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[TIRR (The Institute for Rehabilitation and Research) Bylaws and Policies] [1981-1987] [2]

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Section:

Shelf:

Position:

**ARTICLES OF INCORPORATION OF
ATTENDANT SERVICES OF HOUSTON**

WE, THE UNDERSIGNED NATURAL PERSONS OF THE AGE OF EIGHTEEN (18) YEARS OR MORE, ACTING AS INCORPORATORS OF A CORPORATION UNDER THE TEXAS NON-PROFIT CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE ONE - NAME

THE NAME OF THE CORPORATION IS ATTENDANT SERVICES OF HOUSTON (ALSO CALLED ASH).

ARTICLE TWO - NONPROFIT CORPORATION

ATTENDANT SERVICES OF HOUSTON IS A NONPROFIT CORPORATION.

ARTICLE THREE - DURATION

THE PERIOD OF THE CORPORATION'S DURATION IS PERPETUAL.

ARTICLE FOUR - PURPOSE

SECTION 4.01 THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WHICH INCLUDE, BUT ARE NOT LIMITED TO, THE PROVISION OF SERVICES, INFORMATION, REFERRAL, TRAINING AND OTHER SUPPORT RELATED TO THE PERSONAL ASSISTANCE NEEDS OF PERSONS WITH DISABILITIES WHO REQUIRE AID WITH ACTIVITIES OF DAILY LIVING.

SECTION 4.02 NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION:

- A. 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 ANY POLITICAL CAMPAIGNING ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

- B. 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 170 (C) (2) OF THE INTERNAL REVENUE CODE AND REGULATIONS AS THEY NOW EXIST OR AS THEY MAY HEREAFTER BE AMENDED.
- C. 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 FIVE - MEMBERS

THE CORPORATION SHALL HAVE NO VOTING MEMBERS OTHER THAN THE BOARD OF DIRECTORS.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 4718 LINDEN, BELLAIRE, TEXAS 77401, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MARY ANN BOARD.

ARTICLE SEVEN - DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS THREE (3), AND THE NAMES AND ADDRESS OF THOSE PEOPLE WHO ARE TO SERVE AS THE INITIAL DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
MARY ANN BOARD	4718 LINDEN BELLAIRE, TEXAS 77401
WENDY WILKINSON	2001 HOLCOMBE # 1303 HOUSTON, TEXAS 77030
JOYCE FRIEDEN	3634 N. BRAESWOOD BLVD. HOUSTON, TEXAS 77025

ARTICLE EIGHT - INDEMNIFICATION

ATTENDANT SERVICES OF HOUSTON MAY PROVIDE INDEMNIFICATION OF DIRECTORS, 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 DIRECTOR, OFFICER, OR STAFF MEMBER OF ATTENDANT SERVICES OF HOUSTON. THE CORPORATION SHALL HAVE THE POWER TO PURCHASE OR MAINTAIN AT ITS COST AND EXPENSE INSURANCE ON BEHALF OF SUCH PERSONS TO THE FULLEST EXTENT PERMITTED BY THESE ARTICLES AND APPLICABLE STATE LAW.

ARTICLE NINE - LIMITATION ON SCOPE OF LIABILITY

NO DIRECTOR SHALL BE LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR AN ACT OR OMISSION IN THE DIRECTOR'S CAPACITY AS A DIRECTOR OF THE CORPORATION, EXCEPT AND ONLY FOR THE FOLLOWING:

- A. A BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION;
- B. AN ACT OR OMISSION NOT IN GOOD FAITH BY THE DIRECTOR OR AN ACT OR OMISSION THAT INVOLVES INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF THE LAW BY THE DIRECTOR;
- C. A TRANSACTION FROM WHICH THE DIRECTOR GAINED ANY IMPROPER BENEFIT WHETHER OR NOT SUCH BENEFIT RESULTED FROM AN ACTION TAKEN WITHIN THE SCOPE OF THE DIRECTOR'S OFFICE; OR
- D. AN ACT OR OMISSION BY THE DIRECTOR FOR WHICH LIABILITY IS EXPRESSLY PROVIDED FOR BY STATUTE.

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IN WITNESS WHEREOF, I HEREUNTO SET MY HAND, THIS _____
DAY OF _____, 199__.

MARY ANN BOARD

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC, ON THIS THE
____ DAY OF _____, 199__.

NOTARY PUBLIC IN AND FOR
_____ COUNTY, TEXAS

MY COMMISSION EXPIRES:

IN WITNESS WHEREOF, I HEREUNTO SET MY HAND, THIS _____
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WENDY WILKINSON

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- B. 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 170 (C) (2) OF THE INTERNAL REVENUE CODE AND REGULATIONS AS THEY NOW EXIST OR AS THEY MAY HEREAFTER BE AMENDED.
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MARY ANN BOARD

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____ DAY OF _____, 199__.

