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[TIRR (The Institute for Rehabilitation and Research) Bylaws and Policies] [1981-1987] [1]

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BYLAWS OF
THE CONSUMER ADVISORY COUNCIL
OF TIRR

Article I
Purposes

The Consumer Advisory Council exists for the purposes of:

- a. Providing a forum for the discussion of consumer issues.
- b. Increasing the awareness of TIRR of individual client needs.
- c. Providing an additional forum for the evaluation of programs and services offered by TIRR.
- d. Providing a forum for the coordination of consumer involvement.

Article II
Authority

The Consumer Advisory Council is advisory to the President of TIRR. The Council shall advise the President on the wide range of issues consistent with its purposes.

Article III
Membership

1. Number. The Council shall consist of no more than twelve nor less than seven members.
2. Qualifications, fair representation of all consumers. As TIRR serves patients in all age groups and several disability categories, the Council shall strive to represent these consumers. Thus, members of the Council shall be selected for their individual ability and qualities. Members will have demonstrated an active and constructive interest in TIRR, its purposes, programs, and services.

TIRR is subject to Title VI of the Civil Rights Act of 1964 and the Rehabilitation Act of 1973. Membership on the Council is not to discriminate on the basis of race, religion, age, color, national origin, gender, or handicap. Membership shall be subject to the Affirmative Action programs of TIRR.

In order to fairly represent the service constituency of TIRR, membership on the Council shall follow the following guidelines:

- a. There shall be at least three members of handicapped consumer groups.
- b. There shall be at least one and no more than three parents of disabled children.
- c. There shall be at least one and no more than three members who have respiratory diseases.
- d. There shall be at least one and no more than three members who are neurologically impaired.
- e. There shall be at least one and no more than three members who have the same generic type of disability.

3. Selection. Members of the Council shall be appointed by the President of TIRR, in accordance with the qualifications and guidelines in Section 2. The President shall insure that at least one member of the Council is currently a patient at TIRR.

The President shall solicit nominees from any source that the President deems appropriate. These sources shall include, but are not limited to, consumer groups, staff, or categorical agencies.

4. Term of appointment. Term of appointment shall be for two years, with the exception of the inpatient members who shall serve for the length of their stay in the Institute.

In case of a vacancy, the President shall make an appointment for the remainder of the term.

No member may serve more than two consecutive terms. If a person is appointed to fill a member's unexpired term and serves for longer than one year, that term shall count as a full term. If the service was less than one year, that term shall not be counted toward the length of service.

5. Officers. At its first meeting, and at each annual meeting thereafter, the Council shall elect its officers. There shall be a Chairperson, Vice-chairperson, and a Secretary. Each shall be elected to a one year term.

6. Duties of Officers.

Chairperson: The Chairperson shall preside at all meetings of the Council. The chairperson shall prepare, with the Secretary, the agenda for each meeting.

Vice-chairperson: The Vice-chairperson shall preside at any meeting from

which the Chairperson is absent. In the case of the Chairperson being unable to serve any portion of his/her term, the Vice-chairperson shall serve.

Secretary: The Secretary shall supervise the preparation of minutes of each meeting and keep them as a permanent record of the Council.

7. Ex-officio members: There shall be two ex-officio members of the Council, the President of TIRR and the Director of Evaluation and Planning. Ex-officio members, or their delegates, may attend and participate in the meetings of the Council but shall not have the right to vote.

8. Rights and Responsibilities of Members. Members of the Council will be paid for travel, meals and lodging in accordance with the TIRR policy on allowable travel expenses.

Council members shall strive to act fairly and responsibly. They shall represent the best interest of TIRR. Should any member find that his/her financial interests conflict with those of the Institute, that member shall abstain from voting on that matter.

Article IV Meetings

1. Regular meetings. There shall be four regular meetings per calendar year and one such meeting per calendar quarter. The first regular meeting each year shall be designated as the annual meeting at which officers shall be elected and new members installed.

2. Special meetings. The Chairperson may call special meetings of the Council.

3. Notice. No meeting of the Council may be held without providing notice of such meeting to each member. Notice shall be in writing, shall state the date, time, and place of the meeting, and shall be sent not more than thirty nor less than ten days from the date of the meeting.

4. Quorum. No business may take place without the presence of a quorum. A quorum shall be one half of all members, excluding ex-officio members.

5. Procedures. Meetings shall be orderly. A full and fair discussion of every item on the agenda shall take place, as moderated by the Chairperson. Motions may be considered and voted thereon. Procedural decisions of the Chairperson shall be final.

6. Attendance. A member will be removed from the Council should that member

be absent from one half of the regular or meetings duly called by the Chairperson within one year. A year is the time from one annual meeting to the next annual meeting.

Article V
Committees

The Council may establish committees from time to time. Each committee shall be charged with a specific task by the Council. The council may establish standing committees as it sees fit.

Article VI
Reports to the President and the
Staff Executive Committee

The Council may, at any time, submit written reports to the President on any matter which the Council has discussed. The Council shall report to the Staff Executive Committee (SEC) on a quarterly basis.

Article VII
Amendments

These bylaws may be amended only by action of the TIRR Board of Trustees. The Council shall review these bylaws biannually and may suggest changes to the Board.

BY-LAWS
OF THE
HOUSTON AREA REHABILITATION ASSOCIATION
(OCTOBER 1981)

ARTICLE I - NAME

The name of this Association shall be the Houston Area Rehabilitation Association (a chapter of the Texas Rehabilitation Association, Inc.) hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose of this Association shall be to advance rehabilitation for all physically, socially, culturally, and/or mentally handicapped persons in the Houston area by:

1. Increasing public awareness of the mutual social and economic benefits gained by the individual and the community when opportunities are provided for handicapped persons to achieve their highest potential;
2. Providing opportunities for conferences and forums for the discussion of the problems relating to total rehabilitation of the handicapped;
3. Encouraging an interdisciplinary approach to the problems of rehabilitation through maximum use of knowledge and skills of all professions;
4. Supporting research, study, and programs to advance knowledge and skills necessary to improve rehabilitation services to the handicapped;
5. Stimulating professional training opportunities for all personnel engaged in rehabilitation;
6. Exercising a leadership role in mobilizing public support and legislative action in order that handicapped individuals may participate fully in all normal life activities;

ARTICLE III - MEMBERSHIP

Section 1: Member: Member classification in the association shall be available to each individual and organization interested in the rehabilitation of the handicapped who are members in good standing of the Texas Rehabilitation Association and the National Rehabilitation Association.

Section 2: The Executive Board

- a. Vacancies arising in the Executive Board between regular elections shall be filled by majority vote of the remaining members of the Executive Board.
- b. Meetings
 1. The Executive Board shall meet at least twice a year. Meetings shall be called by the President or in his/her absence by the President-Elect, or upon written petition of three Executive Board Members.
 2. Quorum

A quorum shall consist of a simple majority of the Executive Board Members of which one member must be the President or President-Elect of the Association.
- c. Responsibilities
 1. The Executive Board will have the authority to transact any and all business of this Association between meetings of the Association.

Section 3: Officers

- a. The elective officers are President, President-Elect, Secretary and Treasurer. They shall be elected annually by the Membership before the Texas Rehabilitation Association Conference is scheduled to begin.

The outcome of the vote will be announced in a meeting two weeks prior to the TRA Conference.

- b. Terms of Office: Officers shall be elected for a one year term to begin the last day of the TRA Conference. The President may serve no more than two consecutive terms. If the President is re-elected to serve the second year, the President-Elect shall serve a second year also and then succeed to the Presidency.
- c. Responsibilities:
 1. The officers of this Association shall perform the usual duties of such offices together with duties provided in subsection below:
 - a. The President shall be an ex-officio member of all the committees excepting the Nominating Committee.
 - b. The President-Elect shall, during his/her term of office, become informed of the current affairs and activities of the Association and shall become involved in these

Section 2: The Association shall encourage and solicit individuals and organizations to join the National Rehabilitation Association.

Section 3: Privileges of Membership

- a. Membership in the Association shall entitle all classes of members to receive the official publications of the Association.
- b. Any member of the Association shall be entitled to become a member of only one local chapter.
- c. All members shall be entitled to participate in the meetings of this association.

Section 4: Membership year:

The membership year shall be in accordance with the dues schedule of the National Rehabilitation Association.

Section 5: Meetings of the Membership:

All members are entitled to participate in all meetings of the Association and to attend meetings of the Executive Board.

ARTICLE IV - FUNDS

The funds of this Association will be derived from voluntary contributions, membership assessments as set by Board action, and such amounts as may be rebated from the Texas Rehabilitation Association and the National Rehabilitation Association.

ARTICLE V - ADMINISTRATION

Section 1: Members Of The Executive Board:

The Executive Board shall consist of the officers of this Association, the immediate Past-President, and six members-at-large. The term of office of the members-at-large shall be staggered so that not more than one-half shall be elected each year by the membership. Three (3) members-at-large shall be elected for two year terms, two (2) shall be elected for a one year term, and one consumer shall be annually appointed to serve as a member-at-large.

affairs and activities as requested by the President or the Executive Board. He/she shall have such other duties as the President or the Executive Board may have or from time-to-time assign to him/her. The President-Elect shall serve as President during any period of time that the Presidency is vacant or the President, because of temporary circumstances is unable to perform his/her duties. He/she shall serve until the President is again able to resume his/her duties or until the end of the term whichever occurs first.

c. The Secretary shall:

1. Provide each member of the Executive Board with minutes of each Executive Board Meeting, and,
2. act as custodian for all records and papers of the Association and
3. act as secretary at all membership meeting, and
4. perform such other duties as directed by the Executive Board.

d. The Treasurer shall:

1. Have custody of all funds and securities of the Association, and
 2. maintain accurate accounts in the name of the Association, and
 3. prepare an annual report as directed by the Executive Board, and
 4. maintain a bank account in the name of the Association, and
 5. make all his/her books available for audit at the request of the Executive Board, and
 6. perform such other duties as directed by the Executive Board.
2. All properties and records of the Association are the responsibility of the respective officers. They are to be passed on to the newly elected officers with all records current.

ARTICLE VI - EXECUTIVE BOARD ANNUAL PLAN

The President shall call a meeting of the Executive Board within thirty days of taking office. The Executive Board will prepare an Annual Plan. At this time committees needed to accomplish the Annual Plan will be appointed by the President. The President may appoint other committees during the year as deemed appropriate in carrying out the functions of the Association. There will be standing membership and program committees.

Section 1: The Membership Committee shall consist of a chairman selected by the President and as many members as deemed necessary by the chairman and shall work toward securing new members and keeping the old ones. This committee shall maintain an accurate membership roster at all times and shall notify

and encourage all members to attend all meetings. Notification must be given at least 30 days prior to such meetings.

Section 2: The Program Committee shall consist of a chairman selected by the President and as many members as deemed desirable by the Chairman and shall plan and execute all programs for the meetings.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee:

A nominating Committee of five shall be appointed by the President, of whom one shall be the immediate Past-President of the Association who shall be chairman with four members. When the immediate Past-President cannot serve, the Chairman shall be designated by the President. No two members are to be from the same agency.

Section 2: Duties Of The Nominating Committee:

1. The Nominating Committee shall nominate one or more members for each office of the Association.
2. The Nominating Committee shall nominate the membership, members for election as members-at-large of the Executive Board.

Section 3: Provisions For Additional Nominees:

A meeting of the membership will be held sixty days prior to the annual Texas Rehabilitation Association Conference. At that time the Nominating Committee will present its slate of officers. Additional nominations from the membership will then be received.

Section 4: Election Of The Executive Board:

The election of the Executive Board will take place prior to the annual TRA Conference. The results of the election will be at least two weeks prior to the TRA Conference.

Section 5: Requirements For Election:

To be elected, a candidate must receive a majority of the votes cast and be a member in good standing of the Association.

Section 6: Counting The Vote:

The President or his substitutes shall select tellers to tally the vote.

ARTICLE VIII - AMENDMENTS

The By-Laws of the Houston Area Rehabilitation Association may be amended as follows:

1. Any member wishing to propose an amendment to the By-Laws of this Association shall present such proposal to the Executive Board. A majority of the entire Executive Board shall be required to approve presentation of the proposed amendment to the membership and the Texas Rehabilitation Association Board.
2. Notice of such an amendment shall be submitted to the membership at least two weeks before the vote is taken. Under no circumstances shall a proposed amendment by the Executive Board for submission to the membership exist without action longer than ninety days.
3. Amendments to By-Laws shall be ratified by a majority of membership in attendance.
4. Votes on an amendment shall be tallied at the meeting. The result shall be announced at the meeting.
5. The effective date of the amendment shall be stipulated in the amendment.

ARTICLE IX - MISCELLANEOUS

Section 1: Rules Of Order

Roberts' Rules of Order shall govern meetings of the membership, the Executive Board, and the Committees of the Association.

Section 2: Saving Clause:

All provisions of previous By-Laws of the Houston Area Rehabilitation Association are hereby repealed.

Section 3: Adoption:

Immediately following the ratifications of these By-Laws they shall be in effect.

COALITION OF TEXANS WITH DISABILITIES

BYLAWS

Article I Name

The name of this corporation is the Coalition of Texans with Disabilities herein after referred to as the Coalition.

Article II Purpose

The purpose of the Coalition is to promote the social, educational, physical, and mental well-being of Texans with disabilities.

Article III Membership

The Coalition shall be composed of four classes of membership.

A. State organizational members shall be consumer organizations which:

1. Consist primarily of persons with physical and/or mental disabilities and their adherents, and whose board or governing body is comprised primarily of persons with physical and/or mental disabilities and their adherents.
2. Have chapters in at least two cities.
3. Are not regional or local chapters of a state organizational member
4. Are non-profit organizations.
5. Have purposes similar to those of the Coalition.

B. Local organizational members shall be consumer organizations which:

1. Consist primarily of persons with physical and/or mental disabilities and their adherents, and whose board or governing body is comprised primarily of persons with physical and/or mental disabilities and their adherents.
2. Not a chapter of a state organizational member.
3. Are non-profit organizations.
4. Have purposes similar to the Coalition.

C. Individual members shall be persons who are interested in supporting the work of the Coalition.

D. Associate members shall be organizations with an interest in persons with disabilities but which do not meet the qualifications or state or local organizational membership.

E. All applications for membership other than individual membership

shall be submitted to the Board of Directors for action. An application membership other than for individual membership shall be reviewed by no less than 2/3's of Board of Directors and must be approved by the majority of the Board of Directors present and voting. Membership after acceptance by the Board of Directors shall be effective upon payment of dues. All memberships approved by the Board of Directors shall be reported to the Delegates Assembly at its next meeting. All membership applications must be accompanied by a check for payment of dues which, if application is not approved, will be returned. Applications for individual membership shall be accepted by the Secretary who shall periodically report to the Board of Directors the number of such members.

F. Membership status shall cease when:

1. A member no longer meets the requirements for membership as set forth in this Article as determined by a 2/3's vote of the Board of Directors.
2. Membership of any member may be terminated when that member acts contrary to the purposes of the Coalition. The concerned member shall be afforded due process and can only be removed thereafter by a 2/3's vote of the Delegates Assembly.
3. A member may resign from the Coalition upon written notice and return of all property belonging to the Coalition. This property shall be returned to the Board.

