

ARTICLE ONE
NAME, PURPOSES, POWERS and OFFICES

Section 1.1. Name and Affiliation. The name of this corporation is Central Texas Tres Días (hereafter known as the Corporation). The Corporation is a chartered member of the International Tres Días (hereafter known as International), and as such is governed by the Constitution and By-Laws of International Tres Días. The Corporation is sponsored by East Texas Tres Días.

Section 1.2. Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of this corporation is:

Within the scope of the foregoing, and not by way of limitation, the Corporation shall develop Christian leaders to help sustain their commitment to Jesus Christ as they pursue Christian action in their environment. To that end, the Corporation shall operate in three sequential phases, namely:

- a. the Pre-Weekend Phase (the preparation period immediately preceding the Tres Días Weekend),
- b. the Weekend Phase (the three-day Tres Días weekend experience) and
- c. the Fourth Day Phase (the on-going group reunions, secuelas, and other regular fourth day activities).

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation has no members.

Section 1.3. Significant Policies and Procedures. The Corporation shall be led by lay persons. The Corporation is to be neither competitive with nor a substitute for the member's own local church. Each and every governing body of the Corporation, including the Nominating Committees, the Rector Selection Committee, Weekend Teams, Weekend Spiritual Directors and the Board of Directors shall be composed of members (as defined by Article Two) of the Community drawn from a minimum of three different church congregations to the extent practicable.. The Corporation shall adhere to the "Essentials of Tres Días" as published by the International Tres Días organization. The Recording

Secretary shall retain a copy of the most recent version of the Essentials of Tres Días at all times in its files.

Section 1.4. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the code.

Section 1.5. Offices. The Corporation may have, in addition to its registered office, offices at such places, within the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO MEMBERS

Section 2.1. Qualification. The membership of the Central Texas Tres Días Community (hereafter referred to as the Community) shall consist of any person who has (i) completed a Tres Días Weekend sponsored by Central Texas Tres Días or (ii) completed an equivalent of this type of three day weekend sponsored by another organization and has been accepted as a member by the Board of Directors.

Section 2.2. Annual Meetings. An annual meeting of the Community shall be held each year at such time and place as shall be determined by the Board of Directors. At such annual meeting, the Community shall elect directors and officers to replace those directors and officers whose terms are expiring and transact such other business as shall be included in the notice and agenda for the meeting. Notice of the place, date and time of each annual meeting shall occur as provided by Section 5.1.

Section 2.3. Special Meetings. Special meetings of the members may be called by the Board of Directors or by the recording secretary when requested by a petition signed by at least twenty-one (21) members. Written notice of the place, date, time and purpose of each special meeting of members shall be given to each member not less than five (5) nor more than fifty (50) calendar days prior to the date thereof. Notice either personally, by hand delivery, by facsimile, by U.S. Mail, by E-mail transmittal (return receipt requested), or in the Community's regular newsletter shall constitute notice of a special meeting to each member who receives any such notification.

Section 2.4. Record Date. Only those persons who are members of the Community at least ten (10) days immediately prior to the day upon which the Community mails notice of any meeting to its members and are entitled to vote thereat shall be entitled to receive notice of such meeting.

Section 2.5. Quorum and Manner of Acting. The presence in person of at least forty (40) members entitled to vote, at an annual meeting of members held in accordance with these By-Laws shall be necessary and sufficient to constitute a quorum, for the transaction of business at such meeting. The presence in person of the then-serving Board of Directors at the annual meeting of members held in accordance with these By-Laws is encouraged. Except as otherwise provided by any statute, the Articles of Incorporation or these By-Laws, the act of a majority of the members voting at any meeting of

members at which a quorum is present shall constitute the act of the members. If a quorum is not present at any meeting of the members, the members present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. When the Articles of Incorporation or these By-Laws do not address a procedure of the Community meetings, Robert's Rules of Order shall provide direction.

