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**AMENDED AND RESTATED BYLAWS
OF THE DALLAS MORTGAGE BANKERS ASSOCIATION,
A TEXAS NOT-FOR-PROFIT CORPORATION**

ARTICLE I. PURPOSES AND LIMITATIONS.

The Dallas Mortgage Bankers Association (the “Corporation”) is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of 26 U.S.C. §§ 501(c)(3), 170(c)(2)(B), 2055(a)(2), 2522(a)(2) or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in 26 U.S.C. §§ 501(c)(3), 170(c)(2). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is dedicated to:

- Growing a membership that is dedicated to professional and ethical business practices and personal conduct of the highest standard;
- Keeping its members informed with respect to local, state and national legislative matters that affect or could potentially affect the interests of its members or mortgage lenders;
- Providing and promoting opportunities to educate its members and industry associates in all matters affecting the mortgage industry, including all current and pending rules, legislation and regulations affecting the real estate finance industry;
- Providing and promoting social networking opportunities to its members and industry associates to discuss mortgage industry developments, trends, benchmarks and issues;
- Providing a forum for discussion amongst its members, affiliates and associates on all matters affecting the mortgage industry; and
- Providing a forum for social awareness and charitable outreach to individuals and organizations that promote the greater good of the industry and the community as a whole.

The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Certificate of Formation, as may from time to time be amended (the “Certificate”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Texas Business Organizations Code, as may from time to time be amended (the “TBOC”), not outside the scope of the Certificate.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under 26 U.S.C. § 501(a), as an organization described in 26 U.S.C. § 501(c)(3); and/or (b) by an organization, contributions to which are deductible under 26 U.S.C. §§ 170(c)(2), 2055(a)(2) or 2522(a)(2).

ARTICLE II. MEMBERS.

Section 2.1. Members. The Corporation will have voting members ("Voting Members") who will be admitted as set forth in Section 2.2. Voting Members shall have no voting rights or any other rights or privileges with respect to the governance of the Corporation except as specifically provided herein. The Voting Members shall have removal voting rights with respect to the Directors elected to the Board as set forth in Section 3.11.

Section 2.2. Admission to Membership. All individuals and organizations interested in the Corporation's purposes set out in Article I herein are eligible to be considered for admission as Voting Members. An individual or organization will be admitted as a Voting Member in accordance with the criteria and procedures established by the Board of the Corporation (the "Board").

Section 2.3. Membership Dues. The Board may establish dues for Voting Members. Members may be expelled for the nonpayment of dues or by the Board. The Board may increase or decrease any dues established from time to time to reflect the needs of the Corporation.

Section 2.4. Annual or Regular Meetings. The annual meeting of the Voting Members will be held on the first Thursday of each January, or at such date as the Board may determine, which meeting will be held for the purpose of presenting the elected Board of the Corporation. If the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day or at such other date and time as will be designated from time to time by the Board and stated in the notice of the meeting. The annual meeting may be held either within or outside the State of Texas. The Voting Members may provide, by resolution, the time and place, either within or without the State of Texas, for the holding of regular meetings, either monthly or bi-monthly, without notice other than such resolution.

Section 2.5. Special Meetings. A special meeting of Voting Members may be called by the President, by the Board, or by the Voting Members having not less than one-tenth (10%) of the votes entitled to be cast at the meeting. Only those matters that are within the purpose or purposes described in the meeting notice required by these bylaws (Bylaws) may be conducted at a special meeting of Voting Members.

Section 2.6. Notice. Written notice of any meeting of the Voting Members, stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, will be delivered to each Voting Member not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice of a meeting that is: (a) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Corporation; and (b) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

Section 2.7. Waiver of Notice. A Voting Member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Voting Member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Voting Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Voting Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

Section 2.8. Quorum and Voting. One-Tenth (10%) of the Voting Members will constitute a quorum for the transaction of business at any meetings of the Voting Members; provided, however, that if less than said threshold of the Voting Members for quorum are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. Each Voting Member in good standing and present at any such meeting of the Voting Members will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. A Voting Member may vote in person or by proxy executed in writing by the Voting Member or the Voting Member's attorney-in-fact. A vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

Section 2.9. Meeting by Remote Communications Technology. A meeting of the Voting Members may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system; and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Voting Member's participation in a meeting held in a manner provided for in this section constitutes that Voting Member's presence at the meeting.