Article IV Delegates Assembly

- A. Powers: The Delegates Assembly shall have the responsibility for the following: Approve and terminate membership as set forth in Article III, approve the annual budget, elect Board members, elect Coalition officers and establish policies of the Coalition.
- B. Number: The Delegates Assembly shall consist of delegates who are representatives of either State or local organizational members, or individual member caucuses.
 1. Each organizational member shall choose, in whatever manner it so desires, its delegate and alternate delegate to serve for a one-year term.
 2. Ten or more individual members who are not members of voting member organizations may caucus and elect one delegate and one alternate who shall have one vote at the Delegates Assembly.
- C. Representation of Organizational Member Delegates:
 1. Term: Organization member Delegates shall be appointed for a one-year term.
 2. Vacancy: A vacancy among the organizational member Delegates shall be filled for the unexpired term by the organizational member.

3. Removal: A Delegate may be removed from the Delegates Assembly at any time with or without cause by the organizational member that the Delegate represents. A delegate can be removed for cause, and after due process, by a 2/3 vote of the Delegates Assembly.

D. Voting:

- 1) Members of the Coalition shall be assigned the following voting privileges:
 - a) State Organizational Member -- five votes
 - b) Local Organizational Member -- three votes
 - c) Individual members shall have voting privileges as set forth in Section B of this Article.
- 2) There shall be no voting by proxy allowed at the annual Delegates Assembly. All voting shall be open and recorded and shall otherwise follow the standard Robert's Rules of Order, Revised except that when upon approval of a 2/3 vote of the Delegates Assembly, voting may be by secret ballot.

- E. Quorum: A majority of the voting members of the Delegates Assembly shall constitute a quorum and unless otherwise provided, a majority of the Delegates present and voting at any meeting shall be required for action by the Delegates Assembly.

Article V Board of Directors

- A. Composition: The Board of Directors shall consist of the officers of the Coalition, the President who shall be chairperson, the immediate Past President, the Vice President, the Secretary, the Treasurer, and eight Elected Directors. The officers and directors shall be elected by a vote of the Delegates Assembly from a slate presented by the nominating committee and additional nominations from the floor. A majority of the Board of Directors shall be comprised of persons with disabilities.
- B. Term: The term for officers shall be one year. The term for elected Directors of the Board shall be for two years, one-half of whom shall be elected at each annual delegate assembly.
- C. Power: The Board of Directors shall be responsible for the management of the business and officers of the Coalition as delegated by the Delegate Assembly. During the interval between the assembly meeting, the Board shall exercise all powers of the Delegates Assembly within the policies established by that body. The Board shall when necessary have the power to establish policies consistent with the Delegates Assembly direction, except to incur any expenditures in excess of the approved budget. The Board of Directors may poll the Delegates Assembly for its direction. The chairperson of the Board shall report on actions of the Board at the Annual Delegates Assembly.
- D. Meetings: Quarterly meetings of the Board of Directors shall be called by the President. Notice of the Board meetings must be given at least fourteen days prior to the holding of that meeting. Emergency meetings of the Board may be called by the President or upon request of any three members of the Board.

- E. Dismissal: Any member of the Board who fails to attend any two board meetings within each organizational/fiscal year of his/her term may be reviewed by the Board for dismissal. The Board shall be empowered to act in accordance with the results of said review. The Board member shall be notified in writing via certified mail of said action at least 30 days before the next Board meeting when as the first order of business a fair hearing will be held. The results of the board's action shall be submitted to the annual Delegates Assembly.
- F. Quorum: A quorum of the Board shall consist of one-half of the Board.

Article VI Officers

- A. Designation: The officers of the Coalition shall be President, Vice-President, Treasurer, and Secretary who shall be elected from a slate presented by the nominating committee and additional nominations from the floor at the Delegates Assembly. Officers shall be individual members of the Coalition. The President and Vice-President shall also be persons with disabilities. The President shall not be eligible for more than two consecutive terms except under such circumstances as outlined in Section B below. All terms of office shall commence upon election or designation and acceptance and shall continue until their successors are elected regardless of other restrictions in these by-laws.
- B. Vacancy: A vacancy in any office or Board position shall be filled by the Board for the unexpired term of the office except that a vacancy in the office of President shall be filled by the Vice-President.
- C. Removal: Any officer elected by the Delegates Assembly may be removed from office with cause after due process by a vote of 2/3 of the Delegates Assembly whenever in its sole judgement the best interests of the Coalition will be served thereby.
- D. President: The President shall be the principal officer of the Coalition, the Delegates Assembly, the Chairperson of the Board of Directors, voting only in case of a tie, and official spokesperson of the Coalition. The President shall be responsible for making an annual report to the Delegates Assembly on the affairs of the Coalition.
- E. Vice-President: The Vice-President shall have such duties as the Board of Directors shall see fit to assign, and shall serve in the absence of the President.
- F. Treasurer: The Treasurer shall be the chief fiscal officer of the Coalition and shall disburse the funds of the Coalition as directed by the Board of Directors. The treasurer shall render in an annual report to the Delegates Assembly an accurate accounting of fiscal transactions to all appropriate local, state, and federal governmental bodies required.
- G. Secretary: The Secretary shall attend and keep accurate records of all meetings of the Delegates Assembly and the Board of Directors. The Secretary shall be responsible for all correspondence relating to the Coalition as requested by the President.

Article VII Meetings

There shall be an annual Delegates Assembly meeting within the fiscal year. Notice of regular meetings of the Delegates Assembly will be given at least two weeks prior to the date of the meeting. Emergency meetings of the Delegates Assembly shall be called by the President upon request of 2/3 of the Board members of a majority of the Delegates Assembly.

Article VIII Committees

With the exception of the Nominating Committee the President shall appoint whatever committees are necessary to conduct the business of the Coalition. The Nominating Committee shall be chosen by the Board of Directors and will have responsibility for preparing a slate to be presented to the Delegates Assembly by mail no less than two weeks prior to the annual meeting.

Article IX Dissolution of the Coalition

The Coalition may be dissolved by the affirmative vote of 2/3 of the full voting membership at any regular or special meeting called for that purpose. Upon dissolution of the corporation any assets remaining will be distributed to a non-profit organization(s) having similar purposes and chosen by the Delegates Assembly.

Article X Finance

- A. Ownership: All assets and funds of the Coalition shall be owned exclusively by the Coalition.
- B. Primary Support: The Coalition will seek financial support from both public and private sources in addition to its dues revenue.
- C. Additional Support: The Board of Directors acting for the Coalition may accept gifts and/or grants and may make contractual agreements in connection with its operation.

Article XI Fiscal Year

The fiscal year for the Coalition shall be from October 1 through September 30 of the following year.

Article XII Amendment Procedures

These bylaws may be amended by a 2/3 vote of the Delegates Assembly. A proposed amendment must be mailed and postmarked to the members at least two weeks prior to the meeting of the Delegates Assembly.

BY-LAWS
OF THE
RICHMOND CENTER FOR INDEPENDENT LIVING

ARTICLE I
BOARD OF DIRECTORS

Section One: Composition

The Richmond Center for Independent Living (RCIL) shall be governed by a Board of Directors, consisting of not less than nine (9) voting members nor more than fifteen (15) voting members. Persons with disabilities (consisting of as broad a cross-section of disability groups as practical) shall constitute a majority of the Board. Parents of persons with disabilities shall also be given consideration as Board Members.

Section Two: Elections and Tenure

1. Members of the Board shall be elected to two (2) year terms. No directors shall serve more than two (2) consecutive terms.

2. Each year a Nominating Committee of the Board, appointed by the Board Chairperson, shall fix the number of vacancies to be filled after due consideration of these By-Laws. The Nominating Committee shall give each of the following political subdivisions the opportunity to appoint one (1) Board member in each year in which that political subdivision is not currently represented in the class of Board members whose terms expire after the upcoming election: the City of Richmond, the Counties of Henrico, Chesterfield, Hanover, Powhatan, Goochland, Charles City, and New Kent. Political subdivisions shall be given the option of appointing either: (a) an elected official, (b) an employee of the political subdivision, or (c) any resident of the political subdivision. The Nominating Committee may, at its discretion, request that the political subdivision appoint a person with a disability as its representative.

3. The Nominating Committee, in accordance with these By-Laws, shall submit a list of nominees to serve as Directors and present said list to the Board at its annual meeting. Any Director may offer a nominee not named on the list for Board membership at the annual meeting.

4. All vacancies on the Board occurring for reasons other than the expiration of a Director's term will be filled in the same manner as in the case of the expiration of a Director's term.

Section Three: Meetings

1. The Board shall meet at least once a quarter. One third (1/3) of the directors in office shall constitute a quorum for the transaction of business.

2. All meetings of the Board, including those in which rules and regulations for the operation of the RCIL are adopted, shall be open to the public in conformity with the Virginia Freedom of Information Act (Section 2.1-341 et. seq., Code of Virginia, 1950, as amended). The Board may meet in executive session only in conformity with Section 2.1-344, Code of Virginia, as amended.

3. Special meetings may be held either at the call of the Chairperson or at the request of a majority of the Directors. All meetings shall be held on ten (10) days notice.

4. The annual meeting of the Board for the purpose of electing new Board members and officers shall be the regular monthly meeting in June.

5. Any Director who misses without excuse three (3) consecutive regular meetings of the Board may at the Board's discretion be removed from membership on the Board and that Director's appointing or electing authority shall fill the remainder of his/her term with the appointment or election of an eligible replacement.

Section Four: Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer, agent or employee 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have power or authority to bind the corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

ARTICLE II

OFFICERS

Section One: Number and Elections

The Board shall have the following officers:
Chairperson, Vice Chairperson, Secretary, and Treasurer. All

officers of the RCIL Board shall serve one (1) year terms. All Officers shall be elected annually by and from the members of the Board.

Section Two: Chairperson

The Chairperson of the Board shall preside at Board meetings and be the Chief Executive Officer of the Board. In addition, the Chairperson shall have the following responsibilities:

1. He or his delegate shall be the official representatives of the Board at all appropriate functions and occasions.
2. He shall appoint the membership of all Standing Committees and the Chairpersons thereof. The Chairperson of the Board shall be an Ex-Officio member, without vote, of all Standing Committees except the Nominating Committee.
3. He shall ensure that the policies and procedures of the RCIL are adhered to at all times.
4. He shall make himself reasonably available to the Executive Director of the RCIL for consultation.

Section Three: Vice-Chairperson

The Vice-Chairperson shall perform all the duties of the Chairperson, in the event of the latter's absence. In addition, the Chairperson may assign to the Vice-Chairperson such duties as the Chairperson may deem appropriate.

Section Four: Secretary

The Secretary of the RCIL Board shall have the following responsibilities in addition to any special duties assigned by the Chairperson:

1. To give notice, which shall be written whenever practical, of regular and special Board meetings.
2. To keep accurate minutes of all Board and Executive Committee meetings and activities and to distribute same to all Board and Executive Committee members.

Section Five: Treasurer

The Treasurer of the RCIL Board shall have the following responsibilities:

1. He shall assist the Executive Director and the Budget Committee in the preparation of the annual RCIL Budget.

2. Together with the Executive Director of the RCIL, he shall submit the annual RCIL Budget to the Board for its review and approval.
3. He shall serve as Chairperson of the Budget Committee.
4. Together with the Executive Director of the RCIL, he shall carefully monitor the actual expenditures of the RCIL to ensure conformance with the approved annual RCIL Budget.
5. At each regular or special meeting of the Board, he shall give a complete and accurate report of the financial operation of the RCIL.
6. He shall make himself available to the Executive Director of the RCIL to co-sign all checks drawn on any RCIL account. If the Treasurer is unavailable, any other officer may co-sign with the Executive Director.

Section Six: Removal of Officers

Any officer may be removed from office by the affirmative vote of two-thirds of the full Board of Directors, present in person, at any regular or special meeting called for that purpose, whenever in the Board's judgment the best interests of the corporation would be served thereby. Any such officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, at which time he may present such witnesses and make such defense as he shall deem advisable.

Section Seven: Executive Committee

There shall be established an Executive Committee of the Board. The Executive Committee shall consist of the Officers and one at large member elected by vote of the Board. A majority of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall exercise all the powers of the RCIL Board between Board meetings except that of the election of officers and those powers reserved to the Board by law or by resolution of the Board of Directors.

ARTICLE III

COMMITTEES

Section One: Standing Committees

The Board shall have two standing committees, Budget and Personnel.

After each election of Directors, the Chairperson shall appoint the membership of the Standing Committees. The Executive Director shall be an Ex Officio member, without vote, of all Committees.

Section Two: Budget Committee

The Budget Committee shall assist the Treasurer in the preparation and the monitoring of the RCIL Annual Budget and in RCIL fundraising activities.

Section Three: Personnel Committee

The Personnel Committee shall assist the Executive Director in handling matters involving the personnel practices of the RCIL. The Committee shall also have responsibility for developing an "Employees Practices and Promotions Manual". The Committee may also establish Compensation and Merit Pay Plans, subject to Board approval.

ARTICLE IV

THE EXECUTIVE DIRECTOR

Section One: Employment

The Executive Director (ED) of the RCIL shall be the chief operating officer of the RCIL. The ED shall be appointed by a two-thirds (2/3) vote of the Board.

Section Two: Duties

The ED shall serve as general manager of the RCIL with such limitations and qualifications as set forth:

1. The ED shall have the responsibility of attending all meetings of the Board and also, upon request, meetings of the Executive Committee of the Board.
2. The ED shall have the authority to hire, fire, and establish salaries of employees of the RCIL within the guidelines established by the Board.
3. The ED shall, with the Treasurer, have the authority to co-sign checks for proper disbursement of RCIL funds.
4. The ED shall make himself reasonably available for consultation with the Chairperson of the Board.

ARTICLE V

GENERAL PROVISIONS

Section One: Fiscal Year

The first fiscal year of the corporation shall begin on July 1 and subsequent fiscal years shall end on the 30th day of June of each subsequent fiscal year.

Section Two: Amendments to the By-Laws

The Board of Directors may at any properly constituted regular or special meeting of the Board amend these By-Laws by a vote of two-thirds of the Directors in office, provided that the proposed amendment has been set forth in the notice of the said meeting.



MEMORANDUM

TO: Members of the Board of Trustees

FROM: Management Committee

DATE: March 25, 1983

Attached is a list of nine proposed amendments to the present bylaws together with a copy of the present bylaws with appropriate adjustments.

To put these amendments into effect they need to be approved by the Board of Trustees at the meeting to be held on April 20. The bylaws require "written notice setting forth any proposed amendment" mailed or delivered to each Trustee at least 15 days before the meeting. Please review these changes for our next meeting.

jm

Attachments



PROPOSED AMENDMENTS TO THE UNITED WAY'S BYLAWS

Amendment I

Page 2, Article II, Section I, Line 2 -

Change - "29" to "30"

To provide for additional standing committee.

Amendment II

Page 2, Article II, Section I, Number 1, Line 5 thru 8 -

Delete entire sentence

No longer operative

Amendment III

Page 2, Article II, Section I, Number 2, Line 1 -

Change "thirteen" to "fourteen"

To provide for additional standing committee.

