

**AMENDED AND RESTATED
BYLAWS
OF
ODYSSEY OF THE MIND-TEXAS, INC.**

**ARTICLE ONE
NAME, PURPOSES, POWERS, OFFICES AND MEMBERS**

Section 1.1. Name. The name of this corporation is Odyssey of the Mind-Texas, Inc., (“OotM-Texas”).

Section 1.2. Purposes. OotM-Texas is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision hereafter in effect (the “Code”) as more specifically set forth in Article Four of the Articles of Incorporation, as amended.

Section 1.3. Powers. OotM-Texas is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code; provided, however, OotM-Texas 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 1.4. Offices. OotM-Texas may have, in addition to its registered office, an office in such place or places as the Board of Directors may from time to time determine.

Section 1.5. Members. OotM-Texas has no members.

**ARTICLE TWO
BOARD OF DIRECTORS**

Section 2.1. General Powers. The activities, property and affairs of OotM-Texas shall be managed by its Board of Directors, which may exercise all such powers of OotM-Texas and do all such lawful acts and things as are permitted by statute, by the Article of Incorporation, as amended or by these Bylaws.

Section 2.2. Number, Term and Qualifications. The Board of Directors of OotM-Texas shall consist of not less than three (3) persons. Until changed by amendment to these bylaws or by the adoption of a resolution of the Board of Directors at a meeting of the Board of Directors held in accordance with these bylaws (or by execution of written consent in lieu of such a meeting), the number of Directors shall be five (5). Directors shall be appointed or removed (with or without cause) by a majority vote of the Directors then serving in office. Each Director shall serve until his or her death, disability, resignation, or removal (with or without cause).

Section 2.3. Annual Meetings. An annual meeting of the Board of Directors shall be held each year at such time and place as the Board of Directors shall select, and it shall be the duty of the secretary of the corporation to give ten days notice of such meeting to each Director by mail, electronic mail, facsimile or telephone to each Director not personally notified. At such annual meeting, the Directors shall elect officers and transact any and all other business as may properly come before the meeting.

Section 2.4. 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 resolution adopted by the Board of Directors and communicated by notice to all Directors. Except as otherwise provided by statute, by the Articles of Incorporation, as amended, or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than two (2) nor more than twenty (20) days' prior notice to each Director. Special meetings may be called in like manner and on like notice on the written request, including by way of electronic mail as set forth in Section 4.1 below, of two (2) or more Directors. Except as otherwise provided by statute, by the Articles of Incorporation, as amended, or by these Bylaws, 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 2.6. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence in person of a majority of the number of Directors then in office 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, as amended, or by these Bylaws. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation, as amended, or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. In the event that an equal number of votes are cast for adoption or rejection of any proposal before the Board of Directors, a Director who is also the President of OotM-Texas, or such other person as may be named by the Board of Directors from time to time, may cast a vote in the decision to break the tie.

A Director may vote in person or by written proxy. Directors present by proxy at any meeting of the Board may not be counted towards a quorum. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, 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.

Section 2.7. Advisory Directors. Advisory Directors not having and exercising the authority, responsibility, or duties of a Director in the management of OotM-Texas may be designated by a resolution adopted by the Directors. Advisory Directors shall not be entitled to vote on any action brought before the Board.

Section 2.8. Compensation of Directors; Expenses. Persons serving as Directors shall not receive any salary or compensation for their services as Directors; provided, however, that nothing contained herein shall be construed as precluding any Director from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a Director) that are reasonable and necessary in carrying out OotM-Texas' purposes as the Board of Directors may from time to time determine. A Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as a Director.

Section 2.9. Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Articles of Incorporation, as amended, or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 2.9 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 was not lawfully called or convened.

ARTICLE THREE **COMMITTEES**

Section 3.1. General. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of OotM-Texas. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors. The designation of such committees and the delegation thereto of authority 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.

Section 3.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of OotM-Texas may be designated by a resolution adopted by the Directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be Directors of OotM-Texas. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President whenever in the President's judgment the best interests of OotM-Texas shall be served by such removal.

Section 3.3. Term of Office. Each member of a committee or advisory board created pursuant to this Article Three shall continue as such until the next annual meeting of the Directors of OotM-Texas and until such member's successor is appointed, unless the committee or the advisory board is sooner terminated, or unless such member is removed from such committee or advisory board or committee or shall cease to qualify as a member thereof.