NOTARY PUBLIC IN AND FOR
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MY COMMISSION EXPIRES:

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____ DAY OF _____, 199__.

NOTARY PUBLIC IN AND FOR
_____ COUNTY, TEXAS

MY COMMISSION EXPIRES:

BYLAWS OF
THE INSTITUTE FOR REHABILITATION AND RESEARCH

ARTICLE I
PURPOSES

The purposes of this corporation shall be:

- a. The provision of comprehensive rehabilitation services that are individualized, coordinated, and multi-disciplinary to assist persons with severe physical impairments caused by illness or injury. The objective of these services is to provide medical care and other restorative services to such persons and assist them to live independently and to function productively within their communities in a maximum state of health and according to each person's capabilities and opportunities. The diversified programs of the Institution represent a balanced combination of patient service, research and education. Each of these activities is deemed to be essential and to enhance the quality of each other activity.
- b. Seeking, through ~~patient~~ services, to help severely physically impaired persons achieve maximum physical, mental, vocational, and social functioning in daily life consistent with their age, circumstance and endowments.

- c. Seeking, through education, to disseminate useful knowledge about rehabilitation and disability to patients, families, the staff of the Institutions, staff of other organizations and agencies, students, sponsors of our work, and the public.
- d. Striving, through research, to understand the causes and consequences of disability; to develop concepts, methods and treatment procedures and technology that prevent medical complications and minimize disability and its effects; and to evaluate and improve service delivery based upon the results of our care.

ARTICLE II

MEMBERS

Section 1. Qualifications. Membership in this 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 Trustees of this Corporation, together with such other persons who have been sponsored by at least two members of the Board of Trustees and who signify their consent in writing to become members of this corporation.

The Board of Trustees shall have two ex officio members, the President of the Medical Staff and the Director of Rehabilitation Services. Ex officio members may participate in discussions and deliberations of the Board of Trustees but shall not have the right to vote.

Section 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, on the second Wednesday of June in 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.

Section 3. Special Meetings. Special meetings of the members may be called by the Chairman (or in his absence by the Vice Chairman), or by any two members, at any time, stating the purpose in the notice.

Section 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.

Section 5. Quorum. One-third or more of the members entitled to vote thereat and present in person or by proxy, shall constitute a quorum. Except as otherwise required by law, the articles of incorporation or these bylaws, 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.

Section 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.

Section 7. Officers. The Chairman shall preside at and the Secretary shall keep the records of each meeting of members, and in the absence of either such officer, his duties shall be performed by some person appointed by the meeting.

Section 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.

Section 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 III

BOARD OF TRUSTEES

Section 1. Qualifications, Number, and Term of Office. The business and property of the corporation shall be managed and controlled by the Board of Trustees, and subject to the restrictions imposed by law, by the articles of incorporation, or by these bylaws, they may exercise all the powers of the corporation. Trustees shall be at least 21 years of age and shall serve without financial remuneration. They shall have demonstrated an interest in the welfare of physically handicapped persons and in furthering the objectives of the corporation. Trustees need not be residents of Texas.

The initial Board of Trustees shall consist of three Trustees, but the number of Trustees may be increased or decreased from time to time by vote of the Trustees, provided that the number of Trustees shall never be less than three (3)

Each Trustee shall hold office for a term of one year or until his successor shall have been elected and qualified. Election shall take place at the time of the Annual Meeting of the corporation. Any Trustee may be removed from office, with or without cause, by a majority vote of the members at any meeting at which a quorum of members is present.

Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. In case of any increase in the number of Trustees the additional Trustees shall be elected at an annual meeting or at a special meeting of members called for that purpose.

Section 2. Meeting of Trustees. The Trustees may hold their meetings and may have an office and keep the books of the corporation, except as otherwise provided by statute, in such place or places in the State of Texas, or outside the State of Texas, as the Board of Trustees may from time to time determine.

Section 3. First Meeting. Each newly elected Board of Trustees may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of the members, and no notice of such meeting shall be necessary.

Section 4. Election of Officers. At the first meeting of the Board of Trustees in each year at which a quorum shall be present, held next after the annual meeting of members, the Board of Trustees shall proceed to the election of the officers of the corporation.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as shall be designated from time to time by resolution of the Board of Trustees. Notice of such regular meetings shall not be required. In no event shall there be fewer than four meetings per year, and one per quarter.

Section 6. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the Chairman, a Vice-Chairman or by a majority of the Trustees for the time being in office.

Section 7. Notice. The Secretary shall give notice of each special meeting at least five (5) days before the meeting if by mail, and at least two (2) days before the meeting if in person or by telephone or telegraph, to each Trustee. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that 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 of Trustees need be specified in the notice or waiver of notice of such meeting.

