

**AMENDED AND RESTATED BYLAWS
THE UNIVERSITY OF TEXAS-RIO GRANDE VALLEY FOUNDATION**

As amended and restated on October 2, 2015.

The University of Texas-Pan American Foundation Board of Trustees has determined that certain amendments and clarifications to these Bylaws are necessary given that The University of Texas-Pan American and The University of Texas-Pan American Foundation will no longer be in existence as of August 31st, 2015. Accordingly, all references to The University of Texas-Pan American Foundation shall include any successor organizations thereto, and all references to The University of Texas-Pan American shall include any successor entities and campuses, as a result of any merger, combination or reorganization (including, but not limited to, The University of Texas Rio Grande Valley, with campuses at Edinburg, Texas, Brownsville, Texas, Harlingen, Texas, South Padre Island, Texas and McAllen, Texas).

ARTICLE I. OFFICES

The principal office of the Foundation in the State of Texas shall be located in the City of Edinburg, County of Hidalgo. The Foundation may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine.

The Foundation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II. BOARD OF TRUSTEES

Section 1. (General Powers)

The affairs of the Foundation shall be governed by its Board of Trustees.

Section 2. (Number, Tenure and Qualification)

The number of Trustees shall be a minimum of three (3) with a maximum of thirty (30) trustees, and such Ex-officio members with authority to vote as established from time to time by the Board of Trustees. Initially, the ex-officio members shall be the President of The University of Texas Rio Grande Valley, the Vice President for Institutional Advancement of The University of Texas Rio Grande Valley, The President of the International Women's Board and the President of The University of Texas Rio Grande Valley Alumni Association. Emeritus Trustees may be designated from Board members who have completed their service to the Foundation. The members of the Board of Trustees shall be elected by the Board of Trustees at its Annual Meeting and shall serve

two (2) year terms and shall possess the qualifications specified by the Board of Trustees. Members of the Board of Trustees shall serve no more than three (3) consecutive two (2) year terms. Any Member may be reappointed upon the expiration of one year after his/her previous tenure has expired.

Section 3. (Annual and Regular Meetings)

Regular meetings of the Board of Trustees shall be held three times a year, usually in January, May and September, which shall be designated as the Annual Meeting, at such time and place as may be designated by the Chairman.

Section 4. (Special Meetings)

Special meetings of the Board of Trustees may be called at the request of the Chairman of the Board or by a majority of the elected trustees.

Section 5. (Notice)

Notice of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, fax or e-mail to each trustee at his/her address shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile has been transmitted to the trustee at the number as shown on the records of the Foundation. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is transmitted to the trustee at the e-mail address as shown on the records of the Foundation. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting 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 such meeting unless specifically required by law or by these bylaws.

Section 6. (Quorum)

Five members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than five of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any special meeting of the Board; but if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting.

Section 7. (Manner of Acting)

The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or by these bylaws. Roberts Rules of Order shall be employed as the parliamentary procedure of each meeting.

Section 8. (Nominating Committee)

The President, the Vice President for Institutional Advancement, the Chairman of the Board of Trustees and such other members of the Board of Trustees as designated by the Chairman shall form a nominating committee which shall nominate members to the Board for election at the Annual Meeting. Nominations may also be made by any member of the Board of Trustees.

Section 9. (Compensation)

Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any trustee, except ex-officio trustees, from serving the Foundation in any capacity and receiving compensation therefore, if approved by the Board of Trustees.

Section 10. (Informal Action by Trustees)

Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees.

Any action that may be taken at a meeting of the Board of Trustees and any action that may be taken at a meeting of the members of any committee may also be taken without a meeting as permitted by Section 6.202 of the Texas Business Organizations Code if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the members of the Board of Directors or members of the committee as will be necessary to take that action at a meeting at which all of the Directors or the members of the committee were present and voted.

Section 11. (Electronic Participation in Meeting)

Subject to the provisions of these Amended and Restated Bylaws for notice of meetings, members of the Board of Trustees and members of any committee designated by the Board may participate in and hold a meeting of the members of the board or committee by means of conference telephone or similar communication

equipment, or another suitable electronic communication system, by means of which all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting, except for a person who participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. For record keeping purposes, the Chairman of the Board or the Committee shall take a roll call of all members participating by conference call or any other suitable communication system. The Chairman or the Committee Chair shall individually poll the members of the Board participating by conference call for their vote on any matter for which a vote is required.

