

**THIRD AMENDMENT TO
BRAZIL-TEXAS CHAMBER OF COMMERCE BRATECC - BYLAWS**


BRAZIL-TEXAS CHAMBER OF COMMERCE ("BRATECC") is a non-profit corporation organized under the Texas Non-Profit Corporation Act ("Act") governed by these by-laws ("By-Laws") and applicable law. The principal office of BRATECC shall be located at such place as may be designated by the Board of Directors.

BRATECC's purpose shall include all lawful purposes as permitted under the Act, and shall include the promotion and advancement of commercial trade and investment between the Federative Republic of Brazil and the United States of America, by way of conferences, seminars, meetings, missions, publications, educational and social activities, provision of technical advice to public and private entities and other means of support to the membership.

**Article 1
MEMBERSHIP**

Section 1.01. Membership Eligibility. BRATECC offers the following Membership categories:

- (a) **BUSINESS, CORPORATION OR ORGANIZATIONAL MEMBERSHIP:** The business, corporation, or organization membership shall be available to businesses, corporations, or organizations expressing an interest in increasing business relationships between the Federative Republic of Brazil and the United States of America, promoting increased knowledge among business organizations, other citizens and groups, contributing to close and mutually productive international relations and fostering such other objectives as appropriate to a chamber of commerce. The business, corporation, or organization will only be allowed to designate one person to vote and hold elective office pursuant to these By-laws. The Board of Directors might elect different types of sub-categories and benefits to the business, corporation, or organization members.
- (b) **HONORARY MEMBERSHIP:** Honorary membership may be conferred by a majority vote of the Board of Directors to any person whose ability and moral character is deemed worthy of such distinction, and who will be entitled to the full privileges of membership in BRATECC, including the right to participate in the Board of Directors meetings, but who shall not have the right to vote.
- (c) **INSTITUTIONAL MEMBERSHIP:** Institutional membership may, at the Board of Director's discretion, be available to non-profit or governmental associations expressing an interest in BRATECC. Only one member of the affiliated non-profit or governmental association will be entitled to the full privileges of membership in BRATECC, including the right to participate in the Board of Directors meetings, but who shall not have the right to vote.
- (d) **PROFESSIONAL MEMBERSHIP:** Professional membership shall be available to individuals expressing an interest in BRATECC. Professional members are entitled to the full privileges of membership in BRATECC.



- (e) **ACADEMIC MEMBERSHIP.** Academic membership shall be available to students who are attending college, undergraduate or postgraduate course and have an interest in BRATECC. Academic members will be entitled to the full privileges of membership in BRATECC, except the right to vote, or serve as directors of BRATECC. The Board of Directors might elect different types of sub-categories and benefits to the Academic Membership.

Section 1.02. Admission. Membership applications shall be submitted to BRATECC and approved by the Supervisory Board. Approved applicants shall become BRATECC Members upon payment of required dues. Membership is continuous until terminated as provided herein. Membership shall be available to all businesses, organizations or individuals seeking membership, and shall not be determined on the basis of race, creed, sex or other protected affiliation.

Section 1.03. Dues, Rights and Benefits. Annual dues, rights and benefits associated with each Membership category and sub-category shall be determined and reviewed from time to time, by the Board of Directors upon recommendation from the Supervisory Board, to suit BRATECC needs. All dues are due on each member's anniversary date and are nonrefundable. Members shall have the right to participate in all BRATECC events, receive BRATECC's communication, and be apprised of all actions taken by the Board of Directors of BRATECC.

Section 1.04. Institutional, Honorary Memberships. The Institutional and Honorary Memberships are non-paying BRATECC memberships to specific organizations or individuals, designated for a term of one (1) year to expire unless renewed by the Board of Directors at the Annual Membership Meeting. A two-thirds (2/3) majority by the voting Board of Directors shall be required for any one awarded institutional and/or honorary memberships.

Section 1.05. Withdrawal. Any Member may withdraw from BRATECC on a date specified in a written notice to BRATECC. Upon the date so specified, such Member shall cease to be a BRATECC Member and all his/her or its rights and obligations concerning BRATECC, except such obligations as shall have accrued prior to said date, shall terminate and remaining membership balance be forfeited.

