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Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $1,000,000 and total assets less than $2,500,000 at the end of the year may use this form

▶ *The organization may have to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-1150

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization
JEFFERSON COUNTY BAR ASSOCIATION FOUNDATION

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
1001 PEARL ST. 202

City or town, state or country, and ZIP + 4
BEAUMONT, TX 77701

D Employer identification number
76-0556487

E Telephone number
(409)835-8647

F Group Exemption Number ▶

- **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method: ☒ Cash ☐ Accrual
Other (specify) ▶

I Website: ▶ N/A

H Check ▶ ☒ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ or 990-PF)

J Organization type (check only one)— ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check ▶ ☐ if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if $1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 87,742.

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Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received		1	43,222.
	2	Program service revenue including government fees and contracts		2	
	3	Membership dues and assessments		3	
	4	Investment income		4	1,125.
	5a	Gross amount from sale of assets other than inventory	5a		
	b	Less: cost or other basis and sales expenses	5b		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)		5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from **gaming**, check here ▶ ☐			
	a	Gross revenue (not including $ _____ of contributions reported on line 1)	6a 43,259.		
	b	Less: direct expenses other than fundraising expenses	6b 21,388.		
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)		6c	21,871.
	7a	Gross sales of inventory, less returns and allowances	7a		
	b	Less: cost of goods sold	7b		
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		7c	
	8	Other revenue (describe ▶ MISCELLANEOUS INCOME)		8	136.
	9	**Total revenue** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶		9	66,354.
Expenses	10	Grants and similar amounts paid (attach schedule)		10	
	11	Benefits paid to or for members		11	
	12	Salaries, other compensation, and employee benefits		12	35,604.
	13	Professional fees and other payments to independent contractors		13	
	14	Occupancy, rent, utilities, and maintenance		14	
	15	Printing, publications, postage, and shipping		15	1,306.
	16	Other expenses (describe ▶ SEE STATEMENT 1)		16	9,646.
	17	**Total expenses.** Add lines 10 through 16 ▶		17	46,556.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)		18	19,798.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)		19	100,153.
	20	Other changes in net assets or fund balances (attach explanation)		20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶		21	119,951.

Part II Balance Sheets. If Total assets on line 25, column (B) are $2,500,000 or more, file Form 990 instead of Form 990-EZ.

	(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	100,153.	22	119,951.
23	Land and buildings		23	
24	Other assets (describe ▶)		24	
25	**Total assets**	100,153.	25	119,951.
26	**Total liabilities** (describe ▶)	0.	26	0.
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	100,153.	27	119,951.

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? SEE STATEMENT 4

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others.)

28 SEE STATEMENT 3

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 28a

29

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 29a

30

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 30a

31 Other program services (attach schedule)

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 31a

32 **Total program service expenses** (add lines 28a through 31a) ▶ 32 0.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
CHRISTINE KIBBE 350 PINE STREET, BEAUMONT, TX 77701	PRESIDENT 0.00	0.	0.	0.
RANDY SHELTON 1149 PEARL, BEAUMONT, TX 77701	TRUSTEE 0.00	0.	0.	0.
YVONNE COMO, 2345 IH-10 EAST #3, BEAUMONT, TX 77704	TRUSTEE 0.00	0.	0.	0.
JIMMY HAMM 3560 DELAWARE, BEAUMONT, TX 77706	TRUSTEE 0.00	0.	0.	0.
TRACY RICHARDSON 595 ORLEANS #1400, BEAUMONT, TX 77701	TRUSTEE 0.00	0.	0.	0.
RONNIE COHEE 1020 HOWELL, BEAUMONT, TX 77706	TRUSTEE 0.00	0.	0.	0.
EDDIE ARNOLD, 1149 PEARL, 4TH FLOOR, BEAUMONT, TX 77701	TRUSTEE 0.00	0.	0.	0.
STEVE JOHNSON 575 N. 7TH STREET, BEAUMONT, TX 77702	TRUSTEE 0.00	0.	0.	0.
PAT CHAMBLIN P.O. BOX 16, BEAUMONT, TX 77704	TRUSTEE 0.00	0.	0.	0.
MOLLY MOORE 2615 CALDER #800, BEAUMONT, TX 77702	TRUSTEE 0.00	0.	0.	0.
ZACK HAWTHORN 485 MILAM, BEAUMONT, TX 77701	TRUSTEE 0.00	0.	0.	0.
BONNIE DEAN, 1001 PEARL ST., STE 202, BEAUMONT, TX 77701	DIRECTOR 0.00	0.	0.	0.

