

**BYLAWS OF
TEXAS FUNERAL DIRECTORS ASSOCIATION, INC.
June 11, 2019**

**ARTICLE I
OFFICES**

The principal office of the corporation shall be located at 1513 S. Interstate 35, Austin, Texas 78741. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine from time to time.

**ARTICLE II
MEMBERS**

Section 1. Classes of Members. The corporation will have six classes of members. The designation of such classes and the qualifications of rights of the members of each classes shall be as follows:

(A) Funeral Establishment Membership. The funeral establishment member must own or operate a funeral establishment suitable for the care and disposition of dead human bodies and duly licensed by the Texas Funeral Service Commission. Where more than one member establishment is operated by the same ownership, dues shall be determined by total adult casket sales.

(B) Commercial Embalming Establishment Membership. The commercial embalming establishment member must own or operate a commercial embalming establishment suitable for the preparation of dead human bodies which is duly licensed by the Texas Funeral Service Commission. Where more than one member establishment is operated by the same ownership, dues shall be determined on individual establishments independent of others.

(C) Associate Membership. Individual suppliers employed by a non-member vendor company, cemetery owners, registered apprentices, and surviving spouses and/or dependent children of an Individual Member who are not actively employed by an establishment member may become members under this category. Associate members shall be accorded all rights and privileges available to the Association, except for the rights to vote and to hold office in the corporation.

(D) Individual Membership. Any licensed funeral director and/or embalmer employed by a member firm who does not qualify for an establishment membership is eligible for membership in this category. Any licensed funeral director and/or embalmer not employed by a licensed funeral establishment also is eligible for membership in this category.

(F) Student Membership. Prospective Texas licensees presently enrolled on a full-time basis in a college or curriculum of mortuary science accredited by the American Board of Funeral Service Education are eligible for Student Membership during the period in which they are so enrolled. Student Members shall be accorded all rights and privileges available to members of the corporation, except for the rights to vote and to hold office in the corporation. Student membership can be for a maximum of three years.

(G) Vendor Associate Membership – Vendor and supplier companies may become members under this category. Vendors, suppliers, and their Texas sale representatives at this membership level shall be accorded all rights and privileges available to members of the corporation, except for the rights to vote and hold office in the corporation.

Section 2. Regional Associations. Any Regional Associations, to the extent they exist, are autonomous in nature. The corporation assumes no control over the Regional Associations but may contract to perform any service on behalf of any of the Regional Associations.

Section 3. Admission. An applicant will be admitted to membership in the corporation only on submission of an application for membership on a form approved by the Board of Directors. A change in ownership or controlling interest in any establishment member shall require submission of a new membership application.

Section 4. Membership Plaque. After admission in the corporation, it shall be the duty of each establishment member to display a membership plaque so that the residents of the community will be aware of the membership in the corporation.

Section 5. Voting Rights. Each Funeral Establishment Member, Commercial Embalming Establishment Member, and Individual Member in good standing shall be entitled to cast one vote on each matter submitted to a vote of the members. A member may vote by proxy executed in writing by the member.

Section 6. Termination of Membership. The Board of Directors, by affirmative majority of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who is in default in the payment of dues for the period fixed in Article X of these bylaws. In addition, the Board of Directors, by affirmative vote of two thirds of all of the members of the Board, may suspend or expel a member for conduct that the board of directors deems detrimental to the objectives or interests of the corporation, or in violation of its bylaws, constitution, code of ethics, or rules and regulations, after the member is given notice of the proceedings and an appropriate hearing, including the opportunity to be heard in his, her, or its own defense.

Section 7. Resignation. A member may resign at any time by filing a written resignation with the Secretary-Treasurer. Resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accrued and unpaid at the time of resignation.

Section 8. Reinstatement. Upon written request signed by a former member and filed with the Secretary-Treasurer, the Board of Directors, by the affirmative vote of the majority of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors deems appropriate.

Section 9. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. Annual meetings of the corporation shall be held at such time and place to be determined by the Board of Directors for the purpose of electing Officers and Directors, to the extent provided for in these bylaws, and for the transaction of such other business as may come before the meeting. If the election of Officers and Directors is not held on the date designated for any annual meeting, or at any adjournment of the same, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting 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 is otherwise called, the place of meeting will be the registered office of the corporation in the State of Texas.