Section 1.06. Suspension and Termination of Membership. Membership in BRATECC may be suspended or terminated (i) for nonpayment of membership dues, or any other financial obligations with BRATECC; or (ii) for any activity or behavior which the Board of Directors, at its discretion (after affording the Member a hearing, when Member presents request in writing, in a timely fashion), may deem by a two-thirds (2/3) majority, to conflict with BRATECC's best interests, its mission, vision or ethics principles. Upon the adoption of such resolution, all rights and obligations of such Member concerning BRATECC, except such obligations as shall have accrued prior to such suspension or termination, shall terminate. In case of suspension, the suspended Member's rights and obligations concerning BRATECC shall automatically be reinstated to such Member at the expiration of the suspension period specified in that resolution.

Section 1.07. Transfer of Membership. Membership in BRATECC is non-transferable, except in cases of corporate merger or acquisition, or as otherwise determined by the Board of Directors. The Board may use its discretion to temporarily grant a membership extension of six months to employee(s) of Member companies whose employment contract with that company becomes terminated if and when that individual's continued participation interests the objectives of BRATECC.



Section 1.08. Voting Rights. Except as provided in Section 1.01 above, all members in good standing and with annuities paid shall be entitled to one (1) vote on each matter submitted to the vote of the Members. Unless otherwise noted in these By-Laws, a majority consists of a number of votes counting at least fifty percent (50%) of all voting Members present **plus one vote.**

Article 2 **MEMBERS MEETINGS**

Section 2.01. Annual Meetings. BRATECC's Annual Membership Meeting shall be held during the fourth quarter of each year at a time and place to be determined by the Board of Directors for purposes such as electing directors, voting on changes to these By-laws, review of annual results, budgets and goals and/or for the transaction of such other business as may properly come before the meeting.

Section 2.02. Special Meetings. Special Membership meetings may be held at such time and place as may be designated in the notice thereof, whenever called in writing by the President or the Board of Directors.

Section 2.03. Notice of Meetings. Notice of any meeting may be provided in writing by any of the following means: e-mail and/or newsletter, at least five days prior to the date of the meeting to each Member at the address appearing in BRATECC's records, provided that notice of any meeting need not be given to any Member if waived by such Member before such meeting in writing or by electronic mail.

Section 2.04. Quorum. Meetings holding thirty percent (30%) in person, virtually, by proxy or by electronic mail of all the membership votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at a Membership Meeting, a majority of the Members present may determine a sufficient quorum exists.

Section 2.05. Proxies. At any Membership Meeting, a Member entitled to vote may vote by proxy executed in writing or via electronic mail, by the Members or by his/her duly authorized attorney.

Section 2.06. Voting by Electronic Mail. Where directors or Officers are to be elected by Members or any option(s) of Membership awarded, such election may be conducted by electronic mail, in such manner, as the Board of Directors shall determine.

Article 3 **BOARD OF DIRECTORS**

Section 3.01. Powers. BRATECC activities, affairs and property shall be managed, directed and controlled and its powers exercised by the Board of Directors, except as otherwise provided by statute or by these Bylaws.

Section 3.02. Classes of Directors. The Board of Directors shall be divided into four (4) classifications: (a) elected Directors (voting); (b) *ex officio* Board of Directors, including Honorary and Institutional Members, and appointed members aligned with BRATECC's vision and mission, and elected members (non-voting); (c) Advisory Board members (non-voting); and (d) appointed Honorary President (non-voting).

. Unless otherwise noted elsewhere in these Bylaws, each elected Director of the Board shall cast one vote..



Section 3.03. Selection of elected Directors. The elected Directors shall be comprised of up to forty-one (41) voting members. Directors shall be residents of the United States of America or Brazil and be active BRATECC members in good standing and with current membership dues paid in full.

3.03.1 Elected Members of the Board. The President and Directors shall be elected for a term of two (2) years at the Annual Membership meeting in accordance with the procedures in Article 6 herein. President and Directors may also be elected at a Special Board Meeting for a prorated term until the election at the next Annual Membership meeting.. Up to fifty per cent (50%) of the elected Directors shall stand for election every other year such that the terms of the entire Board are staggered in this manner.

3.03.2 Appointed Members of the Board. Appointed members shall be proposed by a Board Member and approved by majority of the Supervisory Board.

Section 3.04. Advisory Board. The Advisory Board shall consist of an unspecified number of members in good standing. Advisory Board members may be invited to Regular and Special Board meetings and participate in all debate, but may not introduce or second motions nor vote on any agenda items.

