

BYLAWS OF SOUTHWEST BENEFITS ASSOCIATION

(As amended May 4, 2006)

ARTICLE I PURPOSES

Section 1.01. The purpose of the Association is to interchange information, advance knowledge and education, and foster sound principles, procedures and practices in the field of employee pension and welfare benefit plans.

Section 1.02. The Association may communicate its views and recommendations with respect to any significant matter affecting pension and welfare benefits upon the affirmative vote of two-thirds (2/3) of the membership of the Board of Directors taken at a meeting or by a poll of the membership of the Board of Directors; provided, however, that, within ten (10) days after any such vote, the Board of Directors shall cause every member of the SouthWest Benefits Association to be notified in writing of such vote and the substance of any resulting communication disseminated or proposed to be disseminated. The affirmative vote of two-thirds (2/3) of the Board of Directors shall be waived with respect to matters affecting legislation if the officers of the Association, by a majority vote of such officers, determine that the views and recommendations of the Association should be communicated to persons outside the Association more quickly than would be possible if members of the Board of Directors were requested to vote on the subject.

ARTICLE II NAME, SEAL AND OFFICES

Section 2.01. The name of the Association is SouthWest Benefits Association.

Section 2.02. The seal of the Association shall be circular in form and shall bear on the upper portion of the outer circle the words "SouthWest Benefits Association", and on the lower portion of the outer circle the word "Texas". In the center of the seal shall appear the words "Corporate Seal".

Section 2.03. The principal office of the Association shall be in the Dallas-Fort Worth Metroplex in one or more of the counties of Dallas, Denton, Collin or Tarrant, State of Texas. The Association may also have offices at other places within and without the State of Texas as may from time to time be designated by the Board of Directors or its delegate, or as the purposes of the Association may require.

ARTICLE III MEMBERSHIP

Section 3.01. The initial members of the Association shall be those individuals invited to participate in the October 9, 1975 organizational meeting of the Association.

Section 3.02. Any other individual as described below shall become a member when his or her application for membership is approved by the Membership Committee and dues for the membership year are received by the Association.

(a) There shall be no educational criteria for membership in the Association.

(b) This provision shall in no way affect the membership of a person admitted to membership before May 11, 1988, provided that on that date he/she was a member in good standing with dues paid through April 30, 1988. Except for a person applying and qualifying for current membership in the Plan Sponsor category, an applicant must have three years of experience in the employee pension or welfare benefit area in one or more of the following capacities:

Accounting

Administrator

Contract
Salaried

Consulting

Actuary
Benefit Consultant

Insurance Company

Salaried Group Representative
Home Office Employee

Investment

Fund Manager/Advisor
Performance Measurement/Consultant

Legal

Attorney (Member of Bar)
Legal Assistant

Plan Sponsor

Any employee whose responsibilities include
employee benefit-related matters.
Individual Trustee
Member of Retirement Board

Trustee (Corporate)

Administration
Investments

For purposes of the foregoing all categories of persons eligible for membership other than Plan Sponsor shall be referred to as Service Providers. To be eligible as a Service Provider a person must derive at least 90% of his/her employment and self-employment income from activity as a Service Provider in one or more of the areas listed.

(c) Except as provided in Paragraph (e) of this Section 3.02, on and after May 11, 1988 a Service Provider applicant, other than a person seeking reinstatement of a previously terminated membership as provided in Section 4.03, may be admitted to membership only if that admission would not result in an excess of Service Providers admitted after that date over Plan Sponsors admitted after that date. For purposes of implementation of this provision a waiting list shall be established which shall establish the priority of the applicant, except as

otherwise hereafter set out. In the event an applicant shall receive a refund of the dues accompanying the membership application, his name shall be removed from the waiting list.

Notwithstanding the foregoing a Service Provider applicant shall be admitted without regard to quotas and the waiting list if he is employed by the same organization that employed a terminated member, if application for membership is made within sixty (60) days of the date of membership termination of the latter and the organization no longer employs the terminated member in the Association Area.

Service Provider applicants who neither reside in nor maintain their principal and usual place of business within the Association Area shall at all times have subordinated positions on the membership waiting list the term "Association Area" means Arkansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas and Southern Kansas (including the city of Wichita).

(d) The Board of Directors shall prepare guidelines governing eligibility for membership, which shall be used by the Membership Committee in approving or rejecting applications for membership. The Board of Directors shall make available copies of membership rules and guidelines to any present or prospective member who requests them. The Membership Committee shall from time to time establish the rights and obligations of applicants who are on the waiting list.

