

PURPOSE

Prime Timers of Dallas/Fort Worth, Inc. (PTDFW) is a nonprofit, nonpartisan organization open to all mature persons over 21 years old who self-identify and present themselves as a gay or bisexual male and who subscribe to our purposes of socialization and fellowship in a safe and respectful environment. With this purpose in mind, PTDFW does not tolerate discrimination based on race, color, ancestry, national, ethnic or social origin, religious or political belief, sexual orientation or gender identity, marital or veteran status, income, HIV status or disability.

ARTICLE I – OFFICE LOCATIONS

1.1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the PTDFW shall be as set forth in the PTDFW's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

1.2. PRINCIPAL OFFICE

The principal office of the PTDFW shall be at 5810 Northmoor Dr., Dallas, Texas 75230; however, the Board of Directors shall have the power to change the location of the principal office.

1.3. OTHER OFFICES

The PTDFW may also have other offices at such places, within the State of Texas, as the Board of Directors may designate, or as the business of the PTDFW may require or as may be desirable.

ARTICLE II – MEMBERS

2.1. CLASSES OF MEMBERS

The PTDFW shall have one class of members. Members must meet the following qualifications for membership:

- 1) Applying for membership in the PTDFW by meeting such qualifications,
- 2) Completing such forms for new member application or current member renewal,
- 3) Paying such membership fee or fees as shall from time to time be designated by the Board of Directors,
- 4) Attending at least one PTDFW activity in-person to get introduced and become acquainted with our members, and
- 5) Completing and proving he has completed CDC recommended COVID-19 vaccinations and any boosters.

2.2. ELECTION OF MEMBERS

After meeting all of the above qualifications, a member applying may or may not be elected by the Officers by an affirmative vote of a fifty-one percent (51.00%) of the Officers shall be required for election.

As a private organization, PTDFW membership can be denied when there have been negative reports concerning the applicant. For examples: a reported history of making unwanted contacts with members listed on a chapter roster or other illegal behavior and actions.

2.3. CONDUCT OF MEMBERSHIP

Any member who is disruptive, harassing, disrespectful or speaks or acts in a manner contrary to these or any other PTDFW policies may have their membership revoked. Submission of an application for membership with PTDFW or participating in one of its activities affirms your agreement to these policies.

1. Any PTDFW member or guest displaying unacceptable behavior, such as not respecting social distancing, or exhibiting any contagious illness, unsolicited advances or offensive behaviors towards another member will be **immediately expelled** from that event by a Dining Captain or Officer and may not be allowed to participate in any future events.

2. The Officers will then determine if the member or guest alleged in the violation above is expelled from PTDFW activities or future membership either temporarily or permanently.

2.4. TERMINATION OF MEMBERSHIP

The Officers, by affirmative vote of fifty-one percent (51.00%) of the Officers, may suspend or expel a member for cause, including but not limited to unacceptable behavior, after an appropriate hearing.

2.5. RESIGNATION FROM MEMBERSHIP

Any member may resign by filing a written resignation with the Secretary.

2.6. REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Officers may, by the affirmative vote of fifty-one percent (51.00%) of the Officers, reinstate such former member to membership upon such terms as the Officers may deem appropriate.

2.7. TRANSFER OF MEMBERSHIP

Membership in this PTDFW is not transferable or assignable.

2.8. PLACE OF MEETING

The Board of Directors may designate any place, within the counties of Collin, Dallas, Denton, or Tarrant in the State of Texas, as the location for any Annual Meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the PTDFW in the State of Texas, but if all of the members shall meet at any time and place within the counties of Collin, Dallas, Denton, or Tarrant in the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

2.9. ANNUAL MEETING

2.9.1. The Annual Meeting of members shall be held on the date and time set by the Board of Directors.

2.9.2. Failure to hold the Annual Meeting at the designated time shall not result in a dissolution of the PTDFW. In the event the Board of Directors fails to call the Annual Meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the PTDFW. If the Annual Meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such Annual Meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such Annual Meeting.

2.10. NOTICE OF MEMBERS' MEETING

Written or printed notice stating 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, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by e-mail transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the PTDFW, with postage thereon paid. If transmitted by e-mail, notice is deemed to be given on successful transmission of the e-mail.

