. The Board of Directors shall fix the compensation of the officers and agents of the Corporation.

6.08 President. The president shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and the Board of Directors. The President shall have general and active management of the business and affairs of the Corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall perform such other duties and have such other authority and power as the Board of Directors may prescribe. The President may call special meetings of the directors.

6.09 Vice President. Unless the Board of Directors determines otherwise, the vice presidents, in the order of their seniority, shall perform the duties, and shall have the authority and exercise the powers of the president whenever the president is absent or disabled. They shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe, or as the president may delegate.

6.10 Secretary.

(A) The Secretary shall attend all meetings of the Corporation and of the Board of Directors. The Secretary shall also keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings at such meetings, and shall perform a like duty for all committees appointed by the Board of Directors, when required.

(B) The Secretary shall give, or cause to be given, notice of all meetings of the Corporation and the Board of Directors.

(C) The Secretary shall keep the Corporation's seal in safe custody. When authorized by the Board of Directors or the executive committee, he shall affix the seal to any instrument requiring it. When affixed, it shall be attested by the signature of the secretary, or by the treasurer or assistant secretary.
(D) The Secretary shall be under the supervision of the president. He shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe, or as the president may delegate.

6.11 Assistant Secretary. Unless the Board of Directors determines otherwise, the assistant secretaries, in the order of their seniority, shall perform the duties, and shall have the authority and exercise the powers of the secretary whenever the secretary is absent or disabled. They shall perform such other duties and have such other powers as the Board of Directors prescribes, or the president may delegate.

6.12 Treasurer.

(A) The Treasurer shall have custody of the corporate funds and securities. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation. The Treasurer shall deposit all funds and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors.

(B) The Treasurer shall disburse funds of the Corporation as ordered by the Board of Directors and shall prepare financial statements as they direct.

(C) If the Board of Directors requires, he shall give the Corporation a bond (in such form, sum and with such surety or sureties, as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind, in his or her possession or under his or her control belonging to the Corporation.

(D) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe, or as the president may delegate.

6.13 Assistant Treasurer. Unless otherwise determined by the Board of Directors, the assistant treasurers, in the order of their seniority, shall perform the duties and have the authority and exercise the powers of the treasurer whenever the treasurer is absent or disabled.

ARTICLE VII.

GENERAL PROVISIONS

7.01 Books and Records. The Corporation shall keep correct and complete books and records of account. It shall keep minutes of the proceedings of its Board of Directors and committees. The
Board of Directors shall maintain current, true, and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting principles. All records, books, and annual reports of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after closing of such fiscal year.

7.02 Annual Statement. The Board of Directors shall prepare, or cause to be prepared, a full and clear statement of the financial activity of the Corporation, including a statement of support, revenue and expenses and changes in fund balances, a statement of financial expenses, and balance sheets, for all funds for the last fiscal year and for the prior fiscal year, all prepared in conformity with accounting standards as promulgated by the American Institute of Certified Public Accountants.

7.03 Checks and Notes. Checks, demands for money, and notes of the Corporation shall be signed by an officer, or officers, or other person or persons, designated from time to time by the Board of Directors. Unless it is otherwise required by statute or directed by the Board of Directors, such instruments may be signed by any two (2) of the officers of the Corporation. All deeds, mortgages, and other written contracts and agreements to which the Corporation shall become a party, may, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the president. The Board of Directors may, at any time, designate officers, or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign any of such instruments.

7.04 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

7.05 Resignation. A director, committee member, officer or agent may resign by giving written notice to the president or the secretary. The resignation shall take effect at the time specified in it, or immediately, if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.

7.06 Amendment of Bylaws.

(A) These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the directors present at such meeting, if notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

(B) These Bylaws may also be altered, amended or repealed at any meeting of the Corporation at which a quorum is present or represented, by the affirmative vote of a majority of
the directors present or represented at the meeting and entitled to vote thereat, if notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

7.07 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

(A) the remainder of these Bylaws shall be considered valid and operative; and

(B) effect shall be given to the intent manifested by the portion held invalid or inoperative.

7.08 Headings. The headings are for organization, convenience, and clarity. In interpreting these Bylaws, the headings shall be subordinated in importance to the other written material.

__________________, Secretary

__________________, President

- 13 -