Amendment IV

Page 4, Article II, Section V, Number 1, Line 5 -

Delete - "standing and"

To be consistent with Article V, Section I, which dictates the number of standing committees.

Amendment V

Page 7, Article III, Section I, Line 1 -

Delete - "elected"

Current language could prevent committee chairmen from serving as officers of the corporation. For example - If a person is appointed to serve as chairman of Finance Committee he would be prohibited to serve as Treasurer, since he is not an elected member of the Board.

Amendment VI

Page 8, Article IV, Section I, Line 1 -

Change - "twelve" to "thirteen"

To provide for the additional standing committee.

Amendment VII

Page 8, Article IV, Section II, Line 4 -

This line should read - "Communications, Data Processing, Area Coverage and Campaign."

To provide for the additional standing committee.

Amendment VIII

Page 9, Article IV, Section III, Number 1 -

Add the sentence - "Except the Campaign Committee chairperson who shall serve a one year term."

To provide for the additional standing committee.

Amendment IX

Page 11, Article IV, Section VI, Number 13 -

Add - "13. Campaign Committee" - Plus this description - "This committee shall have the responsibility for planning and development of policies and programs which will sustain and improve the current and future fund raising capabilities of the United Way."

To provide for the additional standing committee.

AMENDED AND RESTATED BYLAWS OF UNITED WAY
OF

THE TEXAS GULF COAST

December 16, 1981

Article I: Members

Section I: Member Qualifications

The members of the United Way shall consist each year of all those individuals and organizations that have made contributions to the United Way for each year.

Section II: Annual Meeting

An annual meeting shall be held in the first fiscal quarter of each year at a time and place designated by the Board of Trustees, unless such time be changed by action of the Board of Trustees. At each annual meeting the Chairman of the Board of the United Way shall report to the members on the status and affairs of the United Way, new members (other than ex officio members) of the Board of Trustees shall be elected, and there shall be transacted such other business as may properly be brought before the meeting by the Chairman of the Board of the United Way or by any of the members.

Section III: Notice of Meeting

Notice of each annual or special meeting specifying the time and place thereof, and in case of a special meeting, the purposes for which the meeting is called, shall be published at least one time in a newspaper of general circulation in Houston, Harris County, Texas, not less than ten days prior to the date of the meeting. Special meetings may be called by the Chairman of the Board of the United Way or by the Board of Trustees.

Section IV: Quorum and Voting

The members present at any meeting shall constitute a quorum and each member shall have one vote. No member shall be entitled to vote by proxy on any question before the membership; but a member other than a natural person may vote through its representative.

Article II: Board of Trustees

① Section I: Composition of Board of Trustees

The Board of Trustees of the United Way shall consist of ³⁰29 members as follows:

1. Elected Members

There shall be sixteen trustees elected by the members of United Way of whom five shall be elected at each annual meeting for terms of three years, except in every third year (beginning in 1982) in which six shall be elected. At the Annual Meeting to be held in 1979, five members shall be elected to serve one-year terms, five members shall be elected to serve two-year terms, and five members shall be elected to serve three-year terms.

2. Ex Officio Members

③ The thirteen individuals holding the following positions shall be Ex Officio members of the Board of Trustees, with the right to vote on all matters:

- A. General Campaign Chairperson
- B. Standing Committee Chairpersons

3. No Compensation

The members of the Board of Trustees shall serve as members thereof without compensation.

Section II: Advisory Trustees

The Personnel Committee of the United Way, with the approval of the Board of Trustees, may designate Advisory Trustees. Individuals serving as Advisory Trustees shall serve for a period of one year, shall not have voting power, nor shall they in any way be liable or responsible for development or implementation of policies or procedures of the United Way.

Section III: Election of Trustees

1. Nominations

The Personnel Committee shall nominate for consideration by the members attending the Annual Meeting those persons to serve on the Board of Trustees. Additional nominations for Trustees may be made from the floor.

2. Vacancies

Vacancies in the Board of Trustees occurring by the death, resignation or inability to serve of a Trustee elected by the members may be filled by the Board of Trustees for the unexpired term of the vacancy.

3. Eligibility

A. A person who has served six consecutive years as an elected member of the Board of Trustees shall not be eligible again until after an absence from the Board for a period of one year.

B. A person ineligible for elected membership to the Board of Trustees shall not be precluded from serving in an Ex Officio position.

4. Removal

Any member of the Board of Trustees may be removed, with or without cause, by a majority vote of all the members of the Board of Trustees.

Section IV: Meetings of Trustees

The Board of Trustees shall meet at least once each quarter during the fiscal year. Meetings may be called at any time by the Chairman of the Board upon reasonable notice to the Trustees specifying the matters to be considered at such meeting. Meetings shall also be called upon written request of five members of the Board. A quorum of the Board of Trustees shall be a majority of all Trustees eligible to vote. In no case shall a quorum be less than three.

Section V: Powers and Duties

1. The Board of Trustees of the United Way shall have final responsibility for the formulation of the policies for the overall management of the United Way. The Board may

④ delegate its responsibilities to others as provided in these bylaws or by resolution of the Board. The Board of Trustees shall, as provided in these bylaws, elect the officers of the United Way. The Board shall have authority to create standing and ad hoc committees at such times and under circumstances as it deems appropriate.

2. Upon resolution adopted by the Board of Trustees, the United Way may provide indemnification of trustees, officers and/or staff members for expenses and costs incurred by any such individual in connection with any claim asserted against such a person, by action in court or otherwise, by virtue of the position held as trustee, officer or staff member of the United Way. Such indemnification may include insurance obtained by United Way of the Texas Gulf Coast.

Section VI: Board of Trustees Committees

1. Management Committee and Personnel Committee

In addition to the standing and ad hoc committees described in Article IV, there shall be a Management Committee and a Personnel Committee of the Board of Trustees.

2. Management Committee--Membership

The President shall be chairperson of the Management Committee. The President shall nominate five members of the Board of Trustees to serve on the Management Committee, with the approval of the Board of Trustees. The President shall also nominate one of the five members to serve as Vice President, and one or two members to serve as Secretary and Treasurer of the United Way, with the approval of the Board of Trustees. Members of the Management Committee shall serve for two years. A member of the Management Committee may succeed himself or herself for one additional consecutive term. Vacancies in the Management Committee shall be filled by the President, with the approval of the Board of Trustees.

3. Management Committee--Duties

Except as otherwise provided herein, the Management Committee shall, during the intervals between the meetings of the Board of Trustees, possess and may exercise all of the powers of the Board of Trustees in the management of the affairs of the United Way. Three members of the Management Committee shall constitute a quorum thereof. The Management

Committee shall keep full records and accounts of its proceedings and transactions. All action taken by the Management Committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby. Specific duties of the Management Committee shall include, but not be limited to, the duties as follows:

- A. Recommend the agenda for meetings of the Board of Trustees to the Chairman of the Board, with advice from the Executive Director and other committee chairpersons.
- B. Coordinate the work of other committees for the Board of Trustees; including staying informed on proposals being prepared by standing committees, working with standing committee chairpersons to schedule proposals, and reviewing proposals, as necessary, prior to presentation to the Board of Trustees.
- C. Appoint chairpersons of standing and ad hoc committees, and officers other than the President, all with the approval of the Board of Trustees.
- D. Oversee the execution of policies established by the Board of Trustees.
- E. Oversee management of the standing committees, and review the performance of the Executive Director and operations and take appropriate action.

4. Personnel Committee--Membership

The Chairman of the Board shall be the chairperson of the Personnel Committee. The Chairman of the Board shall nominate four members of the Board of Trustees to serve on the Personnel Committee, with the approval of the Board of Trustees. Members of the Personnel Committee shall serve for two years. A member of the Personnel Committee may succeed himself or herself for one additional consecutive term. Vacancies in the Personnel Committee shall be filled by the Chairman of the Board, with the approval of the Board of Trustees.

5. Personnel Committee--Duties

The Personnel Committee shall keep full records and accounts of its proceedings, and report regularly to the Board of Trustees thereon. A majority of the members of the Personnel Committee shall constitute a quorum. The duties of the Personnel Committee shall be as follows:

- A. Propose criteria for selection of members of the Board of Trustees and develop an inventory of potential candidates, endeavoring to maintain appropriate community representation on the Board of Trustees.
- B. Recruit and propose candidates for the Board of Trustees.
- C. Maintain an orientation program for new members of the Board of Trustees.
- D. Encourage members of the Board of Trustees to participate in committees.
- E. Evaluate the overall performance of the Board of Trustees, including the President.
- F. Propose the candidate for President of United Way.

6. No Simultaneous Membership.

Members of the Board of Trustees shall not be members of the Management Committee and the Personnel Committee simultaneously.

7. Removal.

Any member of the Management Committee or the Personnel Committee may be removed, with or without cause, by a majority vote of all the members of the Board of Trustees.

Article III: Officers

Section I: Number

The officers of the United Way shall be a Chairman of the Board, President, a Vice-President, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. Any vacancy in an office shall be filled by the

⑤ ✓

Board of Trustees from among its ~~elected~~ membership and any officer elected to fill such vacancy shall serve for the unexpired term.

Section II: Term of Office

1. All officers shall serve two-year terms.
2. Officers may succeed themselves for one additional consecutive term.
3. Any officer may be removed, with or without cause, by a majority vote of all the members of the Board of Trustees.

Section III: Selection of Officers

1. All officers shall be members of and shall be elected by the Board of Trustees.
2. Upon completion of the term of the President, the outgoing President shall be nominated as Chairman of the Board, subject to approval of the Board of Trustees. If the outgoing President declines to serve as Chairman of the Board, the Personnel Committee shall nominate a candidate for approval by the Board of Trustees. Please see Article II, Section VI, Paragraphs 2 and 5 concerning the nomination of the President, the Vice-President, the Secretary and the Treasurer.

Section IV: Duties of Officers

1. Chairman of the Board

The Chairman of the Board shall preside at meetings of the Board of Trustees, meetings of the membership and at the meetings of the Personnel Committee. The Chairman of the Board shall be responsible for informing the Management Committee of the viewpoints of the Board of Trustees regarding the handling of matters arising between Board Meetings and the execution of Board policy, represent the Board of Trustees in overseeing the delegation of authority to the Management Committee, advise the Management Committee, and ensure continuity of action between successive Management Committees.

2. President

The President shall be the chief executive officer of the United Way. The President, subject to the direction

and supervision of the Board of Trustees, shall be responsible for the execution of the policies and programs of the Board and for the administration of the affairs of the United Way.

3. Vice-President

The Vice-President shall perform such duties as may be assigned from time to time by the Board of Trustees or the President. In the event that illness or other disability prohibits the President from performance, the Vice-President shall have the power and perform the duties ordinarily the responsibility of the President.

4. Secretary

The Secretary of the United Way shall keep accurate and complete minutes of meetings of the Board of Trustees and of the members; shall give notices of all meetings as required; shall have the usual powers and duties of a Secretary and shall perform such other duties as may be assigned from time to time by the Board of Trustees or the President.

5. Treasurer

The Treasurer of the United Way shall have general charge and supervision of the books and records of account of the United Way and, subject to the direction of the Board of Trustees, shall have charge of and be responsible for all cash and securities of the United Way. The Treasurer shall have the usual powers and duties of Treasurer, including the power to give receipts for cash, securities or other property delivered to the United Way and the power to disburse funds in accordance with procedures to be established by the Board of Trustees; and shall perform such additional duties as may be assigned by the Board of Trustees or the President.

ARTICLE IV: Standing and Ad Hoc Committees:

Section I: Standing Committees--Numbers ✓

⑥ There shall be twelve standing committees, the chairpersons of which shall be appointed by the Management Committee, with the approval of the Board of Trustees.

Section II: Standing Committees--Names

⑦ The standing committees shall be Employee Relations, Audit, Finance, Government Relations, P.A.I.R., Allocations, Planning/Evaluation, Information Services, Labor Liaison, Communications, Data Processing and Area Coverage.

⑧

Section III: Standing Committee--Chairperson Terms

1. The standing committee chairpersons shall be appointed for terms of two years. ✓

2. Any standing committee chairperson may be removed, with or without cause, by a majority vote of all the members of the Board of Trustees.

Section IV: Ad Hoc Committees

The Management Committee shall create such ad hoc committees and appoint the chairpersons thereof under the terms and conditions the Management Committee may deem necessary or desirable, with approval of the Board.

Section V: Committee Members

1. Committee chairpersons shall name the members of their committees with the approval of the Board of Trustees.

2. Committee members shall serve for one year and until their successors have been appointed and qualified. The size of a committee shall be determined by the chairperson, but in no case shall any of the standing committees consist of less than five members, including the chairperson.

Section VI: Functions of Standing Committees

1. Employee Relations Committee

This committee shall act in an advisory capacity in policy matters pertaining to group insurance plans and pension and thrift savings plans covering employees of the United Way and participating member agencies. Plan design, investment strategy, plan funding and plan costs are of prime concern to the committee.

2. Audit Committee

This committee shall arrange for an annual independent audit of the United Way, receive said audit and present the conclusions to the Board of Trustees. The committee shall also review the audits of those organizations receiving monies from United Way and report its conclusions to the Board of Trustees or its designated committee.

3. Finance Committee

This committee shall regularly review the financial statements of the United Way, direct the investment of monies, provide for and supervise the internal control systems, recommend to the Board of Trustees the annual operating budget, and allocation of annual campaign proceeds, and handle other fiscal and administrative matters which shall arise. The committee shall also cause provision to be made for, and supervise the obtaining of fiduciary bonds covering all officers, directors, staff, and volunteers who handle books, papers, vouchers, monies and other property of the United Way.

4. Government Relations Committee

This committee shall work to facilitate an increased understanding by United Way agencies, volunteers and staff of the public sector, as it impacts social services. The committee shall also provide a mechanism to keep all concerned abreast of funding sources and trends.

5. P.A.I.R. (Planning/Evaluation, Allocations, Information Services and Research) Committee

This committee shall consist of the following members: the chairpersons and vice-chairpersons of the Planning/Evaluation, Allocations and Information Services Committees. The committee shall have the general responsibility for the planning, evaluation and coordination of social service programs; the allocation, distribution and efficient use of funds; the dissemination and coordination of information about social services, and shall perform for the general organization such other duties as may be requested. The committee shall also study and recommend action on matters relating to participating agency fund raising, the admission of new participating agencies, termination of such agencies and the United Way participating agency relationships.

6. Allocations Committee

This committee shall have primary responsibility for determining the recommended level of financial support to all participating agencies assigned to it by the Board of Trustees. The committee shall also recommend the manner in which the allocations are to be made to participating agencies, and shall have such other duties as may be assigned to it by the P.A.I.R. Committee.

7. Planning/Evaluation Committee

This committee shall have the general responsibility for planning and evaluating social services and programs. The committee shall also be responsible for reviewing applications for admission of participating agencies to the United Way. The committee may participate with other organizations in cooperative studies or planning endeavors. The committee shall carry out such studies, programs and tasks as assigned by the P.A.I.R. Committee.

8. Information Services Committee

This committee, with the concurrence of the P.A.I.R. Committee, shall formulate the policies and practices for the program of the Information Services Department and shall have such other duties as may be assigned to it by the P.A.I.R. Committee.