Section 2.6. Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of members, except as otherwise provided by statute, the Articles of Incorporation or these By-Laws. A member shall be present to be eligible to vote; however, if matters submitted to a vote have been posted on the official Central Texas Tres Dias internet site ten (10) calendar days prior to the meeting, votes may be received via electronic mail. Electronic mail votes shall be submitted to the recording secretary

ARTICLE THREE BOARD OF DIRECTORS

Section 3.1. General Powers – Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these By-Laws.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of the officers of the Corporation. The Chairpersons of each standing committee and the at-large members, as more fully defined herein. To be qualified to serve as a Director, a person should:

- a. Have a lifestyle commensurate with Christian principles,
- b. Be a member of a local church and in regular attendance,
- c. Have a track record of support of the Tres Días movement and
- d. Have worked on at least three (3) Tres Días Weekend teams; provided, however, that the Board of Directors may make such exceptions to this requirement as it deems appropriate. This requirement shall be waived for the initial interim board.

Section 3.3. Term of Office. Each director shall hold office for a term that coincides with the term of office specified in each respective job description in Articles Four and Six. The term of office shall continue for the job he or she is serving on the Board of Directors and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office. The term of office for the initial interim board shall be until the first annual meeting that will be called after the first men's and women's weekends.

Section 3.4. Removal. Any Director may be removed, either for or without cause, by the affirmative vote of a

majority of the Board of Directors, at a meeting of same in which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Director proposed to be removed.

Section 3.5. Place of Meetings. Meetings of the Board of Directors shall be held at such places within the State of Texas as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by the President and communicated to all Directors; provided, however, that the Board of Directors shall meet no less than four (4) times in each calendar year.

The board shall typically meet in open session, but in unusual circumstances may, at its discretion, meet in closed session. Community members are encouraged to attend open sessions of the board. Closed sessions shall be attended only by board members and whomever else the board determines is necessary. No business shall be voted on in closed sessions. During the open session meetings of the Board, the community may address the board during the time allotted in the meeting agenda at the discretion of the board.

Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, any and all business shall be transacted at any regular meeting.

Section 3.7. Special Meetings. Special meetings of the Board of Directors may be called by the Board of Directors upon not less than five (5) nor more than 30 days notice to each Director, either personally, by hand delivery, by facsimile, by U.S. Mail or by E-mail transmittal (return receipt requested). Special meetings shall be called by the Recording Secretary in like manner and on like notice on the written request of two (2) or more voting members of the Board of Directors. Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of Directors fixed by these By-Laws shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws. The act of a majority of the Directors present in person 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 statute, by the Articles of Incorporation, or by these By-Laws. In which case the act of such greater number shall be requisite to constitute the act of the Board. A Director shall vote in person and shall not vote by proxy. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat shall adjourn the meeting from time to time in a four-hour period, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. When the Articles of Incorporation or these By-Laws do not address a procedure of the board meeting, Robert's Rules of Order shall provide direction.

Section 3.9. Directors' Compensation and Reimbursement of Expenses. Directors shall not receive compensation for their services as Directors or as members of a standing or special committee of the Board, but may receive reimbursement for expenses incurred on behalf of the Corporation.

Section 3.10. Consent of Directors. Any action required or permitted to be taken at a special meeting of the Board of Directors may be taken without a meeting if a consent in writing, including electronic notification, setting forth the action to be taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote, and shall be stated as such in any document.

ARTICLE FOUR COMMITTEES

Section 4.1. Special Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more special committees. Each such committee shall consist of two (2) or more persons. The designation of such committees shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law. Special committees shall be of only such duration as provided in the resolution creating such committee or as shall be determined from time to time by the Board of Directors. Special committees shall not constitute standing committees.

Section 4.2. Term of Office – Special Committees. Each member of a special committee shall continue until such member's successor is appointed, unless the Board or committee is sooner terminated, or unless such member is removed from such Board or committee or shall cease to qualify as a member thereof.