2.11. SPECIAL MEMBERS' MEETINGS

2.11.1. Special meetings of the members may be called by either the President, or by the Board of Directors, or by a petition signed by not less than one-tenth of the votes entitled to be cast at such meeting.

2.12.2. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

2.13.3. Any person or persons entitled hereunder to call a special meeting of members by petition may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be

construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

2.12. VOTING OF MEMBERS

2.12.1. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

2.12.2. Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by that member delegating that one vote to another member. No proxy shall be valid after ten (10) days from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than ten (10) days. Elections of directors or officers may be conducted by mail, by facsimile transmission, or by any combination of the two.

2.12.3. The proxy must take the form designated by the Secretary authorized in advance with the intent to conduct a vote.

2.12.4. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

2.12.5. Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used. This may result in delaying a vote until email transmissions have been distributed and responses received.

2.13. QUORUM OF MEMBERS

2.13.1. Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-fourth (25%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.

2.13.2. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any

member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting.

2.13.3. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

2.14. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE

2.14.1. The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, such date in any case not be earlier than the 30th day before the date the action requiring the determination of members is originally to be taken.

2.14.2. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than thirty (30) days after the record date for determining members entitled to notice of the original meeting.

2.15. VOTING LISTS AND ELIGIBILITY

2.15.1. After fixing a record date for the notice of a meeting, the PTDFW shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The list must show the address and number of votes each voting member is entitled to cast at the meeting. The PTDFW shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

2.15.2. Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at

the PTDFW's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.

2.15.3. The PTDFW shall make the list of voting members available at the meeting, and any voting member is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE III - DIRECTORS

3.1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the PTDFW shall be exercised by or under the authority of, and the business and affairs of the PTDFW shall be managed under the direction of the Board of Directors of the PTDFW. Directors must be residents of the State of Texas and must have been a member of PTDFW for at least thirteen (13) months before being elected.

3.2. NUMBER AND ELECTION OF DIRECTORS

3.2.0.1. INTERIM BOARD: If these Bylaws are approved on Saturday, November 13, 2021, an interim Board of Directors will be elected with a one-time exemption from the election process in Section 3.2.4. which will take effect in the next Annual Meeting cycle.

3.2.0.2. The Interim Board of Directors from November 14, 2021 until the next Annual Meeting and election will consist of:

John Blacklock Mark Hatten Edward Slater Michael Spehar

3.2.0.3. The Interim Board of Directors will exercise all responsibilities, powers, and permissions as set forth in these Bylaws until the election at the next Annual Meeting.

3.2.1. The number of directors shall be five (5) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

3.2.1.1. Any Past PTDFW President that is a member is an ex-officio, non-voting director.

3.2.2. A Director may hold office for up to four (4) consecutive years and may after one (1) year of not serving run again for a Director position.

3.2.3. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect five (5) directors. A director shall hold office until the next annual election of directors and until said director's successor shall have been qualified, elected, appointed, or designated and qualified.

3.2.4. Nominations for the Board of Directors:

3.2.4.1. The PTDFW President shall appoint a Candidate Review Committee no less than one hundred twenty (120) days before the date set for an election at the Annual Meeting. The committee shall be composed of no fewer than three (3) persons. He shall also appoint a Chair to be approved by the Board.

3.2.4.2. The Chairman of the Candidate Review Committee shall request self-nominations from members for the Board of Directors no less than ninety (90) days before the date of the election at the Annual Meeting. Self-nominations must include a statement of qualifications and why the member wants to serve on the Board or Directors.

3.2.4.3. Nominations must reach the Chairman of the Candidate Review Committee not less than sixty (60) days before the date of the election.

3.2.4.4. Nominations shall be considered and approved by at least two-thirds of the members of the Candidate Review Committee. The Committee may approve all, some, or none of the nominations for Directors.

3.2.4.5. The Candidate Review Committee Chairman shall compile a list of nominations received and approved for each position, and report this to the President of PTDFW.

3.2.4.5.1. In the event that there is only one (1) nomination received for a position, the current Board of Directors may:

1. Declare that person elected by acclamation to the position, or
2. Reject the nomination and declare the position vacant.

3.2.4.5.2. In the event that no nominations are received for a Director position, the current Board of Directors shall make a nomination, and declare that person elected by acclamation to the position, provided that member accepts the nomination.