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but **not** reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b	N/A	
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Sch. N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still unpaid at the start of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I	40b		X
c	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X
41	List the states with which a copy of this return is filed. ▶ NONE			
42a	The books are in care of ▶ JEFFERSON COUNTY BAR ASSOC FOUNDATI Telephone no. ▶ 409-835-8647			
	Located at ▶ 1001 PEARL ST., STE 202, BEAUMONT, TX ZIP + 4 ▶ 77701			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		X
	If "Yes," enter the name of the foreign country: ▶			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts**			
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c		X
	If "Yes," enter the name of the foreign country: ▶			
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A			

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization(s) a section 527 organization?	49b		

50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
NONE				
Total number of other employees paid over $100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

NONE

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors each receiving over $100,000 ▶		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

▶ Signature of officer — Date: 1/5/10

▶ CHRISTINE KIBBE, PRESIDENT
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's Identifying Number (See instr.)
	12/18/09		

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CAVETT, TURNER & WYBLE, L.L.P.
P.O. BOX 2032
BEAUMONT, TEXAS 77704

EIN ▶

Phone no. ▶ (409) 898-0070

May the IRS discuss this return with the preparer shown above? See instructions ▶ [X] Yes ☐ No

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
JEFFERSON COUNTY BAR ASSOCIATION FOUNDATION	76-0556487

Part I Reason for Public Charity Status (All organizations must complete this part) (see instructions)

The organization is not a private foundation because it is· (Please check only **one** organization.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives. (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete the Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
JEFFERSON COUNTY BAR A	74-1593021	501(C)(6)	X		X		X		0.
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 15 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III | Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-EZ PAGE 1 990-EZ

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAPTOP COMPUTER	08150020	0DB	5.00	17	3,476.		3,476.				0.
2	COPIER	08150020	0DB	5.00	17	15,151.		15,151.				0.
3	CHAIR	08150020	0DB	7.00	17	127.		127.				0.
	* TOTAL 990-EZ PG 1 DEPR					18,754.		18,754.	0.	0.	0.	0.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-EZ OTHER EXPENSES STATEMENT 1

DESCRIPTION	AMOUNT
MISCELLANEOUS	2,715.
TAXES - PAYROLL	2,780.
INSURANCE	118.
COMPUTER EXPENSES	825.
OFFICE SUPPLIES	560.
PRO BONO EXPENSE	674.
ADVERTISING EXPENSE	467.
DIRECTOR MEETINGS	516.
ACCOUNTING	791.
DUES & SUBSCRIPTIONS	30.
BANK SERVICE CHARGES	170.
TOTAL TO FORM 990-EZ, LINE 16	9,646.

FORM 990-EZ INFORMATION REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS STATEMENT 2

A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? . . . . . [ ] YES [X] NO

B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [ ] YES [X] NO

TO ACQUIRE, RETAIN AND ADMINISTER A FUND OR FUNDS TO BE HELD, INVESTED AND USED EXCLUSIVELY TO CARRY OUT THE CHARITABLE, EDUCATIONAL, SCIENTIFIC AND LITERARY PURPOSES OF THE JEFFERSON COUNTY BAR ASSOCIATION.