Section 4.3. Chairman – Special Committees. Unless otherwise designated by these By-Laws, one or more members of each Special Committee shall be appointed temporary chairman, by the person or persons authorized to appoint the members thereof, until such time as the committee meets and elects the permanent chair.

Section 4.4. Standing Committees. Following are the standing committees of the Corporation and the duties, powers and responsibilities of each:

LEADERS COMMITTEE – The Leaders Committee shall conduct periodic weekend training sessions; shall prepare and maintain a template of content of the Central Texas Tres Días Team Book; shall maintain all documents essential to the function of a Tres Días weekend; shall review prospective weekend team members with each rector; shall advise each rector regarding team selection and weekend proceedings; shall conduct a debriefing of each weekend to identify and document activities needing Board attention and shall perform such other duties as may from time to time be assigned by the president or the Board of Directors. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote. Both members of this committee shall have served as a Tres Días weekend rector; provided, however, that if the Community does not have a sufficient number of rectors or former rectors to meet the foregoing conditions, the chairpersons shall be appointed by the President subject to approval of the Board of Directors, without regard to the foregoing conditions.

PRE-WEEKEND COMMITTEE – The Pre-Weekend Committee shall have charge of organizing and presenting informational meetings to interested persons and groups; shall receive and record applications of weekend candidates; shall issue invitations on behalf of the Community to attend a specific Tres Días weekend; shall prepare and distribute the candidate weekend list; shall preside as master of ceremonies for the send-off celebration and shall perform such duties as may from time to time be assigned by the President or the Board of Directors. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

WEEKEND COMMITTEE – The Weekend Committee shall be responsible for scheduling weekends with Board consent; shall be the camp liaison; shall be responsible for matters pertaining to the physical assets and arrangements for the weekend including the set-up and take-down teams; shall oversee long-term planning of weekend activities, assets and facilities; shall purchase and maintain an inventory of supplies; shall work with the Treasurer to prepare a report showing the revenues and costs of each weekend and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

FOURTH DAY COMMITTEE – The Fourth Day Committee shall coordinate the preparation of the candidate packet to be distributed at each weekend closing; shall schedule secuelas and select the Fourth Day host couple; shall handle arrangements with other Cursillo-type movements for Grand Ultreyas (secuelas) and other similar gatherings; shall prepare article(s) for the newsletter specifying details of upcoming secuelas and Grand Ultreyas; shall assist members in establishing or locating reunion groups; shall prepare Fourth Day articles for the newsletter and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

PALANCA COMMITTEE – The Palanca Committee shall send general palanca letters to the Weekends of other Tres Días and Cursillo-oriented movements; shall request and receive general palanca letters from other Tres Días and Cursillo-Oriented movements; shall prepare article(s) for the newsletter specifying upcoming weekends of other Cursillo type movements; shall maintain a record of banners for selection by Weekend rectors; shall see to the repair of these banners as required; shall support the various Weekend palanca chas as needed and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

NEWSLETTER COMMITTEE – The Newsletter Committee shall coordinate a regularly scheduled newsletter containing information regarding the East Texas Tres Días movement; shall coordinate the printing of the newsletter and insuring its mailing to the list of active members names as maintained in the corresponding secretary's newsletter mailing listing; shall be the historian for the Community and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. This committee should be composed of one man or one woman, single or married, and the committee shall have the one vote.

- Section 4.5. Appointment of Standing Committee Members and Term of Office. The President shall appoint required members of the Standing Committees, subject to approval by the Board of Directors. The At-Large Members are elected as of Section 7.2. The President shall make every effort to present a slate of appointments to the Board of Directors at the first meeting of the Board of Directors after the commencement of the President's term of office. Appointed members of Standing Committees shall serve for a term coincident with the term of the President who appoints such members. Committee members may not serve consecutive terms in the same office; if possible, a person should serve no more than four consecutive years on the board of directors.
- Section 4.6. Additional Members of Standing Committees. The Chairperson of a Standing Committee may select as many members of the Community to serve on their particular committee as are needed to perform the duties of the committee.
- Section 4.7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Vacancies of At-Large members or Community Spiritual Directors shall be filled by the Board, usually through a nominating committee.
- Section 4.8. Quorum; Manner of Acting. A majority of the committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee, unless otherwise in effect by virtue of the by-laws or is provided in the resolution of the Board of Directors designating a committee.
- Section 4.9. Rules. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE FIVE NOTICES

- Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these By-Laws, notice is required to be given to any member, director or committee member of the Board of Directors, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile, by e-mail (return receipt requested) or by U.S. Mail, addressed to such member, director or committee member at such person's address as it appears on the records of the Corporation.

Notice of each meeting shall occur not less than five (5) or more than 50 days before the date of such meeting. Notice in the Community's regular newsletter shall constitute notice to each member who receives such newsletter.

- Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any member, director or committee member of the Board of Directors under the provisions of any statute, the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE SIX
OFFICERS, EMPLOYEES AND AGENTS
POWERS AND DUTIES AND PURPOSES**

- Section 6.1. Elected Officers. The elected officers of the Corporation shall be a President, a Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, and At-Large Members. The interim initial officers shall be appointed.
- Section 6.2. Appointive Officers. The Board of Directors may also appoint one or more Assistant Secretaries and assistant treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these By-Laws or determined from time to time by the Board. Such appointed officers shall not be considered members of the Board of Directors by virtue of their appointment to such office.
- Section 6.3. Two or More Offices. The same person may hold any two (2) or more offices only during an interim period of up to three months. This shall be allowed only after a board office has either resigned or been terminated, and the President and Board have both made diligent attempt to recruit a qualified replacement and such qualified candidate has not yet been secured. By majority board vote, this three-month interim coverage of two offices by one person may be extended to no more than six months. In any case, the President and the Treasurer shall not ever be the same person. The President and Treasurer cannot hold any other office.
- Section 6.4. Compensation. Officers of the Corporation and Board shall receive no compensation for their services in such capacity, but may receive reimbursement for expenses incurred on behalf of the Corporation.
- Section 6.5. Term of Office – Removal. Each elected officer of the Board of Directors shall hold office for a term of two (2) years and until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Officers shall not serve consecutive terms in the same office; if possible, a person should serve no more than four consecutive years on the Board of Directors. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. The Board of Directors may remove any officer or agent at any time whenever in its judgment the best interests of the Community will be served thereby.
- Section 6.6. Filling of Vacancies. Any vacancy occurring in an officer position resulting from the death, resignation, retirement, disqualification or removal from office of any officer shall be filled by the affirmative vote of a majority of the remaining directors at any meeting thereof; provided, however, that if the office of President shall be vacant, the Vice President shall fill such vacancy, and the position of Vice President shall be filled in accordance with this Section. Any officer elected or appointed to fill a vacancy shall hold office until the expiration of the original term of the officer who ceased serving and until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

- Section 6.7. President. The President shall be the chief executive officer of the Corporation and its Board of Directors, and, subject to the provisions of these By-Laws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors and the annual meeting of members. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent and in general to exercise all the powers usually pertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these By-Laws. The President should chair the delegation to the National Assembly. In the absence or disability of the President, the duties of such office shall be performed and the Vice President may exercise the powers, unless otherwise determined by the Board of Directors.
- Section 6.8. Vice President. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors. The Vice President should coordinate the delegation to the National Assembly.
- Section 6.9. Recording Secretary. The Recording Secretary shall see that notice is given of all annual meetings of the community and regular or special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Recording Secretary shall maintain a calendar of activities for the Board of Directors. The Recording Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Recording Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Recording Secretary shall generally perform all duties usually pertaining to the office of secretary of a corporation, except those specifically delegated to the Corresponding Secretary. In the absence or disability of the Recording Secretary, the duties of such office shall be performed and the Assistant Secretaries in the order of their seniority shall exercise the powers, unless otherwise determined by the Recording Secretary, the President or the Board of Directors.
- Section 6.10. Corresponding Secretary. The Corresponding Secretary shall handle correspondence as necessary for the Board of Directors; shall maintain the master pescadore membership list, which shall include the newsletter mailing list; shall record each pescadore's service experience in the master community experience list; shall make these listings available to the other committees as needed; and shall perform such other duties as may from time to time be assigned by the President or the Board of Directors. This data shall be used for the conducting of East Texas Tres Días business only.
- Section 6.11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall maintain control of all Corporation budgets as approved by the Board of Directors; shall make recommendations for budget changes to the Board of Directors; shall make financial analyses of overall costs and revenues to develop recommendations to the Board of Directors regarding future planning; shall

supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation.

The Treasurer shall have the care and custody of all moneys, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the corporation, and to give proper receipts or discharges for all payments to the Corporation.

The Treasurer shall generally perform all duties usually pertaining to the office of treasurer of a corporation. Bank signatory authority shall be addressed under the Policies and Procedures adopted by the Board of Directors. In the absence or disability of the Treasurer, the duties of such office shall be performed and the Assistant Treasurers in the order of their seniority shall exercise the powers, unless otherwise determined by the Board of Directors.

Section 6.12. At-Large Member. The At-Large Members' primary duty is to represent the Community at the Board of Director meetings. There shall be one for each voting delegate to the International Assembly; the immediate past president shall hold one position, if he so chooses. It is expected that each At-Large Member will attend the meetings of the Board of Directors and will contribute to the general management of the Corporation and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. Each At-Large member shall have the one vote. The Board, usually through a nominating committee, shall fill vacancies of At-Large members.

Section 6.13. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these By-Laws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

Section 6.14. The Board of Directors may from time to time appoint assistants for any Officer for a defined term and purpose. These assistants shall not have a vote on the Board of Directors.

**ARTICLE SEVEN
ELECTION OF OFFICERS, AT-LARGE MEMBERS
AND
DELEGATES TO THE NATIONAL ASSEMBLY**

Section 7.1. Nominating Committee. At least two (2) months prior to the Annual Meeting of the Members, the President shall appoint a Nominating Committee of five (5) members, representing at least three (3) church congregations, subject to approval by the Board of Directors. The Nominating Committee shall elect its own chairperson. The Nominating Committee should select multiple nominees for each officer position and each position as an At-Large Member, which shall become vacant as of the next Annual Meeting of the Members. The consent of each nominee will be obtained before his or her name may be presented at the Annual Meeting. The Nominating Committee's nominees shall be presented at the Annual Meeting of the Members. Additional nominations for any such position may be made from the floor at the Annual Meeting of the Members with the prior consent of the nominee.

The nominating committee shall only consider the objective qualifications as outlined in Section 3.2, Number and Qualifications. Anyone whose nomination is declined by the Nominating Committee will be notified in person or by telephone within 3 days of the decision. This will be followed up with a written reason for the decision. If the nominee disagrees with the Nominating committee, he or she will have 10 (ten) days from the receipt of the notification to make a written appeal to the President of CTTD. The President will contact the Chairperson of the Nominating committee and discuss the issue. The President may, at his or her discretion, contact the proposed nominee, and then the President will make a final determination. No further appeal may be heard past the President.

If a nomination is heard from the floor, a member of the nominating committee will conduct a short interview of the nominee either in person or by phone to determine that the nominee meets the qualifications set out in Section 3.2. If the person is not available either in person or by phone their nomination may not be considered and they will not be added to the ballot.

Section 7.2. Election of Officers and At-Large Members at the Annual Meeting. The officers and elected At-Large Members shall be elected at the Annual Meeting of the Members. The Vice President, Corresponding Secretary, and Treasurer must be elected in alternate years from the President and Recording Secretary. The At-Large Members shall be elected for terms of one (1) year and shall not be elected for more than two consecutive terms. The number of At-Large Members serving on the Board of Directors shall be the number of voting delegates authorized to attend the national assembly of the International Tres Días.