9. Labor Liaison Committee

This committee shall have the responsibility for the development, encouragement and maintaining an ongoing working relationship with organized labor.

10. Communications Committee

This committee shall direct the planning, implementation and evaluation of a year-round communications program aimed at improving media, agency and company relations, and general public acceptance of the United Way. Other areas directed by the committee are special events, advertising, area-wide communications and public opinion research.

11. Data Processing Committee

This committee shall have the responsibility for monitoring the processing done for the United Way and related agencies. It shall also be responsible for the selection of computer hardware, reviewing computer applications and providing technical advice and assistance to insure that United Way operations are effective and efficient.

12. Area Coverage Committee

This committee shall be charged with the responsibility for developing effective relationships with adjacent communities relative to fund raising, planning, and the budgeting of services.

⑨

Article V: Fiscal Year

The fiscal year of the United Way shall be the same as the calendar year unless changes by resolution of the Board of Trustees.

Article VI: Executive Director

The Board of Trustees shall select for the United Way an Executive Director who shall assume such responsibilities and perform such duties as are assigned from time to time by the Board of Trustees.

Article VII: Waiver of Notice

Any Trustee may waive notice of any meeting in one of the following ways: a) an acknowledgement of waiver reflected in the minutes of the meeting for which such notice is waived; b) 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; c) a written acknowledgement signed by the Trustee so waiving and received by the Secretary on or before the date of the meeting for which such notice is waived; d) neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Article VIII: Amendment of Bylaws

These bylaws may be amended by the Board of Trustees at any regular or special meeting, provided written notice setting forth any proposed amendment is mailed or delivered to each Trustee at least fifteen days in advance of such meeting.

ARTICLES OF INCORPORATION

We, the undersigned natural persons of the age of twenty-one years of age or more, all of whom are citizens of the State of Texas, acting as incorporators of a non-profit and charitable corporation organized under the Texas Non-Profit Charitable Act, do hereby adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is The Brazoria County Resource Center of Independent Living, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes of this association shall be to provide services to further the interests of all disabled persons in Brazoria County in achieving independence. This shall include but not be limited to the following:

1. Establish a central source to furnish information and referrals for such persons seeking to live more independently;

2. To promote awareness of the special needs of the disabled in Brazoria County;

3. To promote action by both the public and private sectors to overcome barriers to independence such as physical, attitudinal and other factors;

4. To master the resources of the communities to provide employment, housing, recreation and transportation necessary for independence;

5. To promote opportunities for conferences and forums for discussions of the problems and solutions relating to independent living for the disabled.

ARTICLE V

The corporation shall have a membership opened to all disabled persons in Brazoria County and persons who support the purposes of the Corporation.

ARTICLE VI

The street address of the initial registered office is 4603 Mustang, Manvel, Texas 77578, and the name of its initial registered agent is Glendon H. Baker Jr..

The management of the affairs of the corporation shall be vested in the members of the Brazoria County Resource Center for Independent Living.

ARTICLE VII

The number of Directors constituting the initial board of directors of the corporation will be four, and the names and address of the persons who are to serve as the initial directors are;

<u>NAME</u>	<u>ADDRESS</u>
Glendon H. Baker Jr.	4603 Mustang, Manvel, Texas 77578
Kimberly Benson	1109 N. Valderas, Angerton, Texas 77515
Carl Roderick	222 Succes Richwood, Texas 77531
Susan Baker	404 W. Combs #3 Alvin, Texas 77511

ARTICLE VIII

The names and addresses of the incorporators are;

Glendon H. Baker Jr.	4603 Mustang,	Manvel, Texas 77578
Kimberly Benson	1109 N. Valderas	Angerton, Texas
Carl Roderick	222 Success	Richwood, Texas 77531
Susan Baker	404 W. Combs #3	Alvin, Texas 77511

ARTICLE IX

At all times notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding-up of the corporation, voluntarily or by operation of law or any other provisions hereof:

A. The Corporation shall not processes or exercise any power or authority

either expressly, by interpretation or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 of the United States, contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualifications under Section 501 (c) (3) of the Code.

B. No part of the assets or net earning of the corporation shall be used, nor shall the corporation ever be organized or operated, for the purposes that are not exclusively charitable or educational within the meaning of Section 501 (c) (3) of the Code.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation, directly or in-directly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. At no time shall the Corporation engage in any activities that are unlawful under the law of the United States, State of Texas, or any other jurisdiction where it activities are carried on. F. No solicitation of contributions to the Corporation shall be made and no gifts, bequest, or devise to the Corporation shall be Accepted, upon any condition or limitation that in the opinion of the Corporation may cause the corporation to lose its federal income tax exemption.

G. Notwithstanding any other provisions of these Articles, if at any time the

Corporation shall be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954 of the United States, then during such time or times the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Code; shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure, as defined in Section 4945 (d) of the Code.

ARTICLE X

Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purposes of the Corporation or distributed to such organization of organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

In WITNESS WHERE OF, we have hereunto set our hands this the _____ day
of _____, 1993.

COALITION FOR BARRIER FREE LIVING, INC.

BYLAWS

CHAPTER I. NAME AND PURPOSE

ARTICLE 1. Name. The name of the organization shall be the "Coalition for Barrier Free Living, Inc." hereinafter referred to as either "the Coalition" or "CBFL."

ARTICLE 2. Purpose. The purpose of the Coalition for Barrier Free Living shall be to eliminate the barriers that prevent persons with disabilities from achieving the equality of opportunity and respect due every human being. The Coalition will engage in advocacy activities and provide service to Houston area citizens to achieve this objective.

ARTICLE 3. Definition. CBFL defines a person with a disability as someone with a physical or mental impairment and includes individuals who have a record or a history of an impairment or are regarded as having a physical or mental impairment that substantially limits one or more major life activity.

CHAPTER II. MEMBERSHIP

ARTICLE 1. Membership Defined. The members of the Coalition will be all those persons and organizations who complete a membership form and pay an annual dues contribution. This membership fee will be set by the Board of Directors and ratified by the membership at its annual meeting. The President may waive the membership fee for those who desire membership but are unable to pay; the President shall issue a report on those waivers periodically to the Board.

ARTICLE 2. Annual Meeting. An annual meeting shall be held in the first fiscal quarter of each year at a time and place designated by the Board of Directors. At each annual meeting the President of the CBFL shall report to the members on the status and affairs of the CBFL, and new members of the Board of Directors shall be elected.

ARTICLE 3. Notice of Meetings. Notice of each annual or special meeting specifying the time and place thereof, and in case of a special meeting, the purpose for which the meeting is called, shall be mailed to each CBFL member and published at least one time in a newspaper of general circulation in Houston, Harris County, Texas, not less than thirty (30) days for the annual meeting and ten days for other meetings prior to the date of the meeting. Special meetings may be called by the President of CBFL or by the Board of Directors.

ARTICLE 4. Voting. Members may vote for the Board of Directors by an official mailed ballot or by attending the annual meeting. The balloting shall be set up in such a way that members vote only once and that a person can become a member until the close of voting.

Ten (10) members present at any meeting shall constitute a quorum and each member shall have one vote. No member shall be entitled to vote by proxy on any question before the membership. An organizational member may exercise its one vote through its representative.

CHAPTER III. BOARD OF DIRECTORS

ARTICLE 1. Composition. The CBFL Board of Directors shall consist of the following twelve (12) elective CBFL members: President, Vice President, Secretary, Treasurer, eight at large Directors. The immediate Past President shall also be a member of the Board. The Executive Director shall be an ex officio member of the Board.

A. The President and Vice President shall be persons with a disability.

B. At least nine (9) of the thirteen (13) Directors shall be persons with a disability.

ARTICLE 2. Duties of Officers. The officers of the Coalition shall perform the usual duties of their respective offices including the particular duties outlined as follows:

A. The President shall:

1. Preside at all meetings of the Board of Directors;

2. Call meetings of the Coalition and its Board of Directors in accordance with the provisions of these bylaws, and any other meetings necessary to the operation of the Coalition;

3. Appoint special committees necessary to the operation of the Coalition;

4. Appoint all standing committees and designate the chairperson of each except as the bylaws may specify;

5. Monitor public communications made on behalf of the Coalition or its programs;

6. Ensure that the policies of the Board of Directors are communicated to the staff of operating programs.

B. The Vice President shall assume the duties of the President in the absence or incapacity of the President.

C. The Secretary shall keep a complete record of the proceedings of the Coalition, the Board of Directors and the Executive Committee.

D. The Treasurer shall monitor the status of all monies of the Coalition and its programs, report this to the Board of Directors, and advise and assist the Board of Directors in finance and budgetary matters.

ARTICLE 3. Term of Office. Members of the Board of Directors shall serve a term of two years.

A. The following positions will be elected in odd numbered years: President, Secretary, four at large Directors;

B. The following positions will be elected in even numbered years: Vice President, Treasurer, four at large Directors.

ARTICLE 4. Quorum. A quorum shall exist when seven (7) of the thirteen (13) Board members are present at a meeting.

ARTICLE 5. Board Member Absence. Any Board member who misses two consecutive or three total meetings a year is subject to dismissal by a majority vote of the Board. Notice of dismissal shall be given in writing by the President.

ARTICLE 6. Meetings. The Board shall meet monthly at a time and place designated by the Board unless otherwise notified.

ARTICLE 7. Vacancies. The Board shall fill any vacated position other than that of President by a majority vote of those present. The Nominating Committee will recommend CBFL member candidates for any vacated position to the Board of Directors.

ARTICLE 8. Succession. In the event of a vacancy in the office of President, the Vice President shall succeed to the Presidency.

CHAPTER IV. NOMINATIONS AND ELECTIONS

ARTICLE 1. Nominating Committee. The immediate Past President shall serve as chairperson of the Nominating Committee. This chairperson will select three CBFL members to serve on the Nominating Committee. In the absence of the immediate Past President, the Chairperson shall be designated by the President.

ARTICLE 2. Duties of the Nominating Committee.

A. Nominate officers;

B. Nominate at large Board members;

C. Post a slate of candidates for each position twenty (20) days prior to the annual meeting and inform the CBFL membership of the candidates' qualifications.

D. Maintain a roster of members who have an interest in serving on the Board or on committees of the Coalition.

ARTICLE 3. Provision for Additional Nominees. Any five (5) members of CBFL may nominate a sixth member for election to the Board of Directors by filing a petition to that effect twenty (20) or more days prior to the date of the scheduled election. Members who announce their candidacy following the twenty (20) day nomination period may run as a write in candidate.

ARTICLE 4. Elections.

A. Places on the ballot shall be determined by lot.

B. Uniform ballots indicating all persons nominated will be distributed by mail to all CBFL members 30 days prior to the annual meeting.

C. Members may vote via official mailed ballot or in person at the annual meeting.

D. The Nominating Committee or a substitute appointed by the President shall verify all mailed ballots, shall tally and record all votes and shall report the election results to the membership.

E. In the event of a tie, run off ballots will be distributed to members in attendance at the annual meeting, will be counted and results will be announced.

CHAPTER V. COMMITTEES

ARTICLE 1. Executive Committee. The Executive Committee shall be a standing committee composed of the President, Vice President, Secretary, Treasurer and immediate Past President.

ARTICLE 2. Other Standing Committees. The Board of Directors shall establish the following other standing committees:

- A. Finance Committee
- B. Nominating Committee
- C. Personnel Committee
- D. Bylaws Committee
- E. Public Relations and Fund Raising Committee
- F. Advocacy Committee
- G. Membership Committee
- H. Program Review Committee

ARTICLE 3. Other Committees. The Board of Directors may create or dissolve any other committees by a simple majority vote.

CHAPTER VI. PAID STAFF

ARTICLE 1. Executive Director. The Board of Directors may employ an Executive Director to administer the Houston Center for Independent Living (HCIL) and any other programs of CBFL.

- A. The Board of Directors shall recruit and screen candidates for Executive Director.
- B. The Board of Directors shall select an Executive Director.
- C. The CBFL Board shall have the power to review and terminate the Executive Director.
- D. The CBFL Board shall have the authority to abolish the position of Executive Director.
- E. The Board of Directors may authorize the Executive Director to hire additional paid staff to carry out the purpose of the Coalition.

CHAPTER VII. FINANCE

ARTICLE 1. Contracts. The CBFL may accept grants, contracts, and make and let contracts in connection with operations of the CBFL upon a two-thirds (2/3) vote of the members present at a Board meeting.

ARTICLE 2. Signatures. Official signatures of CBFL shall be signatures of any two of the members of the Executive Committee.

CHAPTER VIII. RECORDS

All official records shall be maintained in the CBFL office or in a place designated by the Board of CBFL.

CHAPTER IX. FISCAL YEAR

The fiscal year of the Coalition shall be the same as the calendar year.

CHAPTER X. PARLIAMENTARY AUTHORITY

ARTICLE 1. Rules. Unless otherwise indicated in these bylaws, Robert's Rules of Order, latest edition, shall govern the meetings of CBFL, to the extent reasonably possible.

ARTICLE 2. Parliamentarian. The Chairperson of the Bylaws Committee will serve as the Parliamentarian.

CHAPTER XI. REPRESENTATION

ARTICLE 1. Spokesperson for CBFL. The official spokesperson of the CBFL shall be the President or the President's designee.

ARTICLE 2. Appointments. The Board may appoint members to represent CBFL to other organizations or groups, as appropriate.

ARTICLE 3. Unofficial spokespersons. No other individual or group may represent the CBFL to any other individual or organization unless appointed by the Board.

CHAPTER XII. INDEMNIFICATION

See Attached

CHAPTER XIII. DISSOLUTION OF CBFL

ARTICLE 1. Voting. The Coalition may be dissolved by a two-thirds (2/3) vote of the membership of the CBFL at a special meeting specifically called for such a purpose.

ARTICLE 2. Assets. Upon dissolution, all assets remaining after paying CBFL obligations shall be distributed by the General Assembly to any other organization sharing the purpose stated in Chapter I. Article 2.

CHAPTER XIV. AMENDMENTS

Amendments to the present Bylaws shall be submitted to all members thirty (30) days prior to the General Assembly meeting in which the amendments are to be ratified. The amendments shall come into force for all members of the Coalition when they have been adopted by a majority vote of those present at any General Assembly meeting.

CHAPTER XV. ADOPTION

These Bylaws have been amended, accepted, and adopted in a General Assembly meeting held on the date set forth below.

President

Secretary

Date

03-bylawscbfl-pk (01/28/91)

Indemnification of Board Members

In the event of legal action brought against CBFL stemming from alleged fiscal obligations or from activities resulting in alleged injury or damages associated with activities of CBFL and its authorized agents, board members who have acted in accordance with stipulations of these Bylaws and with stated policies and procedures of CBFL and its subsidiary organizations shall be held harmless. In the event of such action(s), CBFL will assume legal costs and financial responsibility for any settlement required to be made by CBFL resulting from findings of injury, damages, or other liability attributed to actions of CBFL and its authorized agents.

IBM computer, C Drive, WP51, "Indem"

AMENDED BY-LAWS

Dayle McIntosh Center for the Disabled
September 1984

ARTICLE I: NAME AND LOCATION

Section 1. The name of this non-profit corporation shall be DAYLE McINTOSH CENTER FOR THE DISABLED.