Section 4. Notice. Written notice stating the place, date, and time of any meeting of members shall be delivered either personally, by facsimile transmission, or by mail to each member entitled to vote at such meeting, not less than 10 days nor more than 60 days before the date of such meeting, by or at the direction of President, Board of Directors, or person(s) calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member and the member's address as it appears on the records of the corporation, with proper postage prepaid. If notice of a meeting is transmitted by facsimile, notice will be deemed to be delivered on a successful transmission of the facsimile to the facsimile number provided by the member to the corporation.

Section 5. Quorum. The members present at any meetings of the corporation other than a meeting of the Board of Directors shall constitute a quorum.

Section 6. Open Meetings. All meetings of the members, including the annual meeting, shall be considered open to members in good standing and invited guests.

Section 7. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, including such revisions of those rules as may from time to time be published, shall govern all meetings of the members, including the annual meeting, except those rules which are inconsistent with the bylaws, any special rules of order the corporation may adopt, or applicable law.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by or under the direction of its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of the duly elected officers of the corporation; seven (7) District Directors; one (1) Director-at Large; one (1) TFDA-NFDA Policy Board Representative; and one (1) Vendor Liaison Director. Each such Director shall have voting privileges.

District Directors shall serve a one year term and can serve two consecutive terms.

The Director-at-Large must be a past President of the corporation who has not held the office of President for at least three years. The Director-at-Large shall be appointed by the President to a one-year term and can serve two consecutive terms.

The TFDA-NFDA Policy Board Representative shall be appointed by the Board of Directors to serve as the corporation's representative on NFDA's Policy Board for a three year term. No more than two consecutive terms may be served.

The Vendor Liaison Director shall be elected by vote of Vendor Associate Members only. The Vendor Liaison Director serves a one year term and can serve two consecutive terms.

Section 3. District Directors. The Board of Directors shall divide the State of Texas into seven (7) geographical districts. One (1) District Director shall be elected from each district by the corporation's voting members located in such district. The time and method of elections of District Directors shall be specified by the Board of Directors. The geographic configurations of each district may be changed from time to time by majority vote of the Board of Directors.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors must be given at least seven (7) days prior to the meeting by written notice delivered personally or sent by mail or facsimile to his Director at his or her address, as shown in the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by facsimile, notice will be deemed to be delivered when there is a successful transmission of the facsimile. Any Director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been called or convened as required by these bylaws or is contrary to law. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any board meetings. A Director present by proxy at a meeting may not be counted toward a quorum.

Section 8. Manner of Acting. The act of a majority of Directors present in person or by proxy at a meeting at which quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Resignation and Removal of Directors. A Director may resign at any time upon written notice to the corporation. A director may be removed from office, with or without cause, as specified by statute.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing in these bylaws shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation for such service.

Section 12. Liability Insurance. The Association shall maintain Directors and Officers liability insurance for the Board.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a President, a President-Elect, a Secretary-Treasurer, an Immediate Past President, and such other officers as may be elected in accordance with this Article. The Board of Directors may elect or appoint such other officers as are deemed desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Qualifications. To hold the office of President, President-Elect, or Secretary-Treasurer, the person, for at least the five year period immediately preceding election, must be an actively employed licensed funeral director and/or embalmer at a member funeral home establishment or member commercial embalming establishment in the State of Texas, a member of the corporation, and a resident of the State of Texas. Prior to election to the office of President, President-Elect, or Secretary-Treasurer, the person must have served for at least three consecutive years on active committees of the corporation with an attendance record of being present for at least eighty percent (80%) of those committee meetings. Candidates for officer positions must formally announce their candidacy in writing to the current Secretary-Treasurer no later than 30 days before an election.

Section 3. Election and Term of Office. The President, President-Elect, Immediate Past President, and Secretary-Treasurer of the corporation shall be elected by members with voting rights, as provided in these bylaws. The President-Elect for the preceding year shall be the President, the President for the preceding year shall be the Immediate Past President, and there shall be elected each year a President-Elect and Secretary-Treasurer at the annual meeting. If the election of these officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his or her successor has been elected and qualified. Except as hereinafter provided, each Officer shall serve a one year term.