Section 12. (Permissible Forms of Action by Trustees)

Any member of the Board of Trustees may take action by voting on any matter by mail, facsimile transmission, e-mail or other form of electronic message or any combination of such methods, provided that any such action otherwise complies with the requirements for action by the Board of Trustees in this Article II (including but not limited to Section 7). A member of the Board of Trustees shall be required to vote within 72 hours (three days) of the conclusion of any meeting (or other forum in which action is required). Any member of the Board of Trustees who fails to register his or her vote within the aforementioned time period shall be deemed to have failed to participate in the meeting for purposes of Section 13.

Section 13. (Resignation, Removal and Vacancies)

A trustee may resign by giving written notice to the Board of Trustees. A trustee may be removed by the affirmative vote of two-thirds of the Board at any regular or special meeting called for that purpose under such procedures established by the Board. The unexpired term of a member of the Board of Trustees occurring as a result of death, resignation, or removal may be filled by the Board.

A trustee shall be removed from the Board of Trustees if he or she fails to participate in two (2) of the three (3) regular meetings held in any given year.

ARTICLE III. OFFICERS

Section 1. (Officers)

The officers of the Foundation shall be a chairman, one or more vice chairmen, (the number thereof to be determined by the Board), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. Only the Chairman and Vice Chairman are required to be members of the Board of Trustees. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from

time to time, by the Board of Trustees. Any two or more offices may be held by the same person except the offices of chairman and secretary.

Section 2. (Election and Term of Office)

The officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. (Removal)

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby.

Section 4. (Vacancies)

A vacancy in any office because of death, resignation, removal, disqualification or otherwise maybe filled by the Board of Trustees for the unexpired portion of the term.

Section 5. (Chairman)

The Chairman of the Board shall be the principal executive officer of the Foundation, shall supervise the business affairs of the Foundation, and shall preside at all meetings of the Board of Trustees. The chair may sign, with the secretary or any other proper officer of the Foundation authorized by the Board any documents or other instruments authorized by to be executed by the Board and such other duties as may be prescribed by the Board. The chair shall not be a current employee of The University of Texas Rio Grande Valley and shall hold office for a term of one year and may serve additional terms as determined by the Board of Trustees.

Section 6. (Vice Chairman)

In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice Chairman (or in the event there be more than one vice chairman, the Vice Chairmen in the order of their election) shall have all the powers of and be subject to all such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees. The Vice Chairman shall serve a term of office for one year with no more than three consecutive terms.

Section 7. (Treasurer)

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive monies payable to the Foundation from any source whatsoever; deposit or cause to be deposited all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; keep or cause to be kept, correct and complete records of account showing accurately at all times the financial condition of the Foundation; furnish for meetings of the Board of Trustees or whenever requested by the Board, a statement of financial condition for the Foundation; have the responsibility to see that all grant and gift restrictions are properly followed in the establishment of accounts and disbursement of funds; and in general, perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairman of the Board of Trustees. If required by the Board of Trustees, the Treasurer and other officers and trustees shall give bonds for the faithful discharge of their duties with such sum and with such sureties as the Board of Trustees may determine.

Section 8. (Secretary)

The Secretary will keep the minutes of the meeting of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Foundation records and the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provision of these bylaws; keep a register of the post office address of each trustee which shall be furnished to the Secretary by each trustee; and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.

Section 9. (Executive Director)

The Board of Trustees may establish the position of Executive Director of the Foundation to supervise the day-to-day business of the Foundation as the Board of Trustees deems appropriate.

ARTICLE IV. COMMITTEES

Section 1. (Executive Committee)

An Executive Committee may be created which shall be composed of the Officers of the Foundation to act at any time the Board is not in session, as authorized by the Board. All actions of the Executive Committee are subject to review and ratification by the Board of Trustees at a regular or special meeting. The immediate past chair of the Board shall remain a member of the Executive Committee for the year following the end of his/her tenure as Chair of the Board.

Section 2. (Committees of Trustee)

The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint one or more committees, which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Foundation; provided however, that no such committee shall have authority of the Board of Trustees in reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any member of any such committee or any trustee or officer of the Foundation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another foundation; authorizing the lease, sale, 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 therefore; adopting a plan for distribution of the assets of the Foundation; or amending, altering, or repealing any resolution of the Board of Trustees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him/her by law.

Section 3. (Term of Office)

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

Section 4. (Chairman)

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the member 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 of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the 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 of Trustees.