Section 2.10. Manner of Acting. Except as otherwise provided herein, in the Certificate or in the TBOC, the act of the majority of the Voting Members present at a meeting of the Voting Members at which a quorum is present will be the act of the Voting Members.

Section 2.11. Removal. A Voting Member may be removed, with or without cause, by the Board. In addition, a Voting Member may voluntarily cease to be a Voting Member by notifying the Board, pursuant to written notice to the President of their resignation as a Voting Member.

Section 2.12. Compensation. Voting Members will not receive any compensation for serving as a Voting Member. No Voting Member will receive compensation for any personal services rendered unless otherwise approved by vote of the Board.

ARTICLE III. BOARD OF DIRECTORS.

Section 3.1. General Powers. Other than such rights, if any, reserved for Members, under these Bylaws, the Certificate, or the Act, the affairs of the Corporation will be managed by the Board.

Section 3.2. Number; Qualifications. The number of Directors may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not fewer than three (3) and not more than twenty (20). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director. Directors need not be residents of the State of Texas. The elected officers of the Corporation shall also be Directors.

Section 3.3. Election and Term of Office. The Directors will be elected at the annual meeting of the Directors. Directors will serve one-year terms ending upon the next annual meeting of the Directors, provided that the outgoing Directors will remain in office until their successors have been elected and qualified. The Directors whose terms are due to expire at any annual meeting will have voting rights to elect the Directors whose terms begin with the adjournment of such meeting, and such Directors, as electors, will have the full power and authority to re-elect any, several or all of the Directors whose terms are due to expire to succeed themselves in office.

Section 3.4. Annual and Regular Meetings. The annual meeting of the Board will be held on the second Thursday of each December, or at such date the Board will determine, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. The Board may provide, by a resolution, the time and place, within the Dallas Fort-Worth Metroplex, for the holding of regular meetings, other than the annual meeting, without notice other than such resolution. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible.

Section 3.5. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President, or by any two Directors.

Section 3.6. Notice; Waiver of Notice; Place of Meetings. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened. Meetings of the Board, annual, regular or special, shall be held at the principal office or place of business of the Corporation or such other place either within or without the State of Texas, as may be specified in the respective notices or waivers of notice, thereof.

Section 3.7. Quorum and Voting. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if

less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.8. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the TBOC or the Certificate.

Section 3.9. Meeting by Remote Communications Technology. A meeting of the Board or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if a majority of the persons entitled to participate in the meeting consents to the meeting being held by means of that system; and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Director's participation in a meeting held in a manner provided for in this section constitutes that Director's presence at the meeting.

Section 3.10. Action Without Meetings. Any action required or permitted by law to be taken at any meeting of the Board or any committee thereof may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the members of the Board or a majority of all of the members of such committee, as the case may be, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the Board or the committee. Such written consent shall be filed in the minutes or proceedings of the Board or committee, as appropriate, and a copy of same shall be sent to each member of the Board or committee, as the case may be, who did not sign such consent.

Section 3.11. Removal; Vacancies. The Voting Members may, with or without cause, remove one or more Directors elected by the Board at any meeting of the Voting Members. A Director elected by the Board may also be removed with or without cause at any meeting of the Directors by a vote of a majority of the other Directors then in office. A vacancy on the Board shall be filled by the affirmative vote of the majority of the remaining directors, regardless of whether that majority is less than a quorum. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. A vacancy on the Board occasioned by a resolution of the Board to increase the number of Directors may be filled at a special meeting of the Board called for such purpose. Any Director elected to fill a vacancy created by an increase in the number of Directors shall serve until the next annual election of Directors or until his or her successor is elected and qualified.