Section 2. The principal place of business shall be in the County of Orange, State of California, at such place as shall be designated by the Board of Directors. The Board of Directors may establish additional offices and/or places of business at such place or places within the greater Orange County area.

ARTICLE II: PURPOSE

Section 1. The primary purpose of this corporation is to assist persons with physical, sensory, emotional and developmental disabilities to live more independently and productively in the community. The goal of independence can be achieved through ongoing information, referral, direct services and specialized training provided by the Dayle McIntosh Center for the Disabled. The corporation serves all people with disabilities regardless of color, ethnicity, creed, age or income. The corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(C)(3) of the Internal Revenue Code of 1954.

ARTICLE III: MANAGEMENT

Section 1. The management and control of affairs of this corporation shall be vested in and exercised by the Board of Directors.

Section 2. The members of the Board of Directors shall also be the only members of this corporation. The Board of Directors shall have the authority to grant associate membership and honorary membership in this corporation.

Section 3. The government and management of this organization and all corporate powers shall be exercised under and by the authority of the Board of Directors. The Board of Directors shall make such rules and regulations for the management and operation of this organization not inconsistent with law or with these by-laws as may be deemed proper and expedient.

Section 4. The Board of Directors may authorize any officer or officers, in the name of and on behalf of the corporation, to enter into any contract or execute and deliver any instrument or to sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined to specific instances; and, unless so authorized by the Board of Directors, no officer shall have the power or authority to bind the corporation by either contract or engagement, to pledge its credit or to render it financially liable for any purpose or in any account.

All funds of the corporation, except as otherwise authorized, shall be regularly deposited by such officer and/or officers to whom such power be delegated, in such banks or depositories as may be selected by the Board of Directors.

ARTICLE IV: ASSOCIATE AND HONORARY MEMBERS

Section 1. Any person who has a sincere interest in the objectives of this organization may become an associate member. Associate members shall enjoy no property interests in the assets of the corporation, nor shall they have the right to vote or hold office by virtue of their associate membership.

Section 2. Any person may become an associate member of this organization by making annual financial contributions to the corporation. Membership shall run for the calendar year during which said financial contribution was made, except those persons making contributions after September 30 shall be considered associate members of this organization during the following calendar year. All associate memberships in this organization shall expire on December 31 of each calendar year.

Section 3. At the time of adoption of these by-laws, the categories for associate membership shall be:

Students or Persons on Fixed Income	\$ 5.00/year
Individual	20.00/year
Family	50.00/year
Sustaining	100.00/year
Life	250.00 one time fee
Corporate	500.00/year

Subsequent changes in these categories shall be effected by a majority vote of the total membership of the Board of Directors at any regular meeting.

Section 4. The Board of Directors may, at its discretion, elect honorary, supporting, advisory members and/or trustees who may be participating or non-participating. The above categories cited shall pay no dues, shall enjoy no property interests in the assets of the corporation and shall not be responsible for any liabilities incurred by the corporation.

ARTICLE V: DIRECTORS, OFFICERS AND RESPECTIVE DUTIES

Section 1. The officers of the board shall be President, Vice President, Secretary and Treasurer elected by the board for two-year terms in October.

(A) PRESIDENT: It shall be the duty of the President to preside at all meetings of the corporation, appoint committee chairmen and serve as an ex-officio member of all committees; see that the by-laws and such rules and regulations as may be adopted by the Board of Directors are enforced; call such meetings as are herein provided; and, at the annual meetings of members, make a report of the general concerns of the Dayle McIntosh Center.

(B) VICE PRESIDENT: In the absence of the President, the Vice President shall preside at all meetings of the corporation and of the Board of Directors and otherwise perform the duties of the President.

(C) SECRETARY: The Secretary shall keep a record of all proceedings of the corporation and Board of Directors, give notice of all meetings and maintain the official correspondence of the corporation. The Secretary shall affix the corporate seal of the corporation to such documents as these by-laws or as the Board of Directors shall, from time to time, require.

(D) TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus or paid-in surplus, arising from a reduction of stated capital, shall be classified according to sources and shown in separate accounts. The books of account shall, at all times, be open to inspection by any director.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the corporation as may be ordered by the Board of Directors and shall render to the President and Directors, whenever they request it, an account of all his/her transactions and a statement of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the by-laws.

All officers must be members of the Board of Directors at the time of their election to office.

Section 2. Any person who subscribes to the purposes of this organization and who is not an employee of the corporation is eligible for nomination and election to the Board of Directors.

Section 3. The Board of Directors shall consist of at least 7 members with up to a maximum number of 25 members of whom 51% must be disabled. Members of the Board of Directors will be either representatives from community organizations or members of the community at large. All members shall be elected to the board by a 2/3 vote of the members present at any regular monthly meeting of the board.

Section 4. All officers and directors of the corporation shall serve without compensation. Their actual expenses in behalf of the corporation shall be paid at the discretion of the Board of Directors.

Section 5. Each board member shall have a term of two years. The member will assume office at the close of the annual meeting at which he/she was elected to said office.

Section 6. The board shall elect an individual to fill an unexpired term of a board member who has resigned his/her office.

Section T. the Board of Directors shall elect, by majority vote, all officers of the Dayle McIntosh Center.

Section 8. Any board member who has three unexcused absences from regular monthly board meetings within a given year will be considered to have submitted his/her resignation. He/she will be notified in writing that his/her resignation has been considered and accepted. The resulting vacancy shall be filled in accordance with the procedures in Section 6 of this article.

Section 9. Any officer or director can be removed from office by a two-thirds (2/3) vote of the total membership of the Board of Directors at any meeting thereof, pursuant to Robert's Rules of Order, Newly Revised Disciplinary Procedure.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be known as the chief administrative officer of the corporation and an ex-officio non-voting member of the Board of Directors and all committees, except the Nominating and Personnel committees. In carrying out the policies of the Board of Directors, he/she shall have active direction and management of the business affairs of the corporation and shall carry out the policies and administrative regulations adopted by the Board of Directors and shall perform such duties as may be assigned him/her from time to time by the board. He/she shall report to the Board of Directors at all Executive Committee meetings, regular board meetings or special meetings. The Executive Director shall not be employed or dismissed without two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet monthly during the year. Board meetings shall be conducted in accordance with Robert's Rules of Order.

Section 2. A quorum shall consist of at least five (5) members, two of whom must be officers. The board cannot conduct business without a quorum being present.

Section 3. All meetings of the Board of Directors shall be open; but nothing therein shall prevent the Board of Directors, by resolution or other appropriate action, convening in "Executive Session" for the consideration of any personal matters or matters of a confidential nature which may come before it. The vote or other final action of such "Executive Session" shall be taken in open session.

Section 4. Notwithstanding Section 2 of Article VII of the by-laws, the Board of Directors may conduct telephone polls of its members to expedite matters of an emergency nature only. Telephone polls are required to be conducted appropriately, with all board members contacted and two-thirds (2/3) majority vote being necessary to approve or disapprove any issue that requires a vote. All activities carried out in accordance with Section 4, Article VII, herein, must be indicated in the minutes of the next regular meeting.

Section 5. Special meetings of the Board of Directors may be called at any time on the order of the President or on order of four (4) or more directors. The Secretary shall notify each member of the board, specifying the purpose thereof and the time and place of the meeting at least two (2) days prior thereto. The

transactions of any special meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though made at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or consent to hold the meeting or an approval of the minutes of such meeting. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of such meeting.

Section 6. The Executive Committee of the Board of Directors is empowered to act for the full board between the monthly meetings. Actions taken by the Executive Committee will be ratified at the monthly meetings by the full board.

ARTICLE VIII: NOMINATION PROCEDURES

Section 1. Nominations of board members will originate from the Membership & Nominating Committee. The Membership & Nominating Committee shall be composed of three (3) members of the board and shall be appointed annually by the President, subject to the approval of the Board of Directors. It shall propose for nomination: candidates for board membership, names of candidates to fill vacancies on the board and a slate of officers for the corporation. It shall file its report with the Secretary.

Section 2. Nominations to the board will be on a rotating basis with at least 50% of the members being elected in even numbered years and at least 50% being elected in odd numbered years.

ARTICLE IX: ANNUAL MEETING

Section 1. The annual meeting of the corporation shall be held during the month of October each year and shall be for the purpose of the board making an annual report, including the report from the Nominating Committee. Notice of the time and place of each annual meeting shall be given by the Secretary, by the mailing of a printed or written notice, to each member not less than ten (10) days prior to the meeting.

Section 2. The Secretary of the corporation shall prepare and cause to be sent or published all notices herein mentioned.

Section 3. Like all regular meetings of the board, the annual meeting shall be open to all members of the staff of Dayle McIntosh Center, all associate members and the general public.

ARTICLE X: STANDING COMMITTEES

Section 1. Except as hereinafter otherwise provided, the following standing committees, which shall from time to time make written or oral reports of their activities, shall be appointed for a term of two (2) years by the President as soon as feasible after his/her election and induction and their membership shall be reported to the Board of Directors at or before the next ensuing regular meeting.

A. EXECUTIVE COMMITTEE

1. The Executive Committee will consist of the elected officers of the corporation.
2. The Executive Committee shall be fully empowered to exercise all the functions of the Board of Directors between the regular monthly meetings of the board.
3. A quorum shall consist of three (3) members being present. Meetings shall be held at least once a month.
4. The Executive Director shall submit monthly reports, including monthly narratives, to the Executive Committee.

B. MEMBERSHIP & NOMINATING COMMITTEE

1. The Membership & Nominating Committee shall act in accordance with the provisions of Article VIII, Section 1.

C. FINANCE COMMITTEE

1. The Finance Committee members will be appointed by the President. The committee will be concerned with any financial matters that are related to the functioning of the corporation. Their responsibilities will be established according to the needs of the corporation as determined by members of the Finance Committee subject to approval of the Board of Directors.
2. The Treasurer shall be chairman of the Finance Committee.

D. WAYS AND MEANS COMMITTEE

1. The Ways and Means Committee shall be concerned with selecting and implementing fund raising projects for the corporation.

E. PERSONNEL COMMITTEE

1. The Personnel Committee shall be concerned with monitoring and updating personnel policies and procedures as appropriate and necessary. This committee shall monitor confidentiality requirements and time lines as mandated by the various state and federal organizations, including grants awarded to the corporation.

F. PROGRAM EVALUATION COMMITTEE

1. The Program Evaluation Committee shall be concerned with the agency's adherence to the specifications of the corporation's
 - a. Governing documents
 - b. Evaluation of services and procedures of the corporation's programs.
 - c. Evaluation of the board's annual Management by Objectives (MBO) plan.

Section 2. The Board of Directors may create such additional committees as are in their judgement necessary for properly conducting the affairs and business of the organization. These committees do not necessarily need to be composed of members of the Board of Directors. Committees shall report to the Board of Directors.

ARTICLE XI: FISCAL YEAR

Section 1. The fiscal year shall begin on the first day of October in each year and shall run through September 30 of the following year.

ARTICLE XII: AMENDMENTS

Section 1. These by-laws may be amended or repealed by a two thirds (2/3) vote of the total membership of the Board of Directors provided, however, that written notice of any proposal to amend or repeal any of the by-laws shall be given to each director at least twenty (20) days in advance of the meeting at which said amendments or repeal is to be voted upon.

Section 2. The corporation shall keep in the principal office, for the transaction of business, the original or a copy of the by-laws, as amended or otherwise altered to date, certified by the Secretary of the corporation, which shall be open to inspection by the members at all reasonable times during office hours. A Braille and tape copy shall be available.

ARTICLE XII: SEAL

Section 1. The corporation shall have a common seal and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word "California".

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of the DAYLE McINTOSH CENTER FOR THE DISABLED, a California non-profit corporation and (2) that the foregoing by-laws, comprised of seven (7) pages, constitute the by-laws of said corporation as duly adopted at a meeting of the Board of Directors there of duly held this _____ day of _____, 19____.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 19____.



Michael Hagan
SECRETARY

9/84 pdcom

BYLAWS

ARTICLE I -- NAME

The name of this corporation shall be Rehabilitation, Education, and Advocacy for Citizens with Handicaps, Inc. This corporation may be referred to in these bylaws and other official documents as the Corporation. The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Texas.

ARTICLE II -- PURPOSE

The Corporation is committed to assisting people with disabilities in and around Tarrant County to increase self-determination and to minimize unnecessary dependence. With substantial disabled citizen involvement and leadership, the Corporation will seek to provide information and referral, peer support for individuals with disabilities, and assistance to enable disabled consumers to make informed decisions. The Corporation will encourage the use of existing services and work for improvements in the community and service delivery system.

ARTICLE III -- DURATION

The duration of this Corporation is perpetual.

ARTICLE IV -- MEMBERS

Section 1 -- Membership

The membership of the Corporation shall be any persons or organizations interested in supporting the work and objectives of the Corporation and who, through their adherence to the rules and bylaws of the Corporation, continue to be members in good standing.

Section 2 -- Classes of Membership

The Corporation shall have three classes of membership: Individual members, Sponsors, and Corporate members.

1. Individual members -- For individuals who contribute an annual membership fee and wish to be personally involved with the Corporation as either a volunteer or supporter of efforts to increase independence of all people with disabilities. Each individual member has one vote.

2. Sponsors -- For individuals who cannot or do not wish to be personally involved, but would like to support the work of the Corporation through monetary contributions. The sponsors will not have a vote.

3. Corporate members -- For organizations and businesses who support the Corporation through monetary contributions. The Corporate members will not have a vote.

Section 3 -- Rules of Membership

The rules of membership shall be made by the Board of Directors.

Section 4 -- Annual Meeting

The membership shall meet at least once per year at the annual meeting as determined by the Board of Directors.

Section 5 -- Regular Meetings

Regular meetings will be held to meet the needs of the membership.

Section 6 -- Special Meetings

Special meetings of the membership may be called by the President or by the Executive Committee, or by the President as directed by written petition of not less than one-fifth (1/5) of the members.

Section 7 -- Meeting Location

The Board may designate any place in Tarrant County as the place of meeting for any annual, regular, or special meetings of the members. The meeting place shall be fully accessible to all members.

Section 8 -- Quorum

The members present at any meeting shall constitute a quorum.

Section 9 -- Rights of Members

Individual members shall have the right to serve as officers of the Corporation, to participate in standing and special committees and other activities of the Corporation, and to vote in matters voted upon by the membership of the Corporation.

ARTICLE V -- BOARD OF DIRECTORS

Section 1 -- General Powers

The affairs of the Corporation shall be managed by its Board of Directors. All the corporate powers shall be vested in the Board, except as otherwise expressly provided by law or the Articles of Incorporation.

Section 2 -- Responsibilities of Board of Directors

The prime responsibilities of the Board of Directors are:

1. To provide leadership, expertise, and guidance to the Corporation.
2. To make final decisions on priority matters including legal, fiscal, staffing, and programming matters of the Corporation.
3. To employ or discharge an Executive Director, who shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the management of its affairs.
4. To determine the fees to be collected for services rendered by the Corporation if fees are to be collected.