(e) The Board Of Directors may, in its discretion and from time to time, suspend the application of Paragraph (c) of this Section 3.02 as well as the other sections of these Bylaws that concern a waiting list for membership in the Association and may also reinstitute such provisions of these Bylaws, if it determines that such suspension or reinstatement is in the best interest of the Association. Any such action shall apply on a nondiscriminatory basis to all applicants for membership at the time of such action who otherwise meets the requirements for membership specified in Paragraph (b) of this Section 3.02. Such action shall only be taken by a majority vote of the Directors present at any meeting at which a quorum is present.

**ARTICLE IV
DUES**

Section 4.01. Each member and each applicant who wishes to remain on the waiting list shall pay annual dues as may be determined from time to time by the Board of Directors. Dues paid by an applicant on the waiting list are non-refundable after ninety (90) days.

Section 4.02. The dues for each Accounting Year must be received by the Association not later than April 30.

Section 4.03. If the dues of an applicant on the waiting list are not paid by April 30, such applicant shall be removed from the waiting list and shall be considered to be a new applicant upon any later application for membership. If the dues of a member are not paid by April 30, the person shall cease to be a member of the Association. Such person may be reinstated as a member, however, within one year upon payment of dues for the Accounting Year of the reinstatement as well as the Accounting Year of the default, if the reinstatement is after the end of such year. Only members in good standing will be included in the annual directory.

**ARTICLE V
ASSOCIATION BOARD OF DIRECTORS**

Section 5.01. The Board of Directors is the executive body of the Association. It has the duty and responsibility of establishing the policies of the Association, managing its affairs, interpreting these Bylaws and doing all things necessary to carry out the purposes of the Association.

Section 5.02. The Board of Directors shall consist of no fewer than nine or more than twenty-one elected members of the Association, one-third of whom shall be elected each year on the completion of a three-year term of office. No two members of the Board of Directors may be employed, at the time of election to the Board, by the same organization. Further, no member of the Association may become the a member of the Board of Directors

if a member of the Board of Directors has been employed by the same organization within the preceding twelve (12) month period. Notwithstanding the foregoing, if two or more members of the Board of Directors become employees of the same organization, through employment change, merger or otherwise, both may continue to serve on the Board for the remainder of their respective terms. Terms of office shall commence and end at the annual conference. Should any vacancy occur on the Board of Directors, the Executive Committee may appoint a successor to serve until the next annual conference. The Board of Directors shall present a slate of persons to fill vacancies (including unexpired terms) in the Board to the members of the Association at the annual conference, at which time nominations may be made from the floor. Elections shall be by a plurality vote.

Section 5.03.

(a) Except as provided in Paragraph (b) below, no member of the Board of Directors shall be eligible to stand for re-election upon completion of his term of office unless such member has been appointed or elected to fill a vacancy on the Board of Directors for a period of one and one-half years or less. A member may be elected to the Board of Directors again after a period of one year has elapsed between terms of office.

(b) Any individual elected to serve as the President-Elect of the Association may continue to serve as a member of the Board of Directors for an additional three year period. During this period, the individual shall serve for one year in each of the following roles: (i) President-Elect, (ii) President, and (iii) Past-President. Any individual serving on the Board under this Paragraph (b) shall serve in addition to the directors elected pursuant to Section 5.02.

Section 5.04. Nominees for membership on the Board of Directors shall be submitted to the Board of Directors by a Nominating Committee composed of the President and four other members of the Association appointed by the Board of Directors. The Nominating Committee shall make every effort to include members who will give the Board of Directors a fair and broad representation by state and type of profession or discipline.

Section 5.05. In the event an equal number of votes are cast for two or more nominees, the members of the Board of Directors, by a majority vote, shall break the deadlock by secret ballot.

ARTICLE VI MEETINGS

Section 6.01. Meetings of the Board of Directors shall be called whenever the President or three (3) members of the Board of Directors so request. The Secretary shall give notice to each member of the Board of Directors at least fifteen (15) days before the meeting, unless such notice shall be waived by a majority of the Board of Directors. Such notice shall state the time and place of the meeting.

Section 6.02. Any other provision of these Bylaws notwithstanding, any action required or permitted to be taken at a meeting of the Board of Directors or any Committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors or such Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument. This provision shall not operate, however, to relieve the directors of the duty to convene in person for the first meeting of each newly-elected Board of Directors.

Section 6.03. Subject to the provisions of applicable statutes and these Bylaws, members of the Board of Directors or any Committee thereof may participate in and hold a meeting of the Board of Directors or any Committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except when 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. This provision shall not operate, however, to relieve the directors of the duty to convene in person for the first meeting of each newly-elected Board of Directors.

**ARTICLE VII
QUORUMS**

Section 7.01. A majority of the members of the Association Board of Directors and of the Committees shall constitute a quorum for the transaction of business at their respective meetings.

**ARTICLE VIII
OFFICERS**

Section 8.01. The officers of the Association Board of Directors shall be a President, Vice President/President-Elect, Secretary and Treasurer, who shall have such powers and duties as the Association Board of Directors shall assign to them. The officers and the Immediate Past President shall be the members of the Executive Committee established in Paragraph (e) of Section 9.01.