3.04.01 Advisory Board Selection. Members of the Advisory Board shall be appointed by the Supervisory Board and approved by the majority of the Board of the Directors in a Regular Board Meeting.

3.04.02 Duties of the Advisory Board. The duty of the Advisory Board shall be to give counsel and guidance to the Board of Directors and Officers regarding operations, management and development of BRATECC.

Section 3.05. Vacancies. Any vacancy occurring on the Board of Directors or any seat thereon to be filled by reason of an increase in the number of members thereof, shall be filled by the Board of Directors. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.06. Annual Board of Directors Meetings. The annual meeting of the Board of Directors shall be held according to this By-law prior to the annual meeting of members.

Section 3.07. Regular and Special Board of Directors Meetings. Regular Board Meetings shall generally be held quarterly at a time and place selected by its Board Members. Recommendation for agenda items may be proposed in writing by members or Board Members to the Secretary two (2) days prior to any meeting for inclusion in the agenda for that meeting. Special meetings of the Board of Directors shall be held whenever called by the President or any two of the Directors, at such time and place as shall be specified in the call for such meeting.

Section 3.08. Notice. Notice of the time and place of each meeting of the Board of Directors shall be mailed or electronically mailed to each Director, addressed to the corresponding address as filed with the Secretary or at his/her usual place of business, at least five (5) days before the meeting. The call for and notice of any special meeting shall state the purposes thereof. Notice of any meeting need not be given to any Director, however, if waived by him in writing by conventional or electronic mail before such meeting or if he shall be present at the meeting. No notice need be given of any meeting of the Board of Directors at which all the Directors shall be present.



Section 3.09. Quorum. No less than one-third (1/3) of the voting Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than one-third (1/3) of voting Directors are present at any meeting, a majority of the Directors present may determine a quorum exists. After the third attempt to convene such meeting fails to generate the necessary consensus to determine a quorum and only in such cases, may the majority of the Directors request a vote via electronic mail on items in the agenda.

Section 3.10. Contractors and Employees. The Board of Directors may authorize the Supervisory Board to contract external professional services such as an Executive Director to support BRATECC initiatives and complement Member's support. The Supervisory Board shall approve a complete scope of work or job description, as well as the corresponding budget demonstrating its funding revenue, prior to determining feasibility of said contract, or the compensation packages, or salaries, benefits or wages of any and all BRATECC employees.

Section 3.11. Board Decisions. 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, unless a greater number is required by these Bylaws.

Section 3.12. Compensation. Directors shall not receive any salaries for their services, unless when by resolution of the Board of Directors, a fixed sum and expenses if any, is allowed for attendance at any special meeting of the Board. Nothing herein contained shall be construed to preclude and prevent any Director from serving BRATECC in any other capacity and receiving compensation thereof.


Section 3.13 Removal of Board Members. Any Board of Director may be removed according to the provisions below: (i) by the vote of two-thirds (2/3) of the voting members of the Board of Directors at a special meeting called for that purpose; (ii) by unexcused absence from three meetings of the Board of Directors during a calendar year; (iii) by cause; and (iv) by resignation. At any such meeting, any vacancy caused by removal shall be filled.

Article 4 **OFFICERS**

Section 4.01. Officers. BRATECC Officers shall be the President & CEO, the Secretary, the Treasurer, Legal Advisor and such other officers as may be elected or appointed in accordance with the provisions of this By-laws. The officers of BRATECC shall collectively be known as the Supervisory Board. The Board of Directors may appoint such other officers, including one or more assistant Secretaries and Treasurers, as well as Committee Chairs, as it shall deem desirable, such officers to have the authority and perform the duties as prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, in which case that individual shall cast only one vote.

Section 4.02. Election and Term of Office. BRATECC Officers shall be elected with no term limits, to two-year terms by the Board of Directors at the regular Membership Meeting, in accordance with procedures in Article 6 herein. Each Officer shall hold office until his/her successor has been duly elected, except in cases as described in Section 4.03.

Section 4.03. Removal Any Officer elected or appointed by the Board of Directors may be removed by the Board, whenever it determines by secret ballot on a vote counting at least two-thirds (2/3), that BRATECC's best interests would best be served by said removal, which shall be without prejudice to contract rights if any, of Officer so removed.



Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unfilled portion of the term, it being understood that in the event that the President is unable to fulfill his/her term of office, the Executive Committee will immediately reconvene and nominate an Acting-President to serve until that term is finished. The Board of Directors shall review such nomination prior to approval.

Section 4.05. Powers and Duties. Officers shall have such powers and shall perform such duties as may be specified in resolutions or other directives of the Board of Directors.

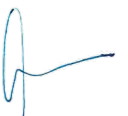
Section 4.06. President & CEO. The President & CEO is the chief executive officer of BRATECC and an ex officio member of the Board of Directors. He/she will maintain the executive office of the organization including all day-to-day general business and operations of the BRATECC including staff operations and management. He/she shall provide advice/services for individual Board of Directors members in the interest of serving the membership as a whole.

The President & CEO shall ensure the implementation of standardized administrative procedures designed to provide continuity in the operation of BRATECC affairs; he/she shall review proposed revisions in the articles of incorporation and By-laws of BRATECC and make recommendations thereon; he/she shall assist the members of the Board of Directors in the interpretation and implementation of the By-laws and standard administrative procedures so prepared. He/she shall develop an appropriate and favorable image for BRATECC and make known the objectives and accomplishments of the organization.

Section 4.07. Secretary. The Secretary shall be the custodian of all records of BRATECC, except the financial records, shall attend the meetings of BRATECC and shall make a record of said proceedings, ensure the accuracy of meeting minutes and shall perform such other duties as provided for in these Bylaws or as delegated by the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall act as a safeguard over the funds and any other tangible assets of BRATECC, and shall make recommendations to the Board of Directors on assessments, changes in the amount of dues and membership fees and other activity as seems necessary to assure the financial well-being of BRATECC. He/she shall approve one or more banks, trust companies, or other federally insured depositories for the deposit of funds of BRATECC, and at least once each year conduct or cause to be conducted an audit of BRATECC's records in accordance with generally accepted accounting procedures. The Treasurer shall formulate and recommend the financial policy of BRATECC. The Treasurer or his/her agents who may be temporarily designated by the Treasurer upon approval by resolution of the Board of Directors, shall collect all membership dues, fees, and assessments and shall receive all moneys donated or otherwise given to BRATECC. He/she shall have charge and custody of and give receipt for moneys due and payable to BRATECC from any source whatsoever and deposit all such moneys in the name of BRATECC in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws. He/she, in general, shall perform all the financial duties incident to the office of Treasurer, and his/her agent or agents shall give a bond for the faithful discharge of his/her duties, the expense of which shall be borne by BRATECC. He/she shall perform other duties from time to time as outlined in Article VIII, Section 2 of these By-laws or as may be assigned by the Board of Directors.

Section 4.09. Legal Advisor. The Legal Advisor shall have the duty to render pro-bono legal assistance and counsel to the Board and BRATECC and to perform such other duties as provided for in these By-laws or as delegated by the Board of Directors.



Section 4.10. Meetings. The Supervisory Board meets monthly at a location determined by the President, to analyze and evaluate actions from the Executive Direction and the different Committees, as well as the planning of BRATECC activities, as determined by the Board of Directors and relevant instructions issued by the President.

Article 5 **COMMITTEES**

Section 5.01. Nomination. Committees may be proposed by the President for approval by the Board of Directors as necessary from time to time to aid in carrying out the affairs of BRATECC and its strategies and execution of mission and vision.

Section 5.02. Committee Reports. Written or electronic reports of major activities of each committee shall be given to the Supervisory Board, or upon request of the Board of Directors. Such reports may contain recommendations, reports of progress, or for information purposes only. The committee's chair shall maintain complete records of committee activities.

Section 5.03. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the members of BRATECC and until his/her successor is appointed, unless the committee shall be sooner terminated, extended, withdrawn, or unless such member shall cease to qualify as a member thereof.

Section 5.04. Chair. Each committee shall have a chair or co-chairs, who shall be appointed by the Supervisory Board of Directors and shall be a member.

Section 5.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting of which a quorum is present shall be the act of the committee. In the case of committee consisting of a single member, his/her decision will suffice.