Section 3 -- Numbers and Election

The Board of Directors shall consist of not less than twelve (12) and not more than twenty-one (21) members.

All elected Directors and their successors shall be nominated by the Nominating Committee, or by nominations from the floor at the annual meeting of the membership, and shall be elected at the annual membership meeting. However, in the event of a vacancy occurring on the Board between annual meetings of the membership, the remaining members of the Board shall elect a suitable person to serve the balance of the term of the vacant position.

Section 4 -- Disability Representation

At least 51% of the Board shall be individuals with handicaps representative of and/or representing the handicapped population in and around Tarrant County.

Every effort will be made to ensure that the disability representation is broad-based. No one disability group shall exceed 20% representation on the Board.

Noncompliance with the 51% Board composition requirement or with the 20% disability group representation shall not invalidate any Board actions taken during the period of noncompliance, provided that the Board is making every effort to comply with this requirement within a reasonable time, not to exceed 90 consecutive days from the date of noncompliance.

Section 5 -- Term of Office

Members of the Board shall serve terms of three (3) years (except as specified below for the initial Board). No member shall serve more than two (2) consecutive terms. A former Board member may be reelected after at least one (1) year has elapsed since the completion of prior term. Each Board member's term shall commence at the close of the meeting in which the member

was accepted onto the Board. Members whose term is about to expire shall receive written notice from the Board Secretary prior to such expiration.

Members of the initial Board of Directors shall serve their terms, staggered as follows: one-third (1/3) of the members of the initial elected Board shall serve two (2) years, one-third (1/3) shall serve three (3) years, and one-third (1/3) shall serve four (4) years, determined by lot.

Section 6 -- Meetings

The Board of Directors shall hold a minimum of four (4) regular meetings in any one fiscal year at places and on dates to be fixed by the President. Each Director shall be notified of the time and place of each meeting of the Board not less than ten (10) days and not more than forty (40) days prior to the meeting. The business to be transacted or the purpose of any regular or special meeting need not be specified.

It is the intent of the Corporation to conduct its business in open session whenever possible. However, in those circumstances where the Board is discussing or acting upon any matter which the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the members of the Corporation and the general public. An affirmative vote of the Board is necessary to close the meeting.

Section 7 -- Quorum

A simple majority of the Board of Directors in office or committee shall constitute a quorum.

Section 8 -- Removal of Board Members

A Board member who fails to attend three regular meetings in a twelve month period shall be automatically subjected to a vote by the Board, at the meeting which marks the third absence in a year, to decide whether or not the member should be retained or removed from the Board.

A Board member may also be removed for cause by a majority of the Board. Reasons for such removal may include, but are not limited to, the following: violation of fiduciary responsibilities, falsification of information supplied to the Board, and commingling of funds.

Section 9 -- Compensation

No member of the Board shall receive compensation for services rendered to the Corporation in their capacity as a member of the Board of Directors. However, the Board may make rules authorizing the President to approve reimbursement for out-of-pocket expenditures on behalf of the organization.

Care shall be given to eliminate all possibility of conflict

of interest.

ARTICLE VI -- BOARD OFFICERS

Section 1 -- Enumeration of Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2 -- Terms of Office and Vacancies

The officers shall be elected for a term of one year, with a maximum tenure of two years. A person may thereafter be re-elected to that office after at least one year has elapsed.

Officers shall be elected at the first meeting of the Board after the annual membership meeting and election. Any vacancies occurring in any office other than that of President shall be filled by the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall succeed to the Presidency.

Section 3 -- Duties of Officers

1. President -- The President shall preside over all meetings of the Board of Directors, the Executive Committee, and the membership. He/She shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform other duties as may be assigned to him/her by the Board.

2. Vice President -- The Vice President shall serve in the capacity of the President at the President's direction or during the absence of the President. Should the office of the President become vacant, the Vice President shall assume the powers and functions of the President for the remainder of the unexpired term.

3. Secretary -- The Secretary shall ensure that minutes are prepared for Board meetings and assure their proper maintenance and shall supervise the timely transmittal of required notices and other official correspondence. The Secretary shall ensure that accurate membership rolls are maintained.

4. Treasurer -- The Treasurer shall have custody of all funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation.

5. Other duties -- In addition to the duties mentioned above, the duties and powers of all officers shall be those usually pertaining to their respective offices.

ARTICLE VII -- COMMITTEES

Section 1 -- Executive Committee

The Executive Committee shall be a standing committee and shall consist of the officers of the Corporation and, by Board decision, the chairpersons of the standing committees.

The Executive Committee shall prepare the Corporation budget annually for presentation to the Board of Directors. Unless restricted by the Board of Directors, the Executive Committee shall, between meetings of the Board, have all the power and authority of the Board of Directors, except that it shall not have the authority to fill any vacancy in any elected office, to approve the budget of the Corporation, or to employ or discharge the Executive Director.

The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors. All actions of the Executive Committee will be reported to the Board at the next meeting of the Board.

Section 2 -- Other Standing Committees

The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board may be composed entirely of officers, entirely of members of the Board of Directors, or may include members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

The chairperson of each standing committee shall be a Board member and shall be appointed by the President of the Board of Directors.

Each committee shall meet at such time and place as the chairperson may determine and may act by a majority of those present at any meeting.

Section 3 -- Advisory Committees

The Board of Directors may appoint from their number or from among such persons as the Board sees fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the discretion of the Board of Directors. Such advisory committees shall advise the Board of Directors of the Corporation in all matters designated by the Board.

Section 4 -- Committee Reports

Each committee shall submit activity reports to the Board of Directors as prescribed in its commission.

ARTICLE VIII -- FINANCES

The Corporation may, upon a two-thirds (2/3) vote of the full Board of Directors, accept grants, contracts, and make and let contracts in connection with operations of the Corporation.

All records of the Corporation may be inspected by any member at all reasonable times upon written request to the Board.

ARTICLE IX -- DONATIONS

Donations will be accepted.

ARTICLE X -- PROCEDURES AND AMENDMENTS

Section 1 -- Parliamentary Procedure

All Board of Directors, membership, and committee meetings shall be governed by Robert's Rules of Order (current edition), where compatible with these bylaws.

Section 2 -- Amendments

These bylaws may be altered, amended, or repealed, and new bylaws adopted, by a majority vote of the quorum of members of the Corporation present at an annual meeting or a duly summoned special meeting of members of the Corporation. Any bylaw amendment must be presented to the membership at least 30 days prior to the meeting in which the bylaw amendment is voted upon. The effective date of an amendment shall be the meeting date when adopted, unless otherwise stipulated within the amendment.

ARTICLE XI -- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to a unit of government, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the County Court of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

These bylaws were approved at a general membership meeting on April 29, 1987.



The State of Texas
Secretary of State

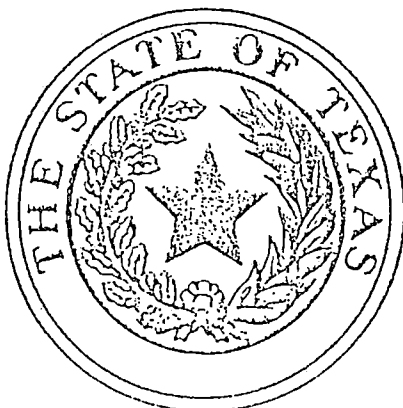
CERTIFICATE OF INCORPORATION
OF

REHABILITATION, EDUCATION AND ADVOCACY FOR CITIZENS WITH HANDICAPS
CHAPTER NUMBER 01039454

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

DATED MAY 26, 1987



Carl M. Reims

Secretary of State

BYLAWS
OF
INDEPENDENT LIFE STYLES, INC.

ARTICLE I

NAME AND PURPOSE

1.1 Name. The name of the corporation is Independent Life Styles, Inc.

1.2 Purpose. This corporation is organized exclusively for charitable, scientific, and educational purposes as set forth in the corporation's Articles of Incorporation. More specifically, the corporation shall provide, on a non-profit basis, attendant care and other personal assistance services to physically disabled persons who are striving to achieve personal autonomy and dignity in independent living. The objective of these services is to assist such persons to live independently and to function productively within their communities in a maximum state of health according to each person's capabilities and opportunities and to help them achieve maximum physical, mental, vocational, and social functioning in non-institutional daily life consistent with their age, circumstance and endowments. The corporation shall be operated exclusively for such purposes, and except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II

MEMBERS

2.1 Qualifications. Membership in the corporation shall be limited to and shall consist of those persons who, from time to time at the time, are members of the Board of Directors of this corporation, together with such other persons who have been sponsored by at least two members of the Board of Directors and who signify their consent to become members of this corporation.

The Board of Directors may have ex-officio members who may participate in discussions and deliberations of the Board of Directors but shall not have the right to vote.

2.2 Regular Meetings. The annual meeting of the members shall be held at a suitable place in Houston, Texas, to be designated in the notice and call for the meeting, in May of each year, or at the earliest practicable date thereafter, upon due notice. Any member in good standing shall be entitled to vote on any matter that may properly come before a meeting of the members.

2.3 Special Meetings. Special meetings of the members may be called by the president (or in his absence by the vice-president), or by any two members, at any time, stating the purpose in the notice.

2.4 Notice. Written or printed notice stating the place, day and hour of each meeting of members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting.

2.5 Quorum. A majority of the members entitled to vote thereat and present in person or by proxy, shall constitute a quorum for the annual meeting, any special meeting, or any committee meeting. Except as otherwise required by law, the Articles of Incorporation or these by-laws, the act of a majority of the members at any meeting at which a quorum is present shall be the act of the meeting. The members present at any meeting, though less than a quorum, may adjourn the meeting to a time certain, and any business may be transacted at the reconvened meeting that could have been transacted at the original meeting. No notice of adjournment, other than the announcement at the meeting, need be given.

2.6 Proxies. At all meetings of members, a member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney in fact. Such proxies shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

2.7 Officers. The president shall preside at and the secretary shall keep the records of each meeting of members. In the absence of the secretary, his duties shall be performed by some person appointed by the president or vice-president.

2.8 List of Members. A complete list of members entitled to vote at each members' meeting, arranged in alphabetical order, shall be prepared by the secretary and be available for inspection by any member at such meeting and at all times during such meeting be subject to inspection by any member.

2.9 Action without Meeting. Any action required by law to be taken at a meeting of members of the corporation, or any action which may be taken at a meeting of the members thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members, and may be stated as such in any articles or documents filed with the Secretary of State.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number, Tenure, Qualifications, Removal, and Vacancies.

(a) Number. Except as otherwise provided in these by-laws, the direction and management of the affairs of the corporation and the control and disposition of its assets shall be vested in a board of directors (the "Board of Directors") which shall consist of not less than three nor more than nine persons. The initial Board of Directors shall consist of five directors, but the number of directors may be increased or decreased from time to time by vote of the directors, provided that the number of directors shall never be less than three (3).

(b) Tenure. Each director shall hold office for a term of one (1) year or until his or her successor shall have been elected and qualified. Elections shall take place at the time of the annual meeting of the corporation.

(c) Qualifications. Those persons who are committed to the welfare of physically disabled persons who are striving to achieve personal autonomy and dignity in independent living and to furthering the objectives of the corporation.

(d) Removal. The Board of Directors may remove any director from the Board of Directors when such removal is determined by the Board of Directors to be in the best interest of the corporation. Such determination shall be made by an affirmative vote of two-thirds of the members of the Board of Directors at any meeting of the Board of Directors.

(e) Vancancies. A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, incapacity or removal of the occupant thereof.

3.2 Election. The Board of Directors shall be a self-perpetuating body. Each successor to a director whose term shall have expired shall be elected at the annual meeting of the Board of Directors for the year in which he or she is elected to succeed himself or herself. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. In the event that the number of directors constituting the Board of Directors is increased by amendment to these by-laws, any directorship to be filled by reason of said increase shall be filled by majority vote of the Board of Directors.

3.3 Annual Meeting. The annual meeting of the Board of Directors shall be held in May, or as close thereto as may be advisable, unless changed by an affirmative vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the election of directors and officers and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the secretary of the corporation to give ten days' notice of the time, place and date of the annual meeting to each director.

3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. It shall be the duty of the secretary of the corporation to give 10 days' notice of the time, place and date of each regular meeting to each director. Each director shall be required to attend during each calendar year at least fifty percent of the total number of regular meetings held during such year.

3.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the secretary of the corporation upon the direction of the president of the corporation or upon request of any two directors. It shall be the duty of the secretary to give sufficient notice of the date, time and place of each such special meeting to each director to enable such director to attend such special meeting.

3.6 Quorum for Meetings. The presence of a majority of the number of directors fixed by these by-laws as constituting the Board of Directors shall be a quorum for the transaction of business at all meetings convened according to these by-laws.

3.7 Order at Meetings. At meetings of the Board of Directors, business shall be transacted in order as from time to time the Board of Directors may determine. The president, and in his absence the vice president, shall call meetings of the Board of Directors to order, and shall act as president of such meetings, and the secretary of the corporation shall act as secretary of all such meetings, but in the absence of the secretary the president may appoint any person present to act as secretary of the meeting.

3.8 Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these by-laws.

3.9 Proxies. A director may vote at a meeting of the Board of Directors by proxy executed in writing by such director and delivered to the secretary of the corporation at or prior to such meeting; however, a director present by proxy at any meeting of the Board of Directors may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

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

3.11 Prohibited Transactions. Under no circumstances shall the directors ever:

- a. Lend any part of the corporation's assets to;
- b. Pay compensation, other than that authorized by the corporation as reasonable compensation for services rendered;
- c. Make any services, benefits or facilities of the corporation available on a preferential basis, to;
- d. Purchase any securities or other property for other than adequate consideration in money or money's worth from;
- e. Sell any securities or other property for other than adequate consideration in money or money's worth, to; or
- e. Engage in any other transaction which diverts any part of the corporate assets, to; any person, association or corporation who has contributed property or money to the corporation.

3.12 Conflict of Interest. The directors of the corporation, individually or through the enterprises they represent, may not enter into a business relationship with the corporation to the exclusion of others, unless such relationship offers the corporation the best price advantage for the product or service rendered; nevertheless, no such relationship shall create a conflict of interest.

ARTICLE 4

NOTICES

4.1 Form of Notice. Whenever under the provisions of these by-laws, notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but such notice may be given in

writing, by mail, postage prepaid, addressed to such director or committee member at such address as appears on the books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid.

4.2 Waiver. Whenever any notice is required to be given to any director or committee member under the provisions of these by-laws, 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 equivalent to the giving of such notice.

ARTICLE 5

GENERAL OFFICERS

5.1 Election and Term.

(a) The officers of this corporation shall be a president, vice president, secretary and treasurer of the Board of Directors, who shall serve without compensation, and such other officers as may be determined and selected by the Board of Directors.

(b) At the organizational meeting, and thereafter at each annual meeting, the Board of Directors shall elect the officers. Each officer so elected shall take office on the date of his or her election and shall hold such office either until the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified or until such officer resigns or is removed. Any officer whose term of office shall have expired may be elected to succeed himself or herself. Any two or more offices may be held by the same person, except that the offices of president and secretary may not be held by the same person.