ARTICLE V. FINANCES

Section 1. (Use of Income)

All gifts to the Foundation or other income not otherwise designated by the donor shall go into the general fund of the Foundation and shall be used exclusively for the use and benefit of The University of Texas Rio Grande Valley in accordance with the general purposes of the Foundation. The Foundation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive use and benefit of The University of Texas Rio Grande Valley.

Section 2. (Contributions and Disbursements)

All contributions received by the Foundation shall be deposited by the Treasurer in a special account or accounts in such banks, trust companies, or other depositories as the Board may select. All disbursements shall be made under a proper authority of the Board. All contributions to and disbursements from the Foundation shall be recorded by the Treasurer and such records shall be subject to examination at any reasonable time, upon request, by any trustee.

Section 3. (Budget)

A statement of proposed operating income and expenditures for the following year shall be prepared by the Secretary and submitted to the Board annually. When approved by the Board, such budget shall be the only authorization for expenditures for operating expenses of the Foundation subject to subsequent changes made by the Board and the provisions of Section 4 below.

Section 4. (Administration of the Budget)

The Treasurer is authorized to make commitments for budgeted operating expenses.

Section 5. (Check, Draft, Etc.)

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 or agent or agents of the Foundation and in such manner as shall from time to time be provided by resolution of the Board.

ARTICLE VI. EXECUTION OF CONTRACTS, DEEDS, AND TRANSFERS AND REPRESENTATION WITH REFERENCE TO SECURITIES.

Section 1. (Execution of Contracts and Deeds)

Except as otherwise provided by resolution of the Board authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers, and other written instruments binding upon the Foundation shall be executed on behalf of the Foundation by the Chairman of the Board and the Corporate seal shall be affixed and attested by the Secretary.

Section 2. (Voting Securities Owned by the Foundation)

Unless otherwise ordered by resolution of the Board, the Chairman of the Board and Secretary or Treasurer shall have full authority on behalf of the Foundation to attend, to act, and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation, trust, or association in which the Foundation may hold securities. At any such meeting the Chairman of the Board and Secretary or Treasurer shall possess all of the rights and powers incident to the ownership of such securities, which as owner thereof the Foundation might have possessed if present, including the authority to delegate such authority to a proxy. The Board may, by resolution, confer like authority upon any other person or persons.

Section 3. (Sales of Securities)

Unless otherwise ordered by resolution of the Board, the Chairman of the Board and Secretary or Treasurer are authorized and empowered jointly to buy and sell stock held or owned by the Foundation, for such consideration as should meet their approval, and to that end they are further authorized to execute all bills of sale, transfers, assignments, and other writings necessary or convenient for effectuating such purposes. The Chairman of the Board and Secretary or Treasurer are further authorized to give or have given the proper notice of any such action, have all such dispositions registered and noted on the books and records of this or any other corporation or partnership where requested, and to all other things necessary or convenient to accomplish such purchases or sale.

ARTICLE VII. EXCULPATION OF TRUSTEES

No trustee shall be liable to anyone for any acts on behalf of the Foundation or any omissions with respect to the Foundation committee by such trustee except for his or her own willful neglect or default, nor shall any trustee be liable to anyone for any act or neglect or default on the part of any one or more of the other trustees of the Foundation in the absence of specific knowledge on the part of such trustee of such neglect or default.

ARTICLE VIII. BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and of committees of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the trustees entitled to vote.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of September and end on the last day of August of each year.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under provisions of the Texas Non-profit Corporate Act or under provisions of the Articles of Incorporation or in the bylaws of the Foundation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

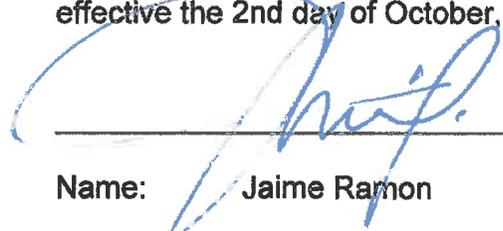
ARTICLE XI. AMENDMENT TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the trustees present at a regular or at any special meeting if at least ten (10) days written notice is given of intention to alter, amend, or repeal or adopt new bylaws at such meeting. Such notice shall set forth the proposed alteration or amendment to the bylaws.

CERTIFICATE

The undersigned hereby certifies that he or she is the duly appointed, qualified, and acting Secretary of the Foundation, a Texas non-profit corporation, and that the foregoing amended and restated bylaws were adopted by the Foundation's Board of Trustees.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand, to be effective the 2nd day of October, 2015.



Name: Jaime Ramon
Title: Chairman