At any meeting at which every Trustee shall be present, even though without any notice, any business may be transacted.

Section 8. Quorum. One-third or more of the Trustees fixed by these bylaws shall constitute a quorum for the transaction of business, but if at any meeting of the

Board of Trustees there be less than quorum present, a majority of those present or any Trustee solely present may adjourn the meeting from time to time without further notice. The act of a majority of the Trustees present at a meeting at which a quorum is in attendance shall be the act of the Board of Trustees, unless the act of a greater number is required by the articles of incorporation or by these bylaws.

Section 9. Order of Business. At meetings of the Board of Trustees, business shall be transacted in such order as from time to time the Board may determine.

At all meetings of the Board of Trustees, the Chairman of the Board shall preside, and in the absence of the Chairman, a chairman shall be chosen by the Board from among the Trustees present.

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

Section 10. Parliamentary Procedure. All meetings shall be conducted according to the latest revised "Robert's Rules of Order."

Section 11. Attendance Requirements. Each Trustee shall be required to attend a minimum of 50% of the following:

- a. The regularly scheduled standing committee meeting of the committee to which the trustee is assigned or;
- b. The regularly scheduled Board meetings and;
- c. The regularly scheduled education and orientation programs provided from time to time by the President;

annually, and unless the absence is excused by the Secretary, in advance of the meeting, noncompliance with this requirement will result in removal from Board membership, and

notification of the removal shall be made by the Secretary.

Section 12. Presumption of Assent. A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 13. Action Without Meeting. Any action permitted, or required by law, these bylaws or by the articles of incorporation of the corporation, to be taken at a meeting of the Board of Trustees or any Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Trustees or Executive Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

Section 14. Prohibited Transactions. Under no circumstances shall the Trustees ever:

- a. Lend any part of the corporation assets to;
- b. Pay compensation, other than that set forth in paragraph numbered 6 of the Charter of the corporation, to;
- c. Make any services, benefits or facilities of the Institute 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
- f. 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 Institute.

Section 15. Conflict of Interest. Members of the Board of Trustees 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.

Section 16 . Review of Bylaws. These bylaws shall be reviewed biannually by the Executive Committee. All recommendations for amendments which the Executive Committee has agreed to shall be voted upon by the Board of Trustees.

ARTICLE IV

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Special and Standing Committees. The Board of Trustees shall establish both standing and special committees. The standing committees shall be the:

- a. Executive Committee
- b. Planning Committee
- c. Nominating Committee

Special committees may be established by action of the Board of Trustees at any meeting.

Section 2. Executive Committee. The Chairman of the Board, Secretary, President and other members of the Board, as the Board selects, shall be members of the Executive Committee. The Chairman of the Board shall be Chairman of the Executive Committee.

The Executive Committee shall have all the authority of the Board of Trustees in the business and affairs of the corporation except where action of the Board is required by law. No delegation of authority to the Executive Committee by the Board of Trustees shall operate to relieve the Board or any of its members of any responsibility imposed upon the Board or its members by operation of law.

Section 3. Planning Committee. The Treasurer, President, Chairman of the Board and other members of the Board, as the Board selects, shall be members of the Planning Committee. The Treasurer shall be Chairman of the Planning Committee. The President of the Medical Staff, or his delegate, shall serve as an ex officio member of the Planning Committee.

The Planning Committee is responsible for developing an overall plan for the corporation's affairs. The plan shall include the proposed operating budget, which shall be voted upon by the Board of Trustees annually, and a three year capital expenditure plan identifying any expense in excess of \$100,000.00. The Planning Committee shall coordinate efforts to obtain certificates of need for said capital expenses.

The Planning Committee shall report to the Board, annually, in the last quarter of each fiscal year.

Section 4. Nominating Committee. The Nominating Committee shall have the duty of nominating candidates to be voted upon in electing officers and members of the

Board of Trustees. The Nominating Committee shall report at the annual meeting of the corporation and at other meetings when vacancies are to be filled.

ARTICLE V MEDICAL STAFF

Section 1. Authority Delegated To The Medical Staff. The Board of Trustees shall assign to the Medical Staff the authority reasonably necessary for insuring appropriate professional care to the Institution's patients, consistent with the responsibility and obligation of the Board of Trustees for the functioning of the corporation.

The Medical Staff is responsible for the conduct of reviews and appraisals of the quality of care rendered to patients. An annual report of the result of such review and appraisal shall be made to the Board of Trustees.

The Medical Staff shall make recommendations to the Board of Trustees with respect to: appointments, reappointments and discipline of the Medical Staff; granting or modifying clinical privileges; matters relating to the professional competence of the Medical Staff; and such other matters as may be referred to the Medical Staff by the Board of Trustees.