SUPPORTING ORGANIZATION TO THE JEFFERSON COUNTY BAR ASSOCIATION IN ACCORDANCE WITH CODE SECTION 509(A)(3) AND IN CONFORMANCE WITH THE REQUIREMENTS SET FORTH IN TREASURY REGULATION 1.509(A)-4(G) AND (K).

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	JEFFERSON COUNTY BAR ASSOCIATION FOUNDATION	76-0556487
	Number, street, and room or suite no If a P O box, see instructions. 1001 PEARL ST., NO. 202	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BEAUMONT, TX 77701	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[X] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

JEFFERSON COUNTY BAR ASSOC FOUNDATI

- The books are in the care of ▶ 1001 PEARL ST., STE 202 - BEAUMONT, TX 77701
  Telephone No ▶ 409-835-8647 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2008, and ending JUN 30, 2009

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2009)

823831
05-26-09

AMENDED BYLAWS OF

JEFFERSON COUNTY BAR ASSOCIATION FOUNDATION

A Texas Nonprofit Corporation

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AMENDED BYLAWS OF

JEFFERSON COUNTY BAR ASSOCIATION FOUNDATION

A Texas Non-Profit Corporation
Adopted Effective as of March 27, 2009

ARTICLE I

Name, Purpose and Definitions

Section 1. Name. The name of this corporation shall be Jefferson County Bar Association Foundation, and it is referred to in these bylaws as the Foundation.

Section 2. Purpose. The Foundation is a nonprofit corporation organized to acquire, retain and administer a fund or funds to be held, invested and used exclusively to carry out the charitable, educational, scientific and literary purposes [within the meaning of sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States internal revenue law] of the Jefferson County Bar Association, a Texas nonprofit corporation or any successor entity.

In furtherance of the foregoing purposes the Foundation shall be organized and operated solely for the benefit of and under the operation, supervision or control of the Jefferson County Bar Association, and shall be a "supporting organization" to the Jefferson County Bar Association in accordance with Code Section 509(a)(3) and in conformance with the requirements set forth in Treasury Regulation 1.509(a)-4(g) and (k).

The Foundation shall not engage in any activities that are not in furtherance of charitable, educational, scientific or literary purposes except as an insubstantial part of its activities.

The Foundation shall have and exercise all powers specified in Titles 1 and 2 of the Texas Business Organizations Code and former Art. 2.02 of the Texas Nonprofit Corporation Act or any corresponding successor code or statutes.

Section 3. Definitions. In these Bylaws:

(a) "Association" means the Jefferson County Bar Association.

(b) "Board" or "Board of Directors" means the Board of Directors of the Jefferson County Bar Association Foundation.

(c) "Board of Directors of the Association" means the Board of Directors of the Jefferson County Bar Association.

(d) "Code" shall mean the Internal Revenue Code of 1986 as amended or the corresponding provisions of any future United States Internal Revenue law.

(e) "Directors" means the duly elected or appointed and currently serving members of the Board of Directors of the Jefferson County Bar Association Foundation.

(f) "Foundation" means the Jefferson County Bar Association Foundation.

(g) "Majority" means more than fifty (50%) percent of the total.

(h) "Majority Vote" means the vote of more than fifty (50%) percent of the Directors.

(i) "Supermajority" means more than seventy-five (75%) percent of the total.

(j) "Supermajority Vote" means the vote of more than seventy-five (75%) percent of the Directors.

ARTICLE II

Powers

Section 1. General Powers. In effectuating its purposes, the Foundation shall have all powers conferred by applicable law, specifically including the power to:

(a) Solicit, receive, acquire and hold money and property, real or personal, by grant, contract, gift, contribution, bequest, devise and otherwise.

(b) Administer and expend such money and property, including the proceeds, income, rents and profits derived from such property or money, for the purposes for which the Foundation is formed.

(c) Enter into, make, perform and carry out contracts and grants of every kind for any lawful purpose within the specific and primary purposes for which the Foundation is formed, with any person, firm, corporation, association, government or political entity or subdivision.