Section 5.07. Rules. Members of each committee shall be appointed by their respective Chair. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

Article 6 **DIRECTORS AND OFFICERS NOMINATION, ELECTION AND QUALIFICATION**

Section 6.01. Nomination of Directors and Officers. BRATECC's Executive Director shall electronically mail to all Members, at least thirty (30) calendar days prior to the date of the annual membership meeting, a notice in the form of Appendix A attached hereto and made a part hereof, in which nominations for President and Directors are requested from the Membership. The Executive Director must receive any and all such nominations from the Membership at least seven (7) calendar days upon receipt of the notice through electronic mail. All candidates must be members in good standing, with annuities paid and committed to BRATECC's vision and mission.



The Supervisory Board shall discuss or constitute a Committee to discuss all nominations properly submitted as aforesaid and prepare the Slate of Directors and Officers as promptly as practical following the aforesaid deadline and shall submit the Slate of President, Directors and Officers to the Board at least fifteen (15) calendar days prior to the date of the annual meeting of the members. The Slate of Directors and Officers shall be included by BRATECC's Executive Director in all notices and proxies prepared and delivered in connection with the election during the annual membership meeting. After receiving the Slate, the members shall have ten (10) calendar days to provide their vote electronically. The election result will be presented and approved during the Annual Membership meeting.

The Supervisory Board or formed Committee shall use the following criteria in selecting Directors for the Slate:

1. Degree of commitment to BRATECC.
2. Involvement in BRATECC committees.
3. Attendance at BRATECC functions.
4. History of sponsoring and/or attracting sponsors for BRATECC functions.
5. Significant involvement in the Brazilian-American community.

All proxies to be used at the Election must be registered with BRATECC's Executive Director at least three (3) days prior to the date of the annual membership meeting, except in the event of emergency or incapacity, in which case the corresponding proxy may be registered with BRATECC's Executive Director by facsimile or electronic communication at any time as determined by the Board, prior to the date of the annual membership meeting. Candidates for Director shall run on only one (1) slate.

Any slates of candidates for Directors and proxies, which do not comply with the provisions in Article 6, shall be null, void, and without legal effect at the election.

Section 6.02. Election and Qualification of Directors and Officers.

6.02.01 All Directors shall be elected for a two (2) year term at the annual membership meeting of the members or Special Board meeting as described in Section 3.03 above. The newly elected Directors shall take office immediately after the conclusion of the election.

6.02.02 All BRATECC Officers shall be elected at the Membership Meeting and shall take office immediately after the conclusion of the election.

Article 7 **OPERATIONAL MANAGEMENT**

Section 7.01. Executive Director. Day-to-day operations of BRATECC are carried out under the responsibility of an Executive Director, appointed as determined in Section 3.09, who reports to the Supervisory Board. The Executive Director reports to the Supervisory Board, and is responsible for the management of BRATECC functions, as directed by the Supervisory Board and based on approved procedures, methods, resources and tools.

Section 7.02. Reporting. The Executive Director reports to the President & CEO on the day-to-day needs of BRATECC operations. In addition, monthly reports are made to the Supervisory Board.

Article 8 **CONTRACTS AND BANK ACCOUNTS**



Section 8.01. Deposit of Funds. All BRATECC funds not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may determine.

Section 8.02. Checks, etc. Checks above \$5,000.00 to be signed by a minimum of two Officers, drafts, endorsements, notes and evidences of BRATECC's indebtedness shall be signed by such BRATECC Officer or Officers or agent or agents and in such manner as the Board of Directors may determine. The Executive Director is authorized to execute any checks in an amount less than that noted above or as otherwise expressly authorized by the Board of Directors.

Section 8.03. Contracts. No contract other than in the ordinary course, may be entered into on BRATECC's behalf unless and except as authorized by the Supervisory Board of Directors. Any such authorization may be general, or confined to specific instances.

Section 8.04. Profit & Loss. Source and Use of Funds. Financial Reports. The Treasurer shall submit to the Board of Directors appreciation, Financial Reports, reflecting activity in the previous month as determined by the Board.

Article 9
SEAL

Section 9.01. Adoption. The Board of Directors shall adopt a corporate seal which shall be in the form of a circle and shall bear the name "BRAZIL-TEXAS CHAMBER OF COMMERCE," and the words and figures "CORPORATE SEAL, TEXAS, 20_", or words and figures of similar import.

Article 10
FISCAL YEAR

Section 10.01. Determination. BRATECC's fiscal year shall be January 1 to December 31.