Section 7.3. Election of delegates to the National Assembly. The Board shall appoint delegates to the National Assembly.

**ARTICLE EIGHT
SPIRITUAL DIRECTORS AND RECTORS**

Section 8.1. Spiritual Directors – General Qualifications. To be a Spiritual Director, either as the Community

Spiritual Director or as a Spiritual Director on a Tres Días Weekend, a person must be qualified to teach and counsel in spiritual matters. The Community shall defer to the local church congregation or denomination to which the person belongs to provide the qualification.

Section 8.2. Head Spiritual Directors and Community Spiritual Directors. One Spiritual Director on a Tres Días Weekend (referred to as the "Head Spiritual Director") and the Community Spiritual Director shall be a fully ordained or licensed minister of the Gospel (either by a Christian denomination or local Christian church congregation) and must be able to celebrate Holy Communion in his or her local church congregation.

Section 8.3 Community Spiritual Director. The Community Spiritual Director shall be the primary liaison with the other clergy regarding matters related to the Weekend and Fourth Day activities; shall work with the Leaders Committee and the Weekend rectors to select Spiritual Directors for each up coming Weekend as governed by Section 8.5 of the By-Laws; shall advise his successor in connection with the next scheduled set of Weekends; shall be the primary advisor and course of counsel and inspiration for the Community regarding spiritual direction and shall participate with the Leaders. The Community Spiritual Director shall serve as a non-voting member of the Board of Directors.

Section 8.4. Appointment of Community Spiritual Director. The Community Spiritual Director shall be appointed by the President, subject to approval of the Board of Directors. The President shall make every effort to present his or her appointment for Community Spiritual Director to the Board of Directors at the first meeting of the Board of Directors after the commencement of the President's term of office. The Community Spiritual Director shall serve for a term coincident with the term of the appointing President and until a successor shall be approved. A vacancy occurring in this position at any time shall be filled in the same manner by the then-serving President.

Section 8.5. Selection of Weekend Spiritual Directors. The Spiritual Directors for the next succeeding Tres Días Weekend shall be selected by the then-serving Community Spiritual Director and the rector for the particular Weekend. Selections shall be made by the mutual agreement of the Community Spiritual Director and the rector. In the event the Community Spiritual Director and the rector are unable to agree on a team of Spiritual Directors for the particular Weekend, the names under consideration shall be presented to the Board of Directors, and the Board of Directors shall thereupon select the Weekend Spiritual Directors.

Section 8.6. Rectors. Qualifications. A member of the Community shall be qualified to serve as Rector of a Tres Días Weekend if he or she has:

- (1) served as Head Cha or Assistant Head Cha;
- (2) served as Head Cha in one of the sections on a Weekend (i.e., chapel, kitchen, dorm, palanca, table, or storeroom);
- (3) given two (2) rollos;
- (4) worked in the kitchen or dining room and
- (5) not previously served as rector for a full Tres Días Weekend sponsored by the Community.

Section 8.7. Rector Recommendation Committee. The President, subject to the approval of the Board of Directors, shall appoint two (2) past rectors (one man and one woman) to act as chairpersons of the Rector Recommendation Committee (RRC). The chairpersons shall select two (2) additional past rectors (one (1) man and one (1) woman) to serve with them on the RRC. The RRC shall serve for a

term of two (2) years from the date of approval of the Committee by the Board of Directors. The RRC shall recommend potential Rectors to the Board of Directors to serve as such on the Men's and Women's Central Texas Tres Días Weekends that are scheduled during the term of the particular RRC and during the four (4) months following the end of such term.

Until such time as the membership of the Community includes four (4) persons who have served as Rectors on Central Texas Tres Días Weekends, and are willing to serve on the RRC, the President, subject to approval by Board of Directors, shall appoint two (2) men and two (2) women.