(d) Purchase or acquire, own, hold, use, lease (either as lessor or as lessee), sell, exchange, assign, convey, dispose of, mortgage or encumber real or personal property.

(e) Borrow money, incur indebtedness and issue bonds, notes and debentures, and to secure the payment or performance of any such obligations.

(f) Sue and be sued.

(g) To enter into, perform and carry out contracts of every kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Foundation.

(h) Do all other acts necessary or expedient for the administration of the affairs of the Foundation and the attainment of its specific and primary purposes.

Section 2. Restrictions. Notwithstanding any of the foregoing statements of powers, this Foundation shall not engage in any activities which are not in furtherance of, and limited to, the purposes set forth in the Articles of Incorporation, as amended from time to time, of the Foundation.

ARTICLE III

Members

The Foundation shall have no members. Accordingly, the Board of Directors is vested with the authority to establish the general policy for the regulation and conduct of the affairs and business of the Foundation, exercising all powers necessary and appropriate to that end, as set forth in more detail in the next succeeding Article hereof.

ARTICLE IV

Board of Directors

Section 1. General Provisions. The property and affairs of the Foundation shall be managed and controlled by the Board of Directors. At any time a Director shall cease to meet such qualifications, it shall be deemed that (s)he has submitted a resignation in writing to the Board of Directors, effective immediately, and his/her office shall be vacant. The individuals serving on the Board of Directors are referred to in these Bylaws as "Directors".

Section 2. Number, Term, Election, and Removal of Directors. The Board of Directors shall be comprised of FIVE (5) individuals serving in the following officer positions:

(a) Chair

(b) Chair-Elect

(c) Vice Chair

(d) Secretary

(e) Treasurer

At the June meeting of the Board of Directors of the Association, the Secretary and Treasurer of the Foundation will be elected by an affirmative vote of the majority of the Directors of the Association to serve for one (1) year terms or until their successors are elected. The Chair position shall be filled by the Immediate Past President of the Association, the Chair-Elect position shall be filled by the President of the Association, and the Vice Chair position shall be filled by the President-Elect of the Association. Therefore the President-Elect, elected at each annual meeting of the Association, shall serve automatic, successive one (1) year terms for a total of three (3) years on the Foundation Board as described above. The purpose of this election procedure is to provide a consistent leadership presence on the Board of Directors of the Foundation. If the Immediate Past President of the Association is unwilling or unable to serve as

Chair of the Board of Directors this position shall be filled by an affirmative vote of the majority of the Directors of the Association at its June meeting.

The number of Directors may be as modified by the Board of Directors of the Association from time to time, but in no event will there be fewer than five (5) or more than ten (10) Directors serving at any time. Any unfilled or vacant Board positions shall be filled at the June meeting or any special meeting of the Board of Directors of the Association. Directors of the Foundation shall be elected by majority vote of the Directors of the Association. Nominations to fill any expiring Director position of the Foundation may be made by any Director of the Foundation or by any Director or Member of the Association. Any Director of the Foundation may be nominated for and elected to serve consecutive terms. Each Director shall hold office for the term which (s)he is elected and until his/her successor is elected and qualified.

A Director may be removed from office by majority vote of the Board of Directors of the Association for any reason they deem sufficient, with or without cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in the Bylaws of the Association for a special meeting of the Board of Directors of the Association. The notice of the meeting will state that the issue of the proposed removal of a Director of the Foundation will be on the agenda.