Section 8.02. The Executive Committee shall nominate from the duly elected members (which may include newly elected members) of the Board of Directors the officers to serve until the next annual conference. Officers shall be elected at the meeting of the Board of Directors immediately following the election of members of the Board of Directors.

Section 8.03. In the event that any of the officers or members of any Committee shall for any reason be unwilling or unable to serve, the President may appoint a successor for the remaining portion of his or her term.

**ARTICLE IX
COMMITTEES**

Section 9.01. From time to time the Association Board Of Directors may establish any Committee or Committees for any purpose or purposes which the Association deems necessary. Such Committee or Committees shall have such powers and duties as shall be specified by the Board of Directors or the Executive Committee from time to time. Until changed by the

Board of Directors, the standing committees and their respective purposes shall be as follows:

(a) Membership/Communication Committee-The Membership/Communication Committee will have the duty of considering each application for membership and approving or rejecting the same. The Membership/Communication Committee, further, will establish procedures relating to the waiting list for membership. This Committee will also have the responsibility for soliciting, drafting and editing material for the newsletter and other periodic communications to be distributed to all members and coordinating involvement with the press.

(b) Annual Conference Committee - This Committee will plan and conduct the annual educational conference.

(c) Continuing Education Committee - This Committee will develop programs (including periodic workshops and seminars) to advance knowledge and education in the field of pension and other employee benefit plans. The Committee shall also study all aspects of proposed legislation of major importance affecting the benefit plan industry in an unbiased manner. Reports will be prepared with respect to such proposals and presented to the Board of Directors for their disposition either by submitting to the membership for use by them on an individual basis or by adopting a position of the Association with respect to such legislation.

(d) Audit/Budget Committee - This Committee will establish procedures and standards for auditing the books and records of the Association and will be responsible for an annual internal audit of the Association. In addition, this Committee will develop an annual budget for submission to the Board of Directors for approval, and will monitor the actual performance of the Association and make revisions to the budget as necessary.

(e) Executive Committee - This Committee will have broad powers to perform all functions of the Board of Directors other than (i) those reserved by the Board, and (ii) amendment of the Bylaws.

(f) Site Selection Committee – This Committee will establish criteria for selecting the city and meeting site for the Annual Conference, visit potential sites and submit a site recommendation to the Board of Directors for approval.

Section 9.02. The Executive Committee shall designate a chairperson for each Committee. The President shall designate one or more Committee assignments for each of the members of the Board of Directors. Members of the Committees (other than Board members) shall be appointed by the respective chairperson as soon thereafter as practicable.

Section 9.03. The Executive Committee may designate, from time to time, an officer to whom each Committee is to report to facilitate the activities of the Association.

ARTICLE X BOOKS AND RECORDS

Section 10.01. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Association Board of Directors and of the various Committees. All books and records of the Association may be inspected by any member of the Association Board of Directors or his agent or attorney at any reasonable time after giving five (5) days' written notice to the Secretary or Treasurer of his desire to make such inspection.

ARTICLE XI CONTRACTS, CHECKS AND FUNDS

Section 11.01. The Association Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific activities except that the officer or officers, agent or agents, so designated may not incur indebtedness in excess of the annual income of the Association for the immediately preceding fiscal year without the approval of the Association Board of Directors.

Section 11.02. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association in such manner as shall from time to time be determined by resolution of the Association Board of Directors. In the absence of such determination by the Association Board of Directors such instrument shall be signed by the Treasurer.

**ARTICLE XII
ACCOUNTING YEAR**

Section 12.01. The accounting Year of the Association shall begin on the first day of January of each year and end on the thirty-first day of December next following, although all terms of office shall run from one annual conference to another.

**ARTICLE XIII
LIABILITY OF ASSOCIATION BOARD OF DIRECTORS
MEMBERS AND OFFICERS**

Section 13.01. Members of the Association Board of Directors shall have no liability whatsoever to any person in connection with their conduct of the affairs of the Association or the management, investment or disbursement of the funds of the Association unless they be guilty of actual fraud or so grossly negligent as amounts to fraud.

**ARTICLE XIV
AUTHORITY**

Section 14.01. Robert's Rules of Order Revised shall govern all meetings of the Association Board of Directors and the Committees appointed by the Board of Directors insofar as they are applicable and not inconsistent with the statutes of the State of Texas, the Articles of Incorporation and these Bylaws.

ARTICLE XV
AMENDMENTS TO BYLAWS

Section 15.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors present at any regular or special meeting at which a quorum is present, provided the text of the changes has been distributed to the full Board of Directors through publication of the agenda in advance of the meeting and the proposal has been included on the agenda.