In the event of a tie in the vote for a recommendation to the Board of Directors, the President shall vote.

If at all possible, the RRC shall recommend at least 2 people who have met the requirements for Rector for each men's and women's weekend. The RRC shall have verified with each recommended Rector that they are willing and able to serve on the appointed weekend in advance of the RRC recommendation.

The Board of Directors shall vote on the recommendations submitted by the RRC, by secret ballot, in order to determine who will be the Rector for the appointed weekend.

Section 8.8. Rector Selection Process. The Rector Recommendation Committee shall adopt an elective process that results in a rector slate approved by a majority of the committee, avoiding the election of persons from a split vote on two or more nominees. The Rector Recommendation Committee shall make every effort to meet at a time such that there shall be three (3) regular meetings of the members of the Board of Directors before the next scheduled Tres Días Weekend. Such meeting shall occur in a prayerful and cloistered atmosphere, and the selection of rectors made at such meeting shall be reported to the Board of Directors for approval. Every effort shall be made to make selections so that they will be known for any upcoming two sets of weekends.

Section 8.9. Failure of Rector to Serve. In the event it becomes apparent prior to team selection that a rector will not for any reason, serve in such capacity for his or her scheduled weekend, the then-serving Rector Recommendation Committee shall, as soon as practicable, select a Rector to serve on such weekend and shall report its recommendation to the Board of Directors for approval. If a selected rector cannot serve after team selection, the Backup Rector shall serve.

ARTICLE NINE CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these By-Laws, 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 9.2. Contracts Involving Directors and Officers. Members of the Board of Directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into

transactions, or otherwise act for and on behalf of the Corporation. This is permitted notwithstanding that at such time they also may be acting as individuals, trustees of trusts, beneficiaries of trusts, members or associates or as agents, officers or directors for other persons or corporations, or may be interested in the same matters as shareholders, officers, directors or otherwise. This is provided, however, that prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a director is personally interested as a shareholder, officer, director, trust beneficiary, trustee, trust adviser or otherwise, that contract, transaction or action must be authorized and approved in good faith by a vote of a majority of the number of directors in attendance at a meeting at which a quorum is present, without counting the vote of the interested director, and only after the non-interested directors are provided with knowledge of the material facts concerning the transaction and the interested director's interest in the transaction, and only if the entering into of such contract or transaction does not violate the Articles of Incorporation which prohibit the Corporation's use or application of its funds for private benefit. An interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this Section 9.2 is authorized. Notwithstanding any provision contained herein, no contract transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act would result in denial of the Corporation's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Board of Directors or officers of the Corporation be obligated to inquire into the authority of the Board or officers to enter into and consummate any contract, transaction or take other action.

Section 9.3. 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, or 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, such instruments shall be signed by the President or the Treasurer of the Corporation.

Section 9.4. 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 or as may be selected in accordance with procedures established by the Board.

ARTICLE TEN MISCELLANEOUS

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall be December 31.

Section 10.2. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved by the Board of Directors. The seal shall be used by causing it to be impressed, affixed, imprinted or in any manner reproduced.

Section 10.3. Gender. Words of either gender used in these By-Laws shall be construed to include the other gender, unless the context requires otherwise.

Section 10.4. Invalid Provisions. If any part of these By-Laws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.5. Headings. The headings used in these By-Laws are for convenience only and do not constitute matter to be construed in the interpretation of these By-Laws.

**ARTICLE ELEVEN
AMENDMENTS OR REPEAL**

These By-Laws may be amended or repealed, or new By-Laws may be adopted at any meeting of the directors at which a quorum is present by the affirmative vote of a two-thirds majority of the Directors then in office, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new By-Laws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of CENTRAL TEXAS TRES DIAS, INC., and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on April 13, 2008.

Dated: _____

Secretary
Central Texas Tres Dias, Inc.