Section 3.4. Chair. Unless otherwise designated by these Bylaws, one or more members of each committee or advisory board created pursuant to this Article Three shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

Section 3.5. Vacancies. Vacancies in the membership of any committee or advisory board created pursuant to this Article Three may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee or advisory board created pursuant to this Article Three, a majority of the whole committee or advisory board 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 committee or advisory board.

Section 3.7. Rules. Each committee or advisory board created pursuant to this Article Three may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FOUR **NOTICES**

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation, as amended, or these Bylaws, notice is required to be given to any Director or committee member of OotM-Texas, 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 transmission, by electronic mail, by other electronic communication if permitted by the Texas Business Organizations Code, or by United States mail, postage prepaid, addressed to the Director or committee member at such person's address as it appears on the records of OotM-Texas. Any notice required or permitted to be given by United States mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid. Any notice required or permitted to be given by facsimile or by electronic mail shall be deemed to be given upon successful transmission of such facsimile or of such electronic mail.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member of OotM-Texas under the provisions of any statute, the Articles of Incorporation, as amended, or these Bylaws, 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 FIVE
OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 5.1. Elected Officers. The elected officers of OotM-Texas shall include a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of any such Vice President, with such descriptive title, if any, as the Board shall deem appropriate).

Section 5.2. Election; Term. All elected officers shall be elected by the Board of Directors at each annual meeting thereof. The term of office for each officer shall be two (2) years. In any event, a duly-elected officer shall serve in the office to which he or she is elected until such officer's successor has been duly elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.3. 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 Bylaws or determined-from-time to time by the Board.

Section 5.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

Section 5.5. President. The President shall be the chief executive officer of OotM-Texas and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of OotM-Texas and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors and shall serve as an ex-officio member of each committee (if any) having the authority of the Board of Directors in the management of OotM-Texas. Subject to the direction of the Board of Directors, the President shall have general authority to execute bonds, deeds and contracts in the name of OotM-Texas and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of OotM-Texas 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 appertaining to the office of president of a Foundation, except as otherwise provided by statute, the Articles of Incorporation, as amended, or these Bylaws. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 5.6. Vice Presidents. Each Vice President, if any, 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.

Section 5.7. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The 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 Secretary shall keep and account for all books, documents, papers and records of OotM-Texas, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a Foundation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 5.8. Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist the Secretary 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 Secretary, the President or the Board of Directors.

Section 5.9. Treasurer. The Treasurer shall be the chief financial officer of OotM-Texas and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of OotM-Texas. The Treasurer shall supervise the preparation of all operating and financial statements of OotM-Texas. The Treasurer shall have the care and custody of all monies, funds and securities of OotM-Texas; 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; and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of OotM-Texas. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors.

Section 5.10. Assistant Treasurers. Each Assistant Treasurer, if any, shall generally assist the Treasurer 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 Treasurer, the President or the Board of Directors.

Section 5.11. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of OotM-Texas shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation, as amended, or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE SIX **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of OotM-Texas, 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 OotM-Texas, and such authority may be general or confined to specific instances.

Section 6.2. 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 OotM-Texas shall be signed by such officer or officers, or agent or agents, of OotM-Texas 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 and the Treasurer of OotM-Texas.

Section 6.3. Deposits. All funds of OotM-Texas shall be deposited from time to time to the credit of OotM-Texas 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 SEVEN **CONFLICTS OF INTEREST POLICY**

Section 7.1. Definitions. A conflict of interest exists when a Director has a personal, financial or business interest in a transaction or potential transaction in which the interests of OotM-Texas are also involved. A conflict of interest might arise out of a Director's relationships, positions or circumstances in which he or she is involved, including a family relationship or other relationship involving a fiduciary capacity owed to the other party to the contract or transaction under consideration. Such relationships, positions or circumstances might include ownership of a business that might provide goods or services to OotM-Texas (or have other unique relationships with OotM-Texas) or service as a trustee, director, or consultant to a nonprofit organization.

Section 7.2. Disclosure of Conflict of Interest. Prior to a Board action on a contract or transaction (e.g., contract approval, sale of stock), Directors shall disclose any potential interest (e.g., personal, financial or business) of the Director or family that would be affected by any action being considered for a vote by the Board of Directors (a "conflict of interest"). Such disclosure must be of record in the minutes.