(c) Any officer may resign at any time by giving the written notice thereof to the president or secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected by the Board of Directors may be removed at any time by the Board of Directors with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

5.2 Duties. The principal duties of the several officers are as follows:

(a) President. The president shall be a member of the Board of Directors. The president shall be the chief executive officer of the corporation and shall have general charge and supervision of the administration of the activities and affairs of the corporation. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall sign and execute all legal documents and instruments in the name of the corporation when authorized so to do by the Board of Directors, shall prepare an annual budget showing expected receipts and expenditures for consideration by the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The president shall also have the power to appoint and remove subordinate employees. The president shall submit to the Board of Directors plans and suggestions for the activities of the corporation, shall direct its general correspondence, and shall present recommendations in each case to the Board of Directors for decision. The president shall also submit a report of the activities and affairs of the corporation at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors.

(b) Vice President. The vice president shall discharge the duties of the president in the event of the president's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

(c) Secretary. The secretary shall have charge of the records and correspondence of the corporation under the direction of the president, and shall be the custodian of the seal of the corporation, if any. The secretary shall give notice of and attend all meetings of the Board of Directors. The secretary shall take and keep true minutes of all meetings of the Board of Directors. The secretary shall discharge such other duties as shall be prescribed from time to time by the president or the Board of Directors. In case of the absence or disability of the secretary, the Board of Directors may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) Treasurer. The treasurer shall keep account of all moneys, credits and property of the corporation which shall come into the treasurer's hands and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board of Directors, the treasurer shall have the custody of all the funds and securities of the corporation and shall deposit the same in such banks or depositories as the Board of Directors shall designate. The treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The treasurer shall also submit a report of the accounts and financial condition of the corporation at each annual meeting of the Board of Directors. The treasurer shall, under the direction of the Board of Directors, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the corporation, which checks, however, may also be required by the Board of Directors to be signed by the president or vice president, or in case of their absence or disability, by such member of the Board of Directors as the Board of Directors shall designate. The treasurer shall also make such transfers and alterations in the securities of the corporation as may be ordered by the Board of Directors. In general, the treasurer shall perform all the duties which are incident to the office of treasurer, subject to the Board of Directors, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors. The treasurer shall give bond only if required by the Board of Directors. In case of absence or disability of the treasurer, the Board of Directors may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability.

5.3 Vacancies. Whenever a vacancy shall occur in any general office of the corporation, such vacancy shall be filled by the Board of Directors by the election of a new officer who shall take office on the date of his or her election and shall hold such office either until the date of the next annual meeting of the Board of Directors following the date of his or her successor shall have been duly elected and qualified, or until such officer resigns or is removed.

ARTICLE 6

APPOINTIVE OFFICERS AND AGENTS

6.1 Appointive Officers and Agents. The Board of Directors may appoint such officers and agents in addition to those provided for in Article 5 of these by-laws, as the Board of Directors may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Directors, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 7

EXECUTIVE COMMITTEE

7.1 Members. The Board of Directors may establish an Executive Committee which shall consist of the president, vice president, and one or more directors elected by the Board of Directors at its annual meeting or a special meeting called for such purpose.

7.2 Powers.

(a) The Executive Committee may, if the Board of Directors so decides, have power to make investments of funds of the corporation and to change the same, and from time to time to sell any part or all of the securities of the corporation or any rights or privileges that may accrue thereon and to cause the same to be transferred by the proper officers of the corporation.

(b) Subject to the direction of the Board of Directors, the Executive Committee may, if the Board of Directors so decides, have the immediate charge, management and control of the activities and operations of the corporation, and have full power in the intervals between the meetings of the Board of Directors to do any and all things in relation to the affairs of the corporation and to exercise any and all powers of the Board of Directors in the management and direction of the activities and conduct of the affairs of the corporation.

(c) The Executive Committee may, if the Board of Directors do decides, direct the manner in which the books and accounts of the corporation shall be kept and cause to be examined from time to time the accounts and vouchers of the treasurer and moneys received and paid out by the treasurer.

(d) The Executive Committee shall keep a record of its proceedings and report the same to the Board of Directors at each succeeding meeting of the Board of Directors.

7.3 Quorum. At all meetings of the Executive Committee, a quorum for the transaction of business shall be the presence of a majority of the members of the Executive Committee.

ARTICLE 8

SPECIAL COMMITTEES

8.1 Special Committees. The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these by-laws, and the duties of any such special committees shall be prescribed by the Board of Directors upon their designation. Each such special committee shall consist of two or more persons appointed by the president of the Board of Directors, who may be, but need not be, limited to directors of the corporation. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon the completion of the task for which designated, such special committee shall stand dissolved.

ARTICLE 9

AMENDMENTS

9.1 Amendments. These by-laws may be amended by the Board of Directors at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting; provided, that notice of the proposed amendment whall have been given to each director in writing at least five days prior to such meeting. Notwithstanding the immediately preceding sentence, prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board of Directors at which two-thirds of the directors are present.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Indemnification. The corporation shall indemnify any director or officer or former director or officer of the corporation, against any and all losses, costs, and expenses (including attorney's fees) actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which such person is made a party by reason of being or having been such director or officer, except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. The corporation shall also reimburse any such director or officer or former director or officer for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the directors not involved in the matter in controversy, whether or not a quorum, that it was in the best interests of the corporation that such settlement be made, and that such director or officer or former director or officer was not guilty of negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer or former director or officer may be entitled, under any bylaw, agreement, insurance policy, or otherwise.

ARTICLE 11

GENERAL PROVISIONS

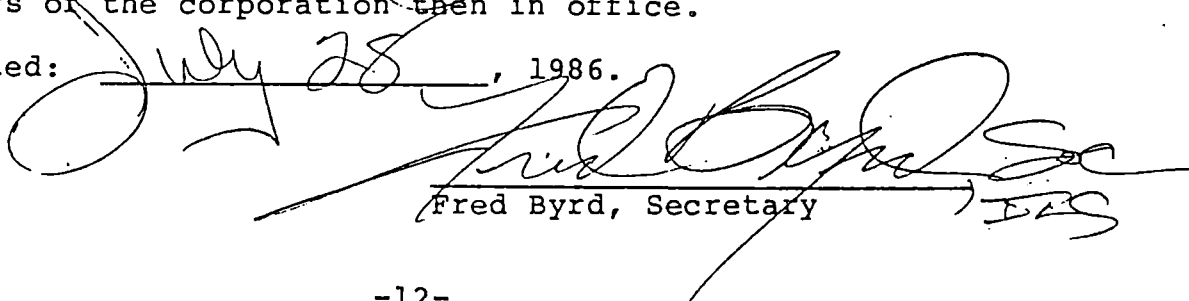
11.1 Fiscal Year. The fiscal year of the corporation shall end on the thirty-first day of December in each calendar year.

11.2 Audit. The financial records of the corporation shall be audited not less than annually by an independent Certified Public Accountant who shall be appointed by the Board of Directors.

CERTIFICATE

I, the undersigned, Secretary of Independent Life Styles, Inc., a Texas non-profit corporation, do hereby certify that the foregoing by-laws were duly adopted as the by-laws of the corporation, on July 28, 1986, by unanimous consent of the Board of Directors, setting forth the action so taken and approved by all of the directors of the corporation then in office.

Dated: July 28, 1986.


Fred Byrd, Secretary

CHARTER
UNITED WAY
OF
THE TEXAS GULF COAST

Section 1. The name of this corporation shall be the United Way of The Texas Gulf Coast.

Section 2. The purposes for which this corporation is formed are:

- (1) To provide support for recognized benevolent and charitable enterprises and agencies engaged in relief of the poor and unfortunate, and in the general advancement of public welfare, by the collection and disbursement of funds for the work of such enterprises and agencies.
- (2) The raising of funds throughout the Houston, Galveston Standard Consolidated Statistical Area (HGSCSA) to provide for the continuation and support of agencies of the HGSCSA, carrying on charitable and benevolent work and the general advancement of public welfare.
- (3) The raising of funds throughout the HGSCSA to meet the HGSCSA quota of national benevolent, charitable and wartime appeals which may be included from time to time in the budget of this corporation.
- (4) The uniting, as far as possible, of the financial campaigns of nonprofit local and national benevolent, charitable, and welfare organizations in one campaign conducted by it annually for the support of such organizations.
- (5) The distribution of funds so raised, after the payment of expenses, among participating organizations as may be directed from time to time by the Board of Trustees.

Section 3. The principal place of business of this corporation shall be Houston, Harris County, Texas

Section 4. Said corporation shall have perpetual existence.

Section 5.

- (1) Membership in the United Way of The Texas Gulf Coast shall consist each year of all persons and organizations that have made contributions to this corporation for such year. The Board of Trustees shall be selected as specified in the bylaws, and shall serve for terms prescribed therein.
- (2) The Board of Trustees shall have the authority and the duty to carry out the purposes of this corporation as set forth in Section 2 hereof and to take any and all actions required or necessary in the premises.
- (3) Amendments of and changes in the bylaws may be made in the manner prescribed in the bylaws.
- (4) Management of the corporation shall be vested in a Board of Trustees, the manner of selection, the term of service and number shall be as provided in the bylaws.

Section 6. This corporation is a nonprofit corporation having no capital stock. Its assets are derived from gifts, bequests and devises.

Section 7. All of the property of the corporation and accumulations thereof shall be held and administered to effectuate its purposes. In the case of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary or by operation of law, the assets or properties of the corporation shall be distributed in such manner as the Board of Trustees of the corporation shall direct; provided, however, that any such distribution shall be such as is calculated to be exclusively to carry out the purposes for which the corporation is formed, or for one or more other exempt purposes within the meaning of the applicable provisions of the Internal Revenue Code of 1954, as amended, or any similar federal statute then in effect, and the rules and regulations pursuant thereto.

CERTIFIED COPY OF CHARTER OF
TEXAS INSTITUTE FOR REHABILITATION AND RESEARCH

I, LEON JAWORSKI, Secretary of Texas Institute For Rehabilitation and Research, hereby certify that the attached is a true, full and correct copy of the Charter of said corporation which was duly filed in the office of the Secretary of State of the State of Texas on June 8, 1957, and I further certify that said corporation is validly and legally organized and existing under the laws of Texas.

Secretary

C
O
P
Y

THE STATE OF TEXAS
COUNTY OF HARRIS

} KNOW ALL MEN BY THESE PRESENTS:

That we, LAMAR FLEMING, JR., DR. WM. A. SPENCER,
and LEON JAWORSKI, all resident citizens of Harris County,
Texas, do hereby associate ourselves together for the pur-
pose of forming a corporation under the laws of Texas upon
the following terms and conditions:

1.

The name of this corporation shall be:

"TEXAS INSTITUTE FOR REHABILITATION AND RESEARCH."

2.

This corporation is organized for exclusively edu-
cational and charitable purposes, to wit:

"TO DEVISE and carry out the ways and means
necessary for the restoration to self-suffi-
ciency, of those persons unable to carry on
a healthy life and its responsibilities be-
cause of severe disabling circulatory, neuro-
muscular, respiratory, and metabolic illness
or injury. The employment of the institute's
personnel and physical facilities will be
guided by an appreciation of the essential
dignity of the human being; that being a pa-
tient therein, will not detract from personal
integrity, nor individual respect, nor the
patient's right to self-determination. Human
values found to be of crucial importance in
the recovery from disease or injury will be
sought, protected, and fostered. It shall be
the primary purpose of the institution to aid
children; and in particular, those adults who
previously demonstrated self-sufficiency in
life and have lost it as a consequence of dis-
ease or injury.

"TO CARRY OUT the research activities deemed
necessary to promote an understanding of the
physiological, sociological, and psychological
impact of disease or injury, and in this man-
ner help in their prevention or correction.

"TO BRING TOGETHER around the disabled patient
whenever possible, all of the elements neces-
sary to achieve and to assist practically and

sensibly, in the restoration of 1) physical and emotional well-being, 2) self-sufficiency, 3) independent activities, and 4) personal, family, and vocational usefulness.

"TO COMBINE in the most effective manner the medical research activities and education efforts that will continuously stimulate and promote the best possible care of such afflicted persons, thus to assist them through the pursuit of scientific knowledge applicable to disabled persons.

"TO FOSTER, UTILIZE, AND DEVELOP all such knowledge, techniques, skills and devices or equipment that will be needed for the construction of reparative and reconstructive apparatus, scientific inquiry, and educational demonstration that will be of value for the person handicapped by disabling disease or injury of any kind.

"THEREBY TO INSURE to the many crippled and disabled individuals of all ages in Texas, the best conditions they are able to attain and maintain, the most useful readjustments to living they are capable of making, and the most suitable employment they are competent of undertaking."

3.

The principal office and place of business of this corporation shall be in the City of Houston, Harris County, Texas.

4.

This corporation shall exist for a period of fifty (50) years unless sooner dissolved.

5.

The Directors of the corporation shall be known as the Board of Trustees and shall be three in number, and the names and residences of those first appointed are as follows:

Lamar Fleming, Jr.	Houston, Texas
Dr. Wm. A. Spencer	Houston, Texas
Leon Jaworski	Houston, Texas

6.

The corporation shall have no capital stock and has no assets at this time. The corporation shall not be conducted for profit nor shall any part of the property of the

corporation, whether income or principal, ever inure to the benefit of any individual having a personal or private interest in the activities of the corporation, nor shall any member, officer, trustee, employee or agent of the corporation receive or be lawfully entitled to receive any pecuniary benefit by reason of the operation, existence or dissolution of the corporation, except reasonable compensation for services actually rendered in carrying out the purposes of the corporation.

IN TESTIMONY WHEREOF, witness our hands this 7th day of June, 1957.

Lamar Fleming, Jr.
Lamar Fleming, Jr.

Wm. A. Spencer
Dr. Wm. A. Spencer

M.D.

Leon Jaworski
Leon Jaworski

THE STAT OF TEXAS }
COUNTY OF HARRIS }

BEFORE ME, the undersigned authority, on this day personally appeared LAMAR FLEMING, JR., DR. WM. A. SPENCER, and LEON JAWORSKI, known to me to be the persons whose names are subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office, this the 7th day of June, 1957.

(Seal)

Theona Boye Holl
Notary Public in and for Harris
County, Texas

Establishing Non Profit, Tax-Exempt Organizations
<i>presented by</i>
Texas Accountants and Lawyers for the Arts and The United Way Management Assistance Program

NON PROFIT CORPORATIONS

1. What is a non profit corporation and what is a not-for-profit corporation?
 - ▶ Permissible purposes
 - ▶ Prohibited purposes
2. What are the advantages/disadvantages of non profit corporations?
3. Who can form a non profit corporation?
 - ▶ What is a registered agent?
 - ▶ What is an incorporator?
 - ▶ Do you need a DBA?
4. Where can a non profit operate?
5. How long can it exist?
6. Who controls a non profit corporation, and what are their responsibilities?
 - ▶ Board of Directors
 - ▶ Members
 - ▶ Officers
7. What are board meetings? Membership meetings?
8. To whom is the non profit corporation answerable?
9. What does it cost?
10. What are articles of incorporation? Bylaws?
11. When should there be committees?

TAX-EXEMPT STATUS

1. What is it? Why is it granted?
 - ▶ Federal
 - ▶ State
2. What are the advantages? Disadvantages?
3. What is a 501(c)3? A 1023?