Any vacancy in the Board of Directors occurring during any term of office shall be filled by majority vote of the Board of Directors of the Association. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3. Authority. The Board shall have the authority to manage the business and affairs of the Foundation, consistent with the purposes established in its Articles of Incorporation, as amended from time to time, including all lawful powers necessary, expedient and appropriate to:

(a) Issue policy statements on behalf of the Foundation;

(b) Determine the scope and extent of the activities of the Foundation in furtherance of its non-profit purposes and policies;

(c) Supervise and direct the investment of assets, hiring of consultants and the setting of policies for the day to day operations of the Foundation;

(d) Distribute funds to the Jefferson County Bar Association in conformity with the purposes set forth in Article I Section 2 above;

(e) Approve projects and grants in accordance with and in furtherance of the non-profit purposes of the Foundation; and

(f) Apply for and receive grants and donations in accordance with and in furtherance of the non-profit purposes of the Foundation.

Section 4. Meetings.

(a) The Board shall have its annual meeting on or before the first (1st) of September of each calendar year. The Board of Directors by majority vote will select the date and time for the annual meeting. The annual meeting will be held at 1001 Pearl Street, Beaumont, Texas. The Board may provide by resolution the time and place for the holding of any meetings without notice other than as set forth within any such resolution.

(b) Special meetings of the Board may be called by or at the request of the Chair, the Chair-Elect, the Vice Chair or any two directors. The person or persons authorized to call special meetings of the Board may fix the time for such meeting. The place of such special meeting shall be at the principal office of the Foundation. Notice of Special Meetings will be provided to each Director two (2) or more days in advance of such meeting. The Directors may also take action on any business that could be conducted at a regular or special meeting by affirmative written consent provided by a supermajority of all Directors. For purposes of documenting such supermajority vote, any affirmative vote received by the Board via hand

delivery, U. S. mail, telephone facsimile or electronic mail shall qualify as written consent to such action.

(c) A majority of the Directors shall constitute a quorum for the transaction of business.

(d) Directors may participate in a meeting by telephone conference, video conferencing, or any other available Internet communications. Participants using these means must be able to hear and communicate with all others present at the meeting. A Director who participates in a meeting by using any of these means shall be deemed to be present in person at the meeting.

Section 5. Voting.

(a) The presence of a director may not be established by proxy. Each director shall be entitled to one vote upon the business of the Foundation, and a Director must be present in order to vote at any meeting. There shall be no voting by proxy.

(b) Except as otherwise provided in the Articles of Incorporation or these Bylaws, action by the Board shall require the affirmative vote of a majority of the Directors of the meeting attended by a quorum. The method of voting shall be at the discretion of the chair of the meeting.

(c) The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

(d) No business shall be conducted, nor shall any action be taken by the Board, in the absence of a quorum. If less than a quorum is ever present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting without further notice.

(e) The chair of the meeting may initiate a vote on any matter coming before the Board at any duly held meeting or by informal action (as defined in Article IV, 9, below), provided that the action to be taken by the Board complies with the provisions of Titles 1 and 2 of the Texas Business Organizations Code or its successor thereto.

(f) For those Directors participating in the meeting by electronic means as indicated in Section 4(d), the Foundation must implement reasonable measures to verify that every Director voting by electronic means is sufficiently identified and the Foundation must keep a record of any vote or other action taken.

Section 6. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time.

At all meetings of the Board of Directors, the Chair of the Board of Directors shall preside, and in the absence of the Chair, Chair-Elect or the Vice Chair of the Board of Directors, a chair shall be chosen from among the Directors present.

The Secretary of the Foundation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary to the meeting.

All meetings, whether annual, regular or special, will be conducted according to Robert's Rules of Order, except where inconsistent with law or with the Foundation's Articles of Incorporation, as amended, or these Bylaws, or any special rules designed for the Board of Directors or any such committee for the conduct of its meetings.

Section 7. Notice. Notice of any special meeting of the Board, stating the time and place thereof, shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail to each director at his/her residence or business address as shown on the records of the Foundation. If mailed, such notice shall be deemed to be delivered two days after being deposited, postage prepaid, into a United States mail depository so addressed. Notice may also be provided by facsimile or electronic mail to the facsimile number or electronic mail address provided by the Director, or to which the Director consents. Any director may waive notice of any meeting, as provided in Titles 1 and 2 of the Texas Business Organizations Code or its successor thereto. The attendance of a director at any meeting shall constitute a waiver of notice

at such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or in these Bylaws.