Section 7.3. Consideration of Transaction or Contract. A Director who has a conflict of interest may not participate in or be present for discussion of the matter, except that the Director who has a conflict of interest may meet with the Board of Directors to disclose material facts and to respond to questions. A Director who has a conflict of interest may not attempt to exert his or her personal influence either at or outside the meeting.

Section 7.4. Voting by Disinterested Directors. The Director with the conflict of interest may not vote or be present for voting on the matter. The Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in OotM-Texas' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7.5. Violations of Conflict of Interest Policy. If the Board of Directors has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.6. Annual Statements. Each Director shall annually sign a statement which affirms such person:

- (i) has received a copy of the Bylaws containing the Conflict of Interest Policy,
- (ii) has read and understands the Policy,
- (iii) has agreed to comply with the Policy, and
- (iv) understands OotM-Texas is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

See attached **Exhibit A** to these Bylaws for the form of such annual statement.

Section 7.7. Periodic Reviews. To ensure OotM-Texas operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted of OotM-Texas' governing documents, material contracts, compensation arrangements and partnerships, joint ventures, and arrangements with other organizations (if any) to ensure that OotM-Texas is working to further its exempt purposes and that the foregoing do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE EIGHT **ACTIONS WITHOUT MEETINGS**

Any action required or permitted to be taken at any meeting of the Directors or the members of a committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Directors or all of the committee members, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

ARTICLE NINE **MISCELLANEOUS**

Section 9.1. Dividends Prohibited. No part of the net income of OotM-Texas shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of OotM-Texas shall be distributed to its directors or officers. Notwithstanding the

foregoing, OotM-Texas may pay compensation in a reasonable amount to its officers, directors and committee members for services rendered as set forth in Section 2.8.

Section 9.2. Loans to Officers and Directors Prohibited. No loans shall be made by OotM-Texas to its officers or to its directors. Any directors voting for or assenting to the making of any loan to a director or officer which is prohibited by the Texas Business Organizations Code, and any officer participating in the making thereof, shall be jointly and severally liable to OotM-Texas for the amount of such loan until repayment thereof.

Section 9.3. Fiscal Year. The fiscal year of OotM-Texas shall be fixed by resolution of the Board of Directors.

Section 9.4. Seal. OotM-Texas' seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 9.5. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 9.6. Invalid Provisions. If any part of these Bylaws 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 9.7. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE TEN **AMENDMENTS**

The Bylaws and Articles of Incorporation, as amended, of OotM-Texas may be amended by the Board at any meeting of the Board pursuant to the provisions of Section 2.6, provided that notice of the proposed amendment shall have been given to each Director in writing at least three days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which a majority of the Directors of OotM-Texas are present.

CERTIFICATE

I, Judy Moore, hereby certify that I am the president of Odyssey of the Mind-Texas, Inc., a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the Amended and Restated Bylaws of Odyssey of the Mind-Texas, Inc., which are in full force and effect on the date hereof.

Judy Moore, President

Date: April ____, 2013

EXHIBIT A

ODYSSEY OF THE MIND-TEXAS, INC.

ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

In accordance with Section 7.6 of the Bylaws and the Conflict of Interest Policy of the OotM-Texas, Inc. (“OotM-Texas”), I, _____, a Director of the OotM-Texas, make the following statements:

1. I have read and understand the OotM-Texas’ Conflict of Interest Policy.
2. I agree to comply with the OotM-Texas’ Conflict of Interest Policy, including disclosing, prior to a Board action on a contract or transaction (e.g., charitable distribution from the Foundation, contract approval), any conflict of interest or potential conflict of interest (e.g., personal, financial or business) of my own or my family (as such terms are used in the Conflicts of Interest Policy) that would be affected by the action being considered for a vote by the Board of Directors. Except for those disclosures made herein, I further understand and agree that such disclosure must be of record and in the minutes.
3. I understand that OotM-Texas is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
4. In accordance with OotM-Texas’ Conflict of Interest Policy, I hereby disclose the following information:
 - A. I, or one or more members of my family (as defined in the Conflicts of Interest Policy), am an owner, officer, director, employee, consultant and/or agent, or receive a significant financial benefit from, or have, directly or indirectly, a material financial interest in, the following outside concerns which I have reason to believe the OotM-Texas may purchase or lease from, or sell or lease to, one or more of the following items: goods, products, property, or other types of interests, or one or more types of services:

Organization

Position or Interest Held

Additional Comments: _____

Dated effective this ____ day of _____, 20__.

By: _____

Name: _____

Title: Director