3.2.4.5.3. The Board of Directors shall confirm the date, place and time of the election at the Annual Meeting, and the Secretary shall send the list of nominations (including nominations already elected by acclamation) to all members, no later than forty-five (45) days before the date of the vote.

3.3. REMOVAL

A director may be removed from office, with or without cause, by a majority of the Officers.

3.4. RESIGNATION

A director may resign by providing written notice of such resignation to the PTDFW. The resignation shall be effective upon the date of receipt of the notice of resignation. Acceptance of the resignation shall not be required to make the resignation effective.

3.5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

3.5.1. Any vacancy occurring in the Board of Directors shall be filled by appointment by the affirmative vote of a majority of the remaining directors, even if though less than a quorum of the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of the previous director.

3.5.2. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

3.6. ANNUAL MEETING OF DIRECTORS

Immediately following each annual meeting of members, the Board of Directors elected at such meeting shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

3.7. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held with a seventy-two (72) notice at such time and place as may be from time to time determined by the Board of Directors.

3.8. SPECIAL MEETINGS OF DIRECTORS

3.8.1. The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

3.8.2. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at that Director's address as shown by the records of the PTDFW.

3.9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the PTDFW or at such other place within the counties of Collin, Dallas, Denton, or Tarrant Counties of the State of Texas as shall be specified in the notice of meeting.

3.10. QUORUM AND VOTING OF DIRECTORS

3.10.1. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation.

3.10.2. A director may vote in person or by proxy 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.

3.11. COMPENSATION

Directors, as such, shall not receive any stated salary or compensation for their services.

3.12. ACTION BY DIRECTORS WITHOUT MEETING

3.12.1. Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without an in-person meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

3.12.2. Any action required by the Texas Business Organizations Code to be taken at a

meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

3.12.3. Each written consent or email shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the PTDFW in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the PTDFW at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the PTDFW having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the PTDFW's principal place of business shall be addressed to the President or principal executive officer of the PTDFW.

3.12.4. Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

3.12.5. If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

3.12.6. An electronic transmission by or on behalf of a director or member of a committee consenting to an action to be taken and transmitted by or on behalf of a director or member of a committee is considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which the PTDFW can determine that the transmission was transmitted by or on behalf of the director or member of a committee and the date on which the electronic transmission was transmitted by or on behalf of the director or member of a committee. Unless the consent is otherwise dated, the date of transmission is the date on which the consent was signed.

3.13. COMMITTEES OF THE BOARD OF DIRECTORS

3.13.1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the PTDFW, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the PTDFW; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another PTDFW; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the PTDFW; authorizing the voluntary dissolution of the PTDFW or revoking proceedings therefore; adopting a plan for the distribution of the assets of the PTDFW; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

3.13.2. Other committees not having and exercising the authority of the Board of Directors in the management of the PTDFW may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of PTDFW, and the President of the PTDFW shall appoint the members thereof and approved by the Board of Directors. Any member thereof may be removed by the President of PTDFW whenever in his judgment the best interests of the PTDFW shall be served by such removal.

3.13.3. Each member of a committee shall continue as such until the next Annual Meeting of the members of the PTDFW and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

3.13.4. One member of each committee shall be appointed Chairman by the President of PTDFW and approved by the Board of Directors.

3.13.5. 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.

3.13.6. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

3.13.7. Each committee may adopt rules for its own government as consistent with these Bylaws or with rules adopted by the Board of Directors.

3.13.8. Standing PTDFW committees may be formed to provide regular guidance for: Activities, Communications, Facebook, Finance, Goodwill, Membership, Music/Stage, Newsletters, Special Events, and Local Website.

ARTICLE IV - OFFICERS

4.1. NUMBER OF OFFICERS

The officers of a PTDFW shall consist of a President and a Secretary and a Treasurer. Officers may also consist of one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary.

4.1.1. New offices may be created and filled at any meeting of the Board of Directors.

4.1.2. Any two or more offices may be held by the same person, except the offices of president and secretary.

4.1.3. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President or and Secretary.