Section 8. Compensation. Directors shall not receive any compensation for their services as such, but may be reimbursed for actual and reasonable expenses incurred in the transaction of the business of the Foundation. Nothing contained herein shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

Section 9. Duties of Director. Directors will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the Foundation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Foundation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Foundation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if (s)he has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Foundation or with respect to any property held or administered by the Foundation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

In addition to the above the following duties shall be the duties of the Board:

(1) To keep a complete record of all its acts, and of the proceedings of the meetings, and to present a full statement at the regular annual meetings of the members, showing in detail the condition of the affairs of the Foundation; and

(2) To supervise all agents and employees and see that their duties are properly performed; and

(3) To install such system of bookkeeping and auditing that each member may know and be advised from time to time, fully concerning the receipts and disbursements of the Foundation; and to provide an accounting period on which the books and records shall be kept.

Section 10. Delegating Duties. Directors may delegate duties and responsibilities to employees, agents and other consultants (collectively herein, "agent"), such as the power to provide bookkeeping services, accounting and tax return preparation services; buy or otherwise acquire stocks, bonds, securities, and other investments on the Foundation's behalf; and to sell, transfer, or otherwise dispose of the Foundation's assets and properties at a time and for a consideration that the agent deems appropriate. The Directors may also delegate to one or more agents, the responsibility to access the accounts of the Foundation, sign checks and pay bills and may restrict such rights in any manner deemed necessary to protect such assets. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the agent. The Board may remove or replace any agent at any time and without any cause whatsoever.

Section 11. Interested Directors. Contracts or transactions between Directors, officers, or committee members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or committee member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director

with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. In any such case, the contract or transaction must be approved by a majority of the disinterested Directors or other group with the authority to authorize the transaction.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a super majority of the Directors. For purposes of documenting such super majority vote, any affirmative vote received by the Board via hand delivery, U. S. mail, telephone facsimile or electronic mail shall qualify as written consent to such action.

ARTICLE V

Officers

Section 1. Officers.

(a) The officers of the Foundation shall be those designated as follows:

(i) Chair – the Immediate Past President of the Association. If the Immediate Past President of the Association is unwilling or unable to serve in this capacity this position shall be filled by the affirmative vote of the majority of the Directors of the Association at its June meeting.

(ii) Chair-Elect – the President of the Association

(iii)Vice-Chair – the President-Elect of the Association

(iv) Secretary

(v) Treasurer

(b) Number and title. There shall be a Chair, a Chair-Elect, a Vice Chair, a Secretary, a Treasurer and such additional officers as the Board may determine. No two or more offices may be held by the same person. A properly designated committee, see Article VI below, may perform the functions of an officer. A single committee may perform the functions of two or more officers, including the functions of the chair and the secretary.

(c) Qualifications. All officers shall be members of the Board of Directors.

(d) Remuneration. Officers shall not receive any compensation for their services as such, but may be reimbursed for actual and reasonable expenses incurred in the transaction of the business of the Foundation. Nothing contained herein shall be construed to preclude any officer from serving the Foundation in any other capacity and receiving compensation therefor.

(e) Tenure of office. The officers of the Foundation shall hold office for one (1) year. Any officer elected or appointed by the Board of Directors of the Association may be removed at any time by majority vote of the Board of Directors of the Association. Any action for removal shall be conducted in the procedure prescribed in Article IV Section 2 governing the removal of a Director. Any vacancy of an Officer position occurring during any term of office shall be filled by the affirmative vote of a majority of the Board of Directors of the Association. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

.Section 2. Chair. The Chair shall be the Immediate Past President of the Jefferson County Bar Association. The Chair shall be chief executive officer of the Foundation, having all powers and performing all duties appropriate to the capacity and as may be further designated by the Board. The Chair shall preside at all meetings of the members of the Board, and (s)he may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed in the name of and on behalf of the Foundation, except in cases where the signing

and execution thereof shall be expressly delegated by the Board or these Bylaws or by statute to some other officer or agent of the Foundation.