Gen Liab \$1,000,000
cost \$2,500

D + O ins. Directors + Officers 100,000 per
5,000 deductible
cost \$3,400

Malpractice 100,000 per
cost \$4,500 5,000 deductible

[Health & Life for employees

5. Do we still file a tax return?
 6. What is a public charity? A private foundation?
 7. Is a 501(c)3 exempt from franchise tax, property tax, sales, tax, payroll tax and unemployment insurance payments?
 8. How long does the exemption last?
 9. How can a 501(c)3 lose its exemption?
 - ▶ Organizationally
 - ▶ Operationally
 - private inurement
 - UBI
 - lobbying/campaigns
 - ▶ What happens when the exemption is lost?
 - ▶ What restrictions are there on solicitations?
 - Federal
 - Local
-

TEXAS ACCOUNTANTS AND LAWYERS FOR THE ARTS (TALA)
Organization Request for Assistance

Date _____

Name of Organization _____

Contact Person _____ Day Phone _____

Address _____
(number and street) (city, state) (zip)

Date of Incorporation (if applicable): _____ Date of IRS determination letter (if applicable): _____

Annual Budget: _____ Fiscal year end: _____

Describe your organization's purpose and activities: _____

State in detail the nature of the problem for which you are seeking assistance (use back of form if necessary): _____

Have you ever consulted an attorney or accountant for this problem? ____ yes ____ no

If yes, explain the current status of your relationship with this professional: _____

Attachment Checklist

Please include the following information with your request form:

- _____ Names, titles, and addresses of board of directors
- _____ A copy of your organizational documents (articles of incorporation and bylaws) OR a brief statement of purpose
- _____ A copy of your IRS determination letter (if received)
- _____ A copy of your budget for the current fiscal year
- _____ Copies of any documents relating to the specific problem for which you are seeking assistance (i.e. contracts, IRS correspondence, etc.)

NOTE: TALA reserves the right to reject a clients application for assistance for a variety of reasons, including: 1) request from a non-arts-related organization; 2) organization's primary purpose not charitable or educational; 3) matter may require too much time to resolve on a volunteer basis; and 4) unavailability of volunteer qualified to handle a particular request.

Please return this form & all attachments to: TALA, 1540 Sul Ross, Houston, Texas 77006 • 713 526-4876

HOUSTON ATTORNEYS FOR NONPROFIT DEVELOPMENT (HAND)

A Joint Project of Houston Young Lawyers Association, Houston Volunteer Lawyers Program
and United Way's Management Assistance Program

Request for Pro Bono Legal Assistance

Date _____

NAME OF ORGANIZATION: _____

MAILING ADDRESS: _____

CITY _____ STATE _____ ZIP _____ PHONE: _____

What is the mission of your organization? _____

What programs/services does your organization offer to accomplish its purpose? _____

Is your organization affiliated or associated with any church or religious organization? _____ Yes _____ No
If yes, please identify the church or religious organization and describe the affiliation or association _____

Is your organization associated or affiliated with any political organization? _____ Yes _____ No
If yes, please identify the political organization and describe the affiliation or association _____

Approximately how many people did your organization serve within the last year? _____

Of those served, approximately what percentage had incomes less than 175% of the federal poverty guidelines?
_____ Less than 25% _____ 25-50% _____ 50-75% _____ Over 75%

Does your organization have a 501(c)(3) tax-exempt status? _____ Year Obtained _____

Your last fiscal year ended on what date? _____

Revenues were \$ _____ Expenses were \$ _____

Executive Director: _____

President, Board of Directors: _____

Number of Board Members: _____

Number of Full-Time Employees:	Prof _____	Sec'y/Cler _____	Other _____
Number of Part-Time Employees:	Prof _____	Sec'y/Cler _____	Other _____
Number of Volunteers:	Prof _____	Sec'y/Cler _____	Other _____

THE INFORMATION SUBMITTED WILL BE HELD IN STRICT CONFIDENCE
BY THE HAND LEGAL ADVISORY COMMITTEE

BOARD MEMBER CHECKLIST

- ☐ Do I attend the board meetings regularly?
- ☐ Do I participate in the board meetings which I attend?
- ☐ Do I attend committee meetings regularly?
- ☐ Do I participate in the committee meetings which I attend?
- ☐ Do I read and understand the minutes of the board meetings, even when unattended?
- ☐ Do I read and understand the minutes of the committee meetings, even when unattended?
- ☐ Do I follow through on my committee responsibilities?
- ☐ Do I complete all assignments by the committee on a timely basis?
- ☐ Do I understand the functioning of the policy making procedure of the organization?>
- ☐ Do I understand how the policies are implemented?
- ☐ Do I see to it that all committee deliberations are reported to the board?
- ☐ Do I know the organization's budgeting process?
- ☐ Do I know the organization's budget?
- ☐ Do I know the organization's financial condition?
- ☐ Do I understand the organization's finances and budgets?
- ☐ Do I participate in establishing financial investment policy?
- ☐ Do I review the financial management of the organization to maintain compliance with policy?
- ☐ Do I disclose any conflict of interest with the organization to the Board on a regular basis?
- ☐ Do I make the Board aware of any potential conflict of interest as it arises?
- ☐ Do I treat the affairs of the organization as if they were my own?
- ☐ Do I avoid self-serving policies?
- ☐ Do I ask questions if I do not understand the policies or procedures which I see or hear?

- ☐ Do I evaluate the competency of the staff and if I note a problem, relay it to the board chair?
- ☐ Do I evaluate the competency of the staff, and if I note outstanding competence, do I relay it to the board chair?
- ☐ Do I know the board's personnel policy and is it well defined?
- ☐ Do I avoid the substance or appearance of conflict of interest in any area of the organization?
- ☐ Do I know if the organization is living up to all the requirements of its nonprofit status?
- ☐ Do I know if the organization is complying with the laws of the state(s) it is operating in?
- ☐ Do I monitor the image of the organization in the community on an ongoing basis?
- ☐ Do I know that the board is truly representative or is there a small clique who runs the organization?
- ☐ Do I know if the board has proper legal representation?
- ☐ Do I monitor the actions of all other committees to assure myself that the organization does not overstep its legal limits?
- ☐ Do I know if the board has a policy, in writing, regarding legal liability of the board members?
- ☐ Do I visit the organization's facilities on a regular basis to ascertain for myself that the board policies are being carried out by the staff?
- ☐ Do I understand the different roles that staff and board have and can I operate in that situation?
- ☐ Do I read the publications of the organization and understand them?
- ☐ Do I treat the staff as professionals dedicated to fulfilling the board's policies?

BYLAWS QUESTIONNAIRE

Please complete and return to:

Texas Accountants and Lawyers for the Arts
1540 Sul Ross
Houston, TX 77006

Name of Corporation: _____

GENERAL

Will the principal office and the registered office of the Corporation be the same? Yes ___ No ___ If not, where do you want the principal office to be: _____

What month will your fiscal year begin? _____
What month will it end? _____

Who will have the authority to sign checks and drafts (i.e. President, Treasurer, etc.)? _____
Will more than one signature be required? Yes ___ No ___

In the event that the bylaws need amending or changing, with whom do you want this power to rest? Voting members ___
Directors ___ (Statute says members unless the bylaws provide otherwise.)

Can the bylaws be amended by a majority vote of all members or do you want a super majority such as a two-thirds vote?

MEMBERS

Do you want to have voting members (elect a board of directors)? Yes ___ No ___

To whom is membership open? (Is membership open to all who pay dues and share the goal of the organization, or are there other requirements or criteria?) _____

What amount of notice do you want to require for membership meetings? _____
(Statute says the notice requirement must be no less than ten (10) days and no more than fifty (50) days.)

Do you want to permit members to vote by proxy? Yes ___ No ___
(Statute allows this unless the bylaws state otherwise.)

What will constitute a quorum of members? _____
(Statute says 10 percent unless the bylaws state otherwise.)

Do you want members to have the power to elect directors?
Yes ___ No ___

BOARD OF DIRECTORS

How long do you want the initial directors to serve? _____
How long do you want elected directors to serve? _____
(Statute provides for one year unless the bylaws state otherwise. We suggest two or three year terms, with the terms staggered to ensure that the board has continuity.)

Do you want to set a limit on the number of terms a board member can serve or succeed himself or herself in the position? Yes ___ No ___

Please provide further details regarding how you want the board structured:

Do you want to impose a Texas residence requirement on the board members? Yes ___ No ___ (Statute says the members need not be Texas residents.)

Do you want a maximum number of directors? Yes ___ No ___
How many? _____ Do you want a minimum? Yes ___ No ___
How many? _____ (Statute says you may not have fewer than three (3).)

Do you want a majority of the board members present at a meeting to be a quorum? Yes ___ No ___ (Statute says that the quorum must be at least three (3). In the absence of a provision to the contrary, the quorum will be a majority of the full board whether or not present.)

Do you want vacancies on the board to be filled for the remainder of the term by a majority vote of the remaining directors? Yes ___ No ___

If directors will have the power to elect new directors, do you want this to be by majority vote or by some other vote requirement? _____

Do you want to specifically provide for indemnification of directors and officers? Yes ___ No ___ (Indemnification is provided for by statute, but it may be mandatory, permissible, or prohibited in the bylaws.)

OFFICERS

What officers do you want to have? _____

If you want to provide for officers other than President, Vice President, Secretary and Treasurer, please provide a brief description of their proposed duties.

Do you want the officers to be members of the board of directors and elected by the board of directors? Yes ___ No ___

Do you want vacancies in office to be filled by the board of directors? Yes ___ No ___

Do you want a limit set on the number of times a person can consecutively hold the same office? Yes ___ No ___ If so, what limit? _____

How long do you want officers to serve? _____
(Statute says terms may not be longer than three (3) years.)

MEETINGS

How many regular board meetings do you want to hold per year? _____

In what month do you want to hold your annual meeting? _____

What amount of notice do you want to require for regular meetings? _____ Special meetings? _____

Do you want to permit telephone meetings? Yes ___ No ___
(Statute says these are allowed unless otherwise stated in the bylaws.)

COMMITTEES

Do you want to provide for an advisory board and an executive committee? Yes ___ No ___ (We suggest you provide for their creation even if you do not establish them immediately.)

Who will be permitted to serve on committees (directors only, or other interested members as well)? _____

Whom do you want to have the power to appoint committee members and chairpersons? _____

BYLAWS

OF

a Texas Non-Profit Corporation
* * * * *

ARTICLE ONE - OFFICES

Section 1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of (city), County of (county). The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent. The Corporation 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 may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - PURPOSES

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable and educational purposes including educating and promoting public awareness and interest in (nature of the art form). The corporation is established as a permanent organization in (location) seeking to enrich the local community through activities promoting the (nature of the art form), with emphasis on _____, to provide opportunities for the members of the community to _____ and to serve as a resource for _____. The Corporation may engage in any activities which further its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any

political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE THREE - MEMBERS

Section 3.01. Any person who has contributed financially or in kind to the corporation shall be eligible for membership. Different classifications of members, and the qualifications and benefits thereof, shall be determined by the Board of Directors.

ARTICLE FOUR - MEETING OF MEMBERS.

Section 4.01. Annual Meeting. An annual meeting of the members shall be held on the first _____ in _____ each year, beginning with the year 1991, at the hour of _____ .m., for the purpose of soliciting nominations for the Board of Directors and for transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

Section 4.02. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 4.03. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporation action may be taken.

Section 4.04. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member, not

less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purpose for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Corporation with postage thereon prepaid.

ARTICLE FIVE - BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas. ✓

Section 5.02. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than fifteen (15). The initial Directors shall serve terms of _____. (OPTIONAL) Afterwards, each director shall serve for _____ years, thereby providing for staggered terms. The initial terms of additional Directors should be fixed to ensure than a disproportionate number of Directors (more than one-half) will not be up for election in any given year. ✓

Section 5.03. Regular Meetings. The Board of Directors shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there shall never be less than one annual meeting of the Board of Directors. ✓

Section 5.04. Annual Meetings. Beginning in 19____, an annual meeting of the Board of Directors shall be held at the date, time and place determined by the Board of Directors. ✓

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. ✓

Section 5.06. Meetings Utilizing Electronic Media. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created. ✓

Section 5.07. Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver or notice of such meeting, except when a Director 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 notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5.08. Quorum. A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5.09. Manner of Acting. 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.10. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 5.11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.12. 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 all the Directors.

Section 5.13. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

Section 5.14. Removal. Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors.

Section 5.15. Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

ARTICLE SIX - OFFICERS

Section 6.01. Officers. The ~~officers of the Corporation~~ shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. 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 Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 6.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of

the Corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairman thereof. He shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the corporation.

Section 6.06. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have ~~all the powers of and be subject to~~ all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors. The Vice President shall also be responsible for organizing and submitting grant proposals with the aid of the President. Additionally, the Vice President shall maintain the Corporation's membership roster, produce and distribute the newsletter, and take care of the publicity of any public event held by the corporation with the assistance of other Board members as deemed necessary.

Section 6.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; he shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; he shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be

custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors. The Board of Directors and Officers shall give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE SEVEN - COMMITTEES

Section 7.01. Appointment. The President shall appoint members of committees established by the Board of Directors. The Board of Directors shall appoint the chairman of each committee. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Both Directors and members of the Advisory Board may serve on all committees except the Executive Committee.

Section 7.02. Committees of Directors. The Board of Directors, 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 persons, a majority of who are Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committee shall have the authority of the Board of Directors 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 Corporation; 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 Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors 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 thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 7.03. Executive Committee. The Board of Directors may from among its members appoint an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do so, shall

preside as Chairperson of the Executive Committee. The Committee shall meet at the call of the President or the Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority but never less than three of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting shall be by a majority of those present all acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive committee shall be filled by appointment by the Board of Directors. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

Section 7.04. Nominating Committee. The President shall, with thirty (30) days advance notice to the Board of Directors, appoint the members of the Nominating Committee created by the Board of Directors. The members shall be members of the Board of Directors and Advisory Board appointed to nominate candidates for officers and directors. Additional nominations may be made by Directors at the annual meeting.

Section 7.05. Advisory Committee. The function and purpose of the Advisory Committee shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the Corporation may undertake.

Section 7.06. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 7.07. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his 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 7.08. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 7.09. 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 7.10. Quorum. Unless otherwise provided in the resolution of the Board of Directors 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 7.11. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7.12. Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of sixty-six percent (66%) or more of all members of the Board of Directors.

ARTICLE EIGHT - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation. Such authority may be general or confined to specific instances.

Section 8.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 8.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or

devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE - BOOKS AND RECORDS

Section 9.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation including, a minute book which shall contain a copy of the Corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information return (Form 990), and a copy of the Articles of Incorporation, By-Laws, and Amendments. The Corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990.

ARTICLE TEN - FISCAL YEAR

Section 10.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE ELEVEN - SEAL

Section 11.01. Seal. The Board of Directors may authorize a corporate seal.

ARTICLE TWELVE - WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN - AMENDMENTS TO BYLAWS

Section 13.01. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By-Laws of _____, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of the Corporation, this _____ day of _____, 1993.

Secretary