4.2. QUALIFICATION OF OFFICERS

4.2.1. All officers must have been a member of PTDFW for at least thirteen (13) months before being elected.

4.2.2. Officers may or may not be voting Directors, except noted in Section 4.5. as President.

4.3. APPOINTMENT OF OFFICERS AND TERM OF OFFICE

4.3.1 All officers shall be appointed biennially by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding two (2) years, except that after the first year after these by-laws have been approved:

- 1) The offices of President and Treasurer shall be appointed every odd-numbered year.
- 2) The office of Secretary shall be appointed every even-numbered year.
- 3) The office of Vice-President shall be appointed every even-numbered year, if the Board of Directors deems the office necessary.

4.3.2 No officer may be elected to serve more than two (2) consecutive terms in the same office.

4.4. REMOVAL OF OFFICERS AND VACANCIES

4.4.1. Any officer or assistant officer appointed may be removed by the Board of Directors whenever in their judgment the best interests of the PTDFW will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

4.4.2. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term.

4.5. POWERS OF OFFICERS

4.5.1. Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

4.5.2. All officers and agents of the PTDFW, as between themselves and the PTDFW, shall have such authority and perform such duties in the management of the PTDFW as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

4.5.3. In the discharge of a duty imposed or power conferred on an officer of a PTDFW, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the PTDFW or another person, that were prepared or presented by: (1) one or more other officers or employees of the PTDFW, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

4.5.4. An officer is not complying in good faith within the meaning of this section if that officer withholds such knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

4.5.5. Appointment of an officer or agent shall not of itself create contract rights.

4.6. PRESIDENT

4.6.1. The President shall be the chief executive officer of the PTDFW and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the PTDFW. The President shall be a Director on the Board and may only cast a ballot to break a tie.

4.6.2. The President shall be ex-officio member of all standing committees.

4.6.3 The President shall submit a report of the operations of the PTDFW for the year to the directors at their meeting next preceding the Annual Meeting of the members and to the members at their Annual Meeting.

4.7. VICE-PRESIDENTS

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

4.8. SECRETARY AND ASSISTANT SECRETARIES

4.8.1. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the PTDFW, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

4.8.2. The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

4.8.3. In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings

of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

4.9. TREASURER AND ASSISTANT TREASURERS

4.9.1. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the PTDFW and shall deposit all moneys and other valuable effects in the name and to the credit of the PTDFW in such depositories as may be designated by the Board of Directors.

4.9.2. The Treasurer shall disburse the funds of the PTDFW as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. T

4.9.3. The Treasurer shall keep and maintain the PTDFW's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the PTDFW and exhibit the books, records and accounts to the President or directors at any time.

4.9.4. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized.

4.9.5. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President, including an annual budget.

4.9.3. The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE V - INDEMNIFICATION AND INSURANCE

5.1. INDEMNIFICATION

The PTDFW shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

5.2. INSURANCE

The PTDFW may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the PTDFW or who is or was serving at the request of the PTDFW as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic PTDFW, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the PTDFW would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the PTDFW would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the PTDFW. Without limiting the power of the PTDFW to procure or maintain any kind of insurance or other arrangement, the PTDFW may, for the benefit of persons indemnified by the PTDFW, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the PTDFW; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the PTDFW or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the PTDFW. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI - EMERGENCY MANAGEMENT OF THE PTDFW

In the event of an emergency, to the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the following provisions regarding the management of the PTDFW shall take effect immediately. "Emergency" means an attack on the United States, a state, or a political subdivision of a state; a nuclear or atomic disaster; the occurrence of a catastrophic event; the declaration of a national emergency by the United States government; the declaration of an emergency by a state or a political subdivision of a state; or any other similar emergency situation. "Catastrophic Event" includes: an epidemic or pandemic; a hurricane, tropical storm, tornado, or other weather condition; or a riot or civil disturbance. "Emergency action" means an action taken by majority vote of the governing persons present at a meeting of the governing authority of a domestic entity during an emergency period. "Emergency period" means any period during which the governing authority of a domestic entity, due to a condition that is a part of or results from an emergency, is unable to satisfy one or more requirements of the entity's governing documents or the Texas Business Organization Code necessary for action by vote of the governing authority outside of an emergency period. Except as otherwise limited by the Certificate of Formation, these Bylaws, or by statute, the PTDFW's governing authority may take emergency action during an emergency period without satisfying the requirements of the governing documents or the Texas Business Organizations Code that apply outside an emergency period with regards to:

(1) Procedures for calling a meeting of the Board of Directors are as follows: In the event of an emergency, a meeting may be called following the attempt of not less than two hours notice to each director. Said notice may be given by electronic transmission as defined in the Texas Business Organizations Code, including facsimile transmission, transmission to an electronic mail address provided by the director, as well as by telephone

(2) The minimum number of governing persons required for a quorum for action by vote at a meeting of governing persons is as follows: 3.