Section 3. Chair-Elect. The Chair-Elect shall be the then current President of the Jefferson County Bar Association. The Chair-Elect of the Board shall have such powers and duties as may be assigned to him/her by the Board of Directors. At all meetings of the Board of Directors held in the absence of the Chair, the Chair-Elect shall discharge the duties of the Chair in the event of the Chair's absence or inability to act. Any action taken by the Chair-Elect of the Board in the performance of the duties of the Chair of the Board shall be presumptive evidence of the absence or inability to act of the Chair of the Board at the time such action was taken. The Chair-Elect shall perform such other duties as from time to time may be assigned to the Chair-Elect by the Chair or the Board.

Section 4. Vice Chair. The Vice Chair shall be the then current President-Elect of the Jefferson County Bar Association. The Vice Chair of the Board shall have such powers and duties as may be assigned to him/her by the Board of Directors. At all meetings of the Board of Directors held in the absence of the Chair and the Chair-Elect, the Vice Chair shall discharge the duties of the Chair in the event of the Chair's and the Chair-Elect's absence or inability to act. Any action taken by the Vice Chair of the Board in the performance of the duties of the Chair of the Board shall be presumptive evidence of the absence or inability to act of the Chair of the Board at the time such action was taken. The Vice Chair shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair, the Chair-Elect or the Board.

Section 5. Secretary. The Secretary shall be elected by a majority vote of the Directors of the Association. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and shall attend to or direct the giving and serving of all notices. The Secretary shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the

Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct. All such books and records shall at all reasonable times be open for inspection by any Director during business hours. The Secretary shall have custody of the corporate seal, if any. The Secretary may sign with the Chair, in the name and on behalf of the Foundation, any contracts or other agreements, documents or instruments authorized by the Board of Directors, and when so authorized or ordered by the Board, (s)he may affix the seal of the Foundation, if any. (S)he shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him/her by the Board of Directors from time to time.

Section 6. Treasurer. The Treasurer shall be elected by a majority vote of the Directors of the Association. The Treasurer shall have custody of all funds and securities of the Foundation, subject to any regulations or other directions that may be imposed by the Board of Directors. When necessary or proper, (s)he may endorse on behalf of the Foundation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Foundation at such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors. The Treasurer may sign all receipts and vouchers for payments made to the Foundation, either alone or jointly with such other officer as is designated by the Board of Directors. Whenever required by the Board of Directors, (s)he shall render a statement of his/her cash account, and (s)he shall enter or cause to be entered regularly in the books of the Foundation to be kept by him/her for that purpose full and accurate accounts of all monies received and paid out on account of the Foundation. (S)he shall perform all acts incident to the position of treasurer, subject to the control of the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of his/her duties in such form as the Board of Directors may require. In addition to the foregoing, the Treasurer

shall perform such other duties as may be assigned to him/her by the Chair or the Board of Directors from time to time.

ARTICLE VI

Committees

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees (each of which shall consist of two or more directors), which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Foundation. However, no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Foundation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefor; adopting a plan for the dissolution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Foundation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any members thereof may be removed by the person or persons authorized to appoint such members whenever, in their judgment, the best interests of the Foundation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 5. 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.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VII

Indemnification

Section 1. When Indemnification Is Required, Permitted, and Prohibited.

(a) The Foundation may indemnify a director, officer, or employee of the Foundation who was, is or may be named party, defendant or respondent in any proceeding as a result of his/her actions or omissions within the scope of his/her official capacity in the Foundation.