Section 3.12. Resignation. A Director may resign at any time by delivering a written resignation to the Chairman of the Board, if one has been appointed, or the President of the Corporation. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3.13. Compensation. Directors as such will not receive any compensation for their services as Directors; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable

compensation for personal services actually rendered. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV. COMMITTEES OF THE BOARD.

Section 4.1. Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of one or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

Section 4.2. Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.3. Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board when required. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

Section 4.4. Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.5. Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.7. Committee Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article III of these Bylaws.

ARTICLE V. OFFICERS.

Section 5.1. Elected Officers. The elected officers of the Corporation shall minimally consist of a President, a Vice-President, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office, except that the offices of President and Secretary shall not be held by the same person. Except for the Treasurer, no person may serve as an officer of the Corporation unless they have been a Director of the Board for a minimum of two years. The elected officers of the Corporation shall also be Directors.

Section 5.2. Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he or she may deem necessary or advisable.

Section 5.3. Duties of Chairman of the Board. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he or she may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

Section 5.4. Duties of President. The President will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he or she will preside at all meetings of the Board. He or she may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He or she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 5.5. Duties of Vice President. The Vice President shall perform the duties of the President when directed by the President, and where there is a vacancy in the office of the President that has not yet been filled.

Section 5.6. Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He or she will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law. When authorized and directed by the Board, he or she will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his or her office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 5.7. Duties of Treasurer. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. The Treasurer will cause to be deposited all monies, securities,

and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he or she will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she will have no direction or control.

Section 5.8. Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights. Any officer removed as a Director per Section 3.11 shall be deemed removed as an officer of the Corporations as well.

Section 5.9. Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.10. Compensation. The officers shall not be compensated unless authorized and fixed by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI. GENERAL PROVISIONS.

Section 6.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

Section 6.2. Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans.

Section 6.3. Checks, Drafts, and Similar Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board. The President may dispense the funds of the Corporation in accordance with the annual budget approved by the Board and in furtherance of the purposes of the Corporation as set forth in the Certificate and these Bylaws. Any financial transactions not approved as part of the annual budget that have a value of \$1000 or more shall require the prior approval of the Board.

Section 6.4. Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5. Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 6.6. Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys in fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Certificate, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 6.7. Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

Section 6.8. Interpretation. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 6.9. Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director’s capacity as a director, except that this Article does not authorize the elimination or

limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Certificate or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment hereafter enacted to the TBOC or other Texas law that further eliminates or permits the elimination of the liability of a director.

Section 6.10. Indemnification. The Corporation shall indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, from and against any and all claims, losses, damages, causes of action, suits, and liability of any kind, including without limitation all expenses of litigation, court costs, or attorney's fees, which said person may suffer as the result of or in connection with the act or acts of said person reasonably performed on behalf of the Corporation and in furtherance of the purposes of the Corporation.

Notwithstanding the foregoing, said indemnity shall not extend to and the Corporation shall not be liable for any claim or claims contemplated hereunder which may result from or arise out of or in connection with the negligence (regardless of kind) or intentional misconduct of said person.

The Corporation's liability under said indemnity shall not exceed the net worth of the Corporation at the time of the claim or claims contemplated hereunder arise, regardless of the number or duration of said claims or the number of said persons suffering such.

Any person suffering any claim or claims contemplated hereunder shall give the Board immediate written notice of such; upon request, said person shall immediately provide to the Board any information available to said person reasonably necessary for the Board to determine whether to honor said claim or claims. Upon payment by the Board in full or partial satisfaction of claim or claims contemplated hereunder, any person so paid shall, in a form satisfactory to the parties, release the Corporation from any further liability related to or arising out of said claim or claims.

Section 6.11. Property Devoted to Corporate Purposes. All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the


management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

Section 6.12. Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office.

CERTIFICATION

The undersigned, being the Secretary of Dallas Mortgage Bankers Association, a Texas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: 1/5/2023

By:  _____

Printed Name: Steven Kubik

Title: Secretary

Dallas Mortgage Bankers Association