(3) The minimum requirements for participation at the meeting of the Board of Directors are as follows: All directors participating must be able to communicate with the other directors either in person, by telephone conference, or by electronic or other remote communications technology

(4) Designation of any additional or substituted directors is as follows: The Board of Directors is to approve and maintain a current list of officers or other persons to serve as directors to the extent necessary to provide a quorum at any meeting held while these emergency bylaws are in effect

During an emergency period the PTDFW's governing authority may not amend the PTDFW's

governing documents or take any action that must be approved by a separate vote of the members of the PTDFW in accordance with the requirements of the PTDFW's governing documents or the Texas Business Organizations Code that apply outside of an emergency period.

These emergency provisions take effect only in the event of an emergency as defined hereinabove, and only during the emergency period. Any and all provisions of the Certificate of Formation or these Bylaws that are consistent with these emergency provisions remain in effect during an emergency. Any or all of these actions of the PTDFW taken in good faith and based on the reasonable belief that the emergency action was in the PTDFW's best interest in accordance with these provisions or Section 3.2535 of the Texas Business Organizations Code are binding upon this PTDFW and may not be used to impose liability on a managerial official, employee, or agent of the PTDFW.

ARTICLE VII - MISCELLANEOUS

5.1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the PTDFW under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these 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 equivalent to the giving of such notice.

5.2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the PTDFW, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet. Participation in a meeting pursuant to this section shall constitute presence in person at such 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.

5.3. SEAL

The PTDFW may adopt a corporate seal in such form as the Board of Directors may determine. The PTDFW shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the PTDFW.

5.4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the PTDFW, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTDFW, and such authority may be general or confined to specific instances.

5.5. CHECKS, DRAFTS, ETC.

5.5.1. All checks, drafts or other instruments for payment of money or notes of the PTDFW shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

5.5.2. Any check or expenditure of \$1,000.00 or more must be pre-approved by the Board of Directors and also must have the written check signed by the Treasurer and one other officer.

5.6. DEPOSITS

All funds of the PTDFW shall be deposited from time to time to the credit of the PTDFW in such banks, trust companies, or other depositories as the Board of Directors may select.

5.7. GIFTS

The Board of Directors may accept on behalf of the PTDFW any contribution, gift, bequest or devise for the general purposes or for any special purpose of the PTDFW.

5.8. BOOKS AND RECORDS

The PTDFW shall keep correct and complete books and records of account; shall keep minutes of the proceedings of the members, Board of Directors, and committees; and shall keep a record of the names and addresses of each owner or member in either written paper form or maintained by or on behalf of the PTDFW on, or by means of, an information storage device or method or one or more electronic data systems, provided that any books, records, minutes, and ownership or membership records so maintained can be converted into written paper form within a reasonable time.

5.9. FINANCIAL RECORDS AND ANNUAL REPORTS

The PTDFW shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the PTDFW, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the PTDFW shall be kept at the registered office or principal office of the PTDFW in this state 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 PTDFW may charge for the reasonable expense of preparing a copy of a record or report.

5.10. FISCAL YEAR

The fiscal year of the PTDFW shall be as determined by the Board of Directors, but will default to January 1 to December 31 to match the calendar year.

5.11. CHOICE OF FORUM

These bylaws are governed by and shall be construed in accordance with the law of the State of Texas, excluding any conflict-of-laws rule or principle that might refer the governance or the construction of these bylaws to the law of another jurisdiction.

ARTICLE VIII – CONSTRUCTION

INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE IX - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by a majority of the members (as defined herein who may vote) provides otherwise as to all or some portion of these Bylaws, a majority the members (who may vote) may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

These Bylaws were adopted by the Members of Prime Timers of Dallas/Fort Worth, Inc. on record of October 13, 2021 by a show of hands on Saturday, November 13, 2021:

☐ YES
☐ NO
☐ ABSTAIN

The Board of Directors

Secretary