Article 11
AMENDMENT OF BYLAWS

Section 11.01. These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote by BRATECC's members counting at least fifty percent (50%) plus one vote of possible votes in person or by proxy at any Annual Membership Meeting, the notice or waiver of notice of which shall have specified the proposed amendment, repeal or new Bylaws.

Article 12
WAIVER OF NOTICE

Section 12.01. Type. Whenever any notice is required to be given under the provisions of The State of Texas Law or the .Articles of Incorporation or BRATECC's Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 13
DISSOLUTION



Section 13.01. Voluntary dissolution. The voluntary dissolution of BRATECC shall be only adopted through a resolution from the Board of Directors recommending that the organization be dissolved. Said resolution shall be subject to a vote at a Membership Meeting where a minimum of two-thirds (2/3) of the votes cast by members with voting rights, present at such meeting in person or by proxy shall be necessary to approve the resolution.

Section 13.02. Asset Distribution. In the event of dissolution of BRATECC, the Board of Directors shall first pay or make provisions for the payment of all of the liabilities of the corporation, and then dispose of all of the assets exclusively for the purposes of BRATECC in such manner, as the Board of Directors shall determine. Distribution of BRATECC's assets shall be made to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law. In no event shall any part of the assets be returned to or distributed among any officer, member of the Executive Board, member, or any other individual connected with the Association directly or indirectly.

Article 14 **CERTIFICATES**

Section 14.01. The President or Executive Committee may provide for the issuance of certificates or any other form of recognition as the Board of Directors may determine. If Certificates are issued, they shall be signed either by the President, Vice- President, or the Secretary and shall be sealed with the seal of BRATECC. The name and address of each member and the date of issuance of the Certificate shall be entered on the records of BRATECC. If any Certificate issued shall become lost, mutilated, or destroyed, a new Certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Article 15 **INDEMNIFICATION**

Section 15.01. Each Board of Directors now or hereafter serving BRATECC, and each person who, at the request of BRATECC has served BRATECC in some capacity, and their respective heirs, executors, and administrators shall be indemnified by BRATECC against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding, civil, or criminal, including, but not limited to, all claimed acts of negligence, misfeasance, or nonfeasance, real or imagined, in which he or she is or may be made a party by reason of his or her service to BRATECC except in cases of willful misconduct in the performance of his or her duty to BRATECC. Such indemnification shall extend to settlements and compromises. The foregoing right of indemnification shall be exclusive of other rights to which such persons maybe entitled as a matter of law.

Article 16 **CHAPTERS**

Section 16.01. Establishment. The Board of Directors may establish BRATECC's chapters throughout the State of Texas and Brazil, as it may deem appropriate taking into consideration such factors as geographical location, local interest and commitment, and budgetary restraints. Any such chapter shall be established by resolution of the Board of Directors and be governed by a Charter prepared and approved by the Board of Directors, as well as by the Articles of Incorporation and BRATECC Bylaws.

Section 16.02. Organization. The Board of Directors, by resolution adopted by a majority of the Directors in office, shall create a special committee consisting of two or more Directors to prepare the Charter for the proposed chapter and otherwise undertake the formation and organization of the chapter. This committee shall establish minimum Membership requirements, appoint an interim President of the chapter, and create an Executive Committee of the chapter to:

- (a) Request nominations and prepare a slate of Members to serve on the Advisory Board of the chapter;
- (b) Schedule and hold an organizational meeting of the chapter within a reasonable time period following BRATECC's resolution establishing the chapter;
- (c) Prepare a preliminary operating budget for the activities of the chapter;
- (d) Arrange for an individual to serve as Executive Assistant of the chapter;
- (e) Arrange for suitable office space for the chapter;
- (f) Open a checking account for use of the chapter; and
- (g) Serve generally as liaison between BRATECC's Board of Directors and the local Members of the chapter until the election of the Advisory Board and Management Committee Members.

Section 16.03. Administration. Any chapter established hereunder shall be organized and managed as a BRATECC branch. The government and management of the chapter shall be entrusted to a Management Committee of five (5) Members, to be known as the "Management Committee" as determined by the Board of Directors.

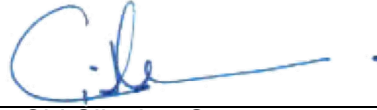
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CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors at its meeting held on December 09, 2021.

By:



Cid Silveira, Secretary