(b) The Foundation may indemnify a person only if (s)he acted in good faith and reasonably believed that his/her conduct was in the Foundation's best interest. In case of a criminal proceeding, the person may be indemnified only if (s)he had no reasonable cause to believe that the conduct was unlawful. The Foundation will not indemnify a person who is found liable to the Foundation or is found liable to another on the basis of improperly receiving a

personal benefit from the Foundation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by a judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Foundation.

(c) The Foundation may pay or reimburse expenses incurred by a director, officer, or employee of the Foundation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Foundation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Foundation may indemnify a director, officer, or employee of the Foundation to the extent permitted by law. However, the Foundation will not indemnify any person in any situation in which indemnification is prohibited by Section 1(a), above.

(e) The Foundation may advance expenses incurred or to be incurred in the prosecution or defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has no been final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Section 3(c), below, have been satisfied. Furthermore, the Foundation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Foundation against that person or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent or Nature of Indemnity. The indemnity permitted under these Bylaws may include indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Foundation, the

indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. Procedures Relating to Indemnification Payments.

(a) Before the Foundation may pay any indemnification expenses (including attorney's fees), the Foundation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph (c), below. The Foundation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named parties, including defendants or respondents, in the proceeding.

(ii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraph (i) above, or if such a quorum cannot be obtained, by a majority vote of all directors.

(b) The Foundation may authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(ii) above, governing selection of special legal counsel. A provision contained in the articles of incorporation, as amended, or a resolution of the Board that requires the indemnification permitted by Section 1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Foundation may advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude

indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under paragraph (a), above. In addition to this determination, the Foundation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance or from that person's duly-authorized legal representative. The person's written affirmation will state that he has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Foundation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

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

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select. Any such funds may also be invested in federally backed or insured investments.

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

ARTICLE IX

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the Foundation is hereby located at 1001 Pearl Street, Beaumont, Texas, 77701. The Board shall have full power and authority to change the principal office from one location to another in said County.

Section 2. Other Offices. From time to time it may become necessary for the Foundation to establish other local offices, on either a permanent or temporary basis, within and without the State of Texas, and in such event, the Board is authorized to take all necessary steps in order to establish, staff, operate and close such other offices as may be necessary for the furtherance of the purposes of the Foundation.

ARTICLE X

Amendment

The Board shall have the power and authority to alter, amend and repeal the Bylaws of the Foundation, by an eighty percent (80%) or more vote of the Board, at a regular or specially called meeting of the Board. Notice of such proposed repeal or amendment must be given to each Director in accordance with Article IV, Section 7.

ARTICLE XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Foundation shall end June 30.

Section 2. Dissolution. Dissolution shall conform to the manner prescribed in all then current Internal Revenue Service procedures, rulings and regulations for dissolving a charitable entity/nonprofit corporation.

Section 3. Severability. In the event that any one or more of the provisions of these Bylaws shall be held or otherwise found to be invalid, illegal or unenforceable, all other provisions here of shall be given effect separately therefrom and shall not be affected thereby.

Section 4. Resignations. Any Director, Advisory Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the chair of the Board or Secretary. The acceptance of a resignation shall not be necessary to make if effective, unless expressly so provided in the resignation.

Section 5. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 6. Headings, Number and Gender. The headings used in these Bylaws are for convenience and may not be considered in construing the Bylaws. Pronouns, nouns, and terms as used in these Bylaws shall include the masculine, feminine, neuter, singular and plural forms whenever appropriate to the context.

Section 7. Parties Bound. The Bylaws will bind and inure to the benefit of the directors, officers, advisory directors, employees and agents of the Foundation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as the Bylaws otherwise provide.

Section 8. Seal. The Board shall designate a corporate seal.

ADOPTED by the Board on this the 27th day of March, 2009, pursuant to the authorization of the Articles of Incorporation, to certify which witness the signature of the Secretary of the Board.

Molly Moore
Secretary