

Amended By laws of
Earl Carl Institute for Legal and Social Policy, Inc.
(A NON-PROFIT CORPORATION)
[Amended April 16, 2009]

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6.00 ADOPTION OF INITIAL BYLAWS

ARTICLE ONE-CORPORATE CHARTER AND OFFICES

1.01 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment, filed with the Texas Secretary of State.

1.02 REGISTERED OFFICE AND AGENT

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is:

TMSL-TSU
3100 Cleburne, Office 230
Houston, Texas 77004.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: **Marcia Johnson**.

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.03 INITIAL BUSINESS OFFICE

The address of the initial principal business office of the Corporation is hereby established as:

TMSL-TSU
3100 Cleburne, Office 230
Houston, Texas 77004.

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may designate or the business of the Corporation may require.

1.04 AMENDMENT OF BYLAWS

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors. Notice of Bylaws changes shall be given in or before notice of the first Members' meeting following their adoption.

ARTICLE TWO- DIRECTORS AND DIRECTORS' MEETINGS

2.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.02 VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member's meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 2.03(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.02(a) DECLARATION OF A VACANCY

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election.

2.02(b) FILLING VACANCIES BY DIRECTORS

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at a Member's meeting. Vacancies reducing the number of Directors to less than three shall be filled before the transaction of any other business.

2.03 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of entitled to vote at an election of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting.

2.04 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing. Such consent may be given individually or collectively.

2.05 PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within or without the State of Texas as may be designated by the Board.

2.06 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held quarterly, or without call or notice at any regularly repeating times as the Directors may designate.

2.07 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any President Elect or any two Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be mailed ten (10) days before, or personally delivered so as to be received by each Director not later than two (2) days before, the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

2.08 QUORUM

The presence at the commencement of any Directors' meeting of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy may not be counted toward a quorum.

2.09 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

2.10 CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors. In the President's absence, the President Elect or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

2.10(a) TELEPHONE MEETINGS

Subject to the notice provisions required by these Bylaws and by the Texas Non-Profit Corporation Act, board members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.10(b) PROXIES

A director may vote either in person or by proxy executed in writing by the director or his or her duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after three months from the date of its execution.

2.11 NUMBER OF DIRECTORS

The number of Directors of this Corporation may be up to twenty-five, none of whom need be residents of Texas. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three, nor of shortening the tenure which any incumbent Director would otherwise enjoy.

2.12 TERM OF OFFICE

Directors shall be entitled to hold office until removed or their successors are elected and qualified. Election for all Director positions, vacant or not, shall occur at each annual meeting and may be held at any special meeting called specifically for that purpose.

2.13 COMPENSATION

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors a fixed sum plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

2.15 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.16 BOARD COMMITTEES-AUTHORITY TO APPOINT

The Board of Directors may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board committee shall contain at least two (2) members, a majority of whom must be Directors. The Board shall have the power to change the powers and membership of, fill in vacancies in, and dissolve any committee at any

time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

2.17 SUBORDINATE BOARDS

The Board of Directors may designate one or more subordinate and or advisory boards to conduct the affairs and business of the Corporation to the extent authorized. Each subordinate board shall consist of at least two (2) members,

2.18 PROXIES

A Director may vote in person or by proxy executed in writing. 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 otherwise irrevocable by law.

ARTICLE THREE-OFFICERS

3.01

TITLE AND APPOINTMENT

The officers of the Corporation shall be a President, a President Elect, a Secretary, and such other officers as the Board may designate. Any two or more offices, except President and Secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure, not to exceed three (3) years, of all officers. The Board of Directors may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not of itself create contract rights.

3.02 REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any committee or officer upon whom that power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.03 VACANCIES

Should any vacancy occur in any office of the Corporation, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

3.04 COMPENSATION

The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Director of the Corporation, or both.

However, A dividend may not be paid to, and no part of the income of the corporation may be distributed to, the corporation's members, directors, or officers, except that the Corporation may pay compensation in a reasonable amount to the members, directors, or officers of the corporation for services provided.

3.05 PRESIDENT

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be ex officio a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Members and Board of Directors. The President shall have such additional duties and responsibilities as set out in Article 3.08 of these by-laws.

3.06 PRESIDENT ELECT

The President Elect(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the absence or disability of the President, the senior President Elect shall perform all the duties of the President, pending action by the Board. While so acting, the senior President Elect shall have the powers of, and be subject to all the restrictions on, the President.

3.07 SECRETARY

The Secretary shall:

(A) See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, President Elect, or Board of Directors.

(B) Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records, and any seal which it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.

(C) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Five of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

3.08 TREASURER

The Treasurer shall:

(A) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.

(B) Receive, and give receipt for, monies due and payable to the Corporation.

(C) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

(D) If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors.

(E) In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Five of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

(F) Be authorized to sign all checks for the corporation for any sums; although the Executive Director is authorized to sign all checks as here in these by-laws provided.

3.09 ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Assistant Secretary and Assistant Treasurer shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the President or Board of Directors may prescribe. In the absence of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, respectively, may perform all the functions of the Secretary or Treasurer.

3.10 EXECUTIVE DIRECTOR

An executive director for the Corporation may be appointed by the Dean of the Thurgood Marshall School of Law with the approval of the Board OR may be hired, appointed or selected solely by the Board of Directors. The Executive Director shall be authorized to hire such additional staff as (s)he may determine is necessary to carry out the business of the Corporation.

The Executive Director is authorized to sign all checks for routine and recurring operating expenses without additional signature. The Executive Director is further authorized to sign all checks for non-routine; unbudgeted expenses up to \$750.00 and for all expenses in excess of \$750.00, the Executive Director is authorized to sign along with the President and or the Treasurer.

ARTICLE FOUR-AUTHORITY TO EXECUTE INSTRUMENTS

4.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

4.02 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or any President Elect and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

ARTICLE FIVE-CORPORATE RECORDS AND ADMINISTRATION

5.01 MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation's Directors and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and the names of those present.

5.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the

American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

5.03 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

5.04 FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

5.05 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.)

5.06 LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors or Officers.

5.07 WAIVER OF NOTICE AND CONSENT TO ACTION

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a 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 SIX-ADOPTION OF INITIAL BYLAWS

The foregoing bylaws were amended by the Board of Directors on April 7, 2005.

Attested to, and certified by:

_____, Secretary
Martina Cartwright

_____, President
J. Cummings

Corporate Seal