Section 4. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by such removal, but such removal shall not be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. If the office of President shall become vacant, the President-Elect shall succeed to such office for the remainder of the unexpired portion of the term and then serve his or her full elected term. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President will be the principal executive officer of the corporation and, in general, will supervise and control the business and affairs of the corporation. The President will preside at all meetings of the Executive Committee, Board of Directors and meetings of the members of the corporation. The President shall have the power to call special meetings of the corporation. The President may sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by the Board of Directors, or by these bylaws or statute to some other officer or agent of the corporation. In general, the President will perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. President-Elect. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President and, when so acting, will have all the powers of and be subject to all the restrictions on the President. The President-Elect will perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the event of a vacancy occurring in the office of President, the President-Elect will become the President for the remainder of the vacancy year and will serve as President for his/her elected full term after the vacancy term has ended.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall give timely notice of all meetings of the corporation and Board of Directors; keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with these bylaws or as may be required by law; act as custodian of the corporate records and seal of the corporation and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation under its seal, as authorized by these bylaws; keep a register of the post-

office address of each member which will be furnished to the secretary by such member; have charge and custody of and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as may be selected by the Board of Directors; and, in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary-Treasurer may designate corporation staff to carry out the above duties but must be provided with monthly financial reports and receive and sign a copy of all final approved minutes. The Secretary-Treasurer shall furnish a surety bond or the equivalent in such amount as may be directed by the Board of Directors, the premium or cost thereof to be paid by the Association.

If the Board of Directors employs an Executive Director, the Executive Director may perform the duties of the Secretary-Treasurer, when so delegated by the Board of Directors; receive a salary determined and agreed upon by the Board of Directors; and may be bonded in an amount commensurate with the funds handled by such an office, the premium or cost thereof to be paid by the Association.

ARTICLE VI LOCAL CHAPTERS

Section 1. Local Chapters. The Board of Directors may create or abolish local chapters of the corporation. The Board of Directors shall determine the geographic boundaries of such local chapter.

Section 2. Purpose. The purpose of local chapters shall be to promote the purposes of the corporation in the geographic boundaries of the local chapter.

Section 3. Eligibility. Any member of a local chapter who is a voting member in good standing of the corporation and whose principal place of business resides within the geographic boundaries of the local chapter may hold elected office in that local chapter.

Section 4. Rights. A local chapter shall be eligible to participate in the affairs of the corporation, provided it is organized consistent with these bylaws.

Section 5. Dues. A local chapter may establish its own dues structure, provided that the amount of the dues does not act as a deterrent against membership.

Section 6. Rules. The bylaws of a local chapter shall be approved by the Board of Directors of the corporation and must not conflict with the bylaws and rules of the corporation. No local chapter shall make any policy statement which uses any form of the name of the corporation without prior consent of the Board of Directors of the corporation.

Section 7. Termination. If for any reason a local chapter shall become separate from the corporation, or otherwise inactive by result of its failure to comply with the bylaws of the corporation, that local chapter shall surrender all property of the corporation, including but not limited to logos, signs, trademarks, records, and money, to the President of the corporation or to any representative appointed by the President to perform this duty.

ARTICLE VII COMMITTEES

Section 1. Executive Committee. The President, President-Elect, Secretary-Treasurer, Immediate Past President, the Director at Large, and TFDA-NFDA Policy Board Representative shall act as the executive committee of the corporation, with the President as chair. The executive committee is vested with the responsibility to provide internal management and to conduct of the business of the corporation as delegated by the Board of Directors and to provide immediate decisions when it is not convenient or practical for the Board of Directors to do so. The executive committee is authorized to hire and discharge employees, to make all contracts and authorize all transactions in the ordinary course of business of the corporation, and to do all things necessary or incident to the execution of these tasks. This designation and the delegation to the executive committee of authority will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law or these bylaws. The executive committee may act by unanimous written agreement of its members or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The executive committee must, at each regular meeting of the Board of Directors, and from time to time when requested by the Board of Directors, make a full report of all business transacted by the Committee.

Section 2. Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate other committees, each of which must consist of two or more directors, which committees, to the extent provided in the resolution, will have and exercise the authority of the Board of Directors. The designation of such committees and the delegation of authority to them will not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 3. Other Committees. Other committees which do not have and exercise the authority of the Board of Directors in the management of the corporation 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 will be members of the corporation, and the President of the corporation will appoint the members. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation will be served by such removal.

Section 4. Term of Office. Each member of a committee will continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee is sooner terminated, unless such member is removed from the committee, or unless such member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee will be appointed chair by the person or persons authorized to appoint the committee members.

Section 6. Vacancies. Vacancies in the membership or any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee, advisory board, or commission will constitute a quorum, and the act of a majority of the members present at a meeting at which quorum is present will be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation 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 corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose, or for any special purpose, of the corporation.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

Section 2. Issuance of Certificates. When a member has been approved for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

**ARTICLE X
BOOKS AND RECORDS**

The corporation will keep correct and complete books and records of account and also will keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and will keep at the registered and principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the corporation shall begin January 1 and end December 31 of each year.

**ARTICLE XII
DUES**

Section 1. Annual Dues. The Board of Directors may determine from time to time the annual dues payable to the corporation by members. Any increase in excess of 25% must be approved by the vote of a majority of the members in attendance at the Annual Meeting. In the event the Board of Directors determines that an emergency situation exists in connection with participation in a governmental proceeding or litigation, a special assessment or increase may be proposed at a properly called Annual Meeting without prior notice of the special assessment or increase being required.

Section 2. Payment of Dues. Dues will be payable in advance of the first day of January of each fiscal year. Dues of a new member will be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the corporation.

Section 3. Delinquent Members List. A list of delinquent TFDA members will be mailed to the regional representatives on the TFDA Board on or before February 1st of each year and immediately following the TFDA State Convention.

Section 4. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the fiscal year or period for which such dues became payable, such membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

Section 5. Assessments. Assessments may be assessed by the Board of Directors and are payable when designated. The assessed amount shall be determined by the Budget Committee, with majority approval of the Board of Directors.

ARTICLE XIII INDEMNIFICATION

Section 1. Mandatory Indemnification. The corporation shall indemnify a director or officer against reasonable expenses actually incurred by such person in connection with a threatened, pending, or completed action or other proceeding in which such person is a respondent because the person is or was a director or officer if such person is wholly successful, on the merits or otherwise, in the defense of the proceeding. As used in Article XII, “proceeding” means a threatened, pending, or completed action or other proceeding, whether civil, criminal, administrative, arbitrative, or investigative; an appeal of such an action or other proceeding, and an inquiry or investigation that could lead to such an action or proceeding.

Section 2. Permissive Indemnification. The corporation may indemnify to the fullest extent allowed by law any person who was, is now, or is threatened to be named as a defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, because said person named is or was an officer, director, employee, or agent of the corporation at the time the asserted liability arose or accrued.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any a position as a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of Article XII, Section 1.

Section 4. Indemnification Not Exclusive. The rights of indemnification provided by Article XII shall not be deemed exclusive of any other rights to which such officer, director, employee, or agent may be entitled under bylaws, agreement, vote of members or disinterested directors, or as a matter of law, or otherwise; shall continue as to the person who has ceased to hold such position; and shall inure to the benefit of that person’s heirs, executors, and administrators

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice must be given under the Texas Business Organizations Code or under the certificate of formation or bylaws of this corporation, a waiver of such notice, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENTS

Section 1. Power of Members to Amend Bylaws. These bylaws may be amended, repealed, or added to, or new bylaws may be adopted by the vote of a majority of the members entitled to vote at any annual meeting of the members or special meeting called for that purpose according to the articles or

bylaws. No proposed amendment or amendments may be submitted to the members unless and until such proposed amendment or amendments shall have been approved by the Board of Directors. Any amendment or repeal of a bylaw, or additional or new bylaws, will be filed with the Texas Secretary of State as required by law.

Section 2. Power of Directors to Amend Bylaws. Subject to any limitation of the certificate of formation, these bylaws, and the Texas Business Organizations Code, concerning action that must be authorized or approved by the members of the corporation, on proper delegation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by an affirmative vote of the majority of the Board of Directors on written recommendation of an attorney as a result of a change in applicable law or otherwise. Any amendment or repeal of a bylaw, or additional or new bylaws, will be filed with the Texas Secretary of State as required by law.