Section 2. Medical Staff Bylaws. The Medical Staff shall prepare their rules, regulations and bylaws. Said document shall be presented to the Board for review and action. The Board of Trustees has complete authority to modify, reject or approve, or add to any provision of said document. The Board of Trustees shall insure that the bylaws, rules and regulations of the Medical Staff contain due process for all applicants to the Medical Staff.

Section 3. Appointments and Hearings. All appointments to the Medical Staff shall be made by the Board of Trustees. All applications shall be in writing and addressed

to the President. Applicants must provide all requested information which shall be verified by the appropriate committee of the Medical Staff. Reappointments will be made without formal application. All appointments shall be for one year.

The following procedure shall be employed in cases where either an initial application, or reapplication to the Medical Staff, or any disciplinary action by the Medical Staff has been appealed to the Board of Trustees, as described in the bylaws of the Medical Staff:

- a. The Board of Trustees shall select a committee. The committee shall schedule a date for presentation of arguments by the petitioner and the President of the Medical Staff, or his delegate. Arguments may be oral, though written arguments are preferred. Transcripts of oral arguments shall be prepared. Legal counsel may be used by either party.
- b. The committee shall review the prior record and consider oral and written arguments. The committee shall determine if the initial decision was arbitrary, capricious, or inequitable. The committee may recommend affirmance, reversal or modifications of the decision to the Board of Trustees. The recommendation shall be in the form of a written request to the Board.
- c. If the Petitioner or the President of the Medical Staff is not satisfied with a decision by the Board of Trustees, there shall be a review of that decision by a Joint Committee.
Notice of appeal to the Joint Committee shall be filed with the Chairman of the Board of Trustees within fourteen days after receipt of the ruling.

Notice must be by certified mail, return receipt requested.

- d. The Joint Committee shall be composed of the Chairman of the Board of Trustees, the Secretary of the corporation, three other members of the Board and an equal number of persons from the Medical Staff (excluding the President of the Medical Staff or his delegate, who had acted as an advocate for the Medical Staff in prior hearings).
- e. The Joint Committee shall review the record of all prior hearings and shall receive a written argument based thereon. If it wishes, or upon motion, it may receive oral arguments.
- f. The Joint Committee may affirm, modify or reverse any decision made at any prior hearing, if such decision was capricious, arbitrary or inequitable. Its findings are conclusive and not reviewable. The decision of the Joint Committee shall be by majority vote. Should there be a tie vote, the decision of the Board of Trustees shall prevail.

ARTICLE VI

OFFICERS AND DIRECTORS

Section I. Number, Titles and Term of Office of Officers. The officers of the corporation shall be a Chairman of the Board, a Vice Chairman, a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as the Board of Trustees may from time to time to time elect or appoint. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. One person may hold more than

one office, except that the President shall not hold the office of Secretary. None of the officers need be a Trustee.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby.

Section 3. Vacancies. A vacancy in the office of any officer may be filled by vote of a majority of the Trustees for the unexpired portion of the term.

Section 4. Chairman of the Board. The Chairman shall preside at all meetings of the Board. He shall, subject to law or resolution by Board, be able to enter into contracts or other obligations in the name of the corporation.

Section 5. Vice Chairman of the Board. The Vice-Chairman shall act as Chairman, in the absence of the Chairman.

Section 6. The President. The President shall be the Chief Executive Officer of the corporation. He shall be appointed annually by the Board of Trustees. The Board of Trustees of Baylor College of Medicine shall ratify the initial appointment as described in the "Affiliation Agreement between the Trustees of Baylor University and the Trustees of the Texas Institute for Rehabilitation and Research located in the City of Houston and Harris County, Texas."

The President is continuously responsible for the management of the corporation, its properties and operation in the ordinary course of institutional activities. The President shall have all powers with respect to such properties and operations as are reasonably incident to such responsibility. The President is responsible for the full, fair and non-discriminatory application and implementation of policy established by the Board.

The President, with the assistance of the President of the Medical Staff, shall insure that both the Medical Staff and the Board are aware, cognizant and informed of the decisions of the other. The President is therefore responsible for attending the meetings of the Board and appropriate meetings of the Medical Staff.

The President shall provide, from time to time, orientation and education of the members of the Board as to the purposes and programs of the corporation.

The President has the power to organize the administrative functions of the corporation and delegate to appropriate persons such of his authority as is necessary.

However, at no time may the President delegate the authority to enter into contracts, except vendor contracts, or enter into other obligations in the name of the corporation.

In the event that the President does delegate authority, the President shall insure that formal means of accountability to him shall exist. The President, or his representative, shall attend divisional or interdivisional meetings, as appropriate. Copies of the minutes

of said meetings shall be sent to him. The President, with the consent of the Medical Staff, shall name representatives of divisions to appropriate committees of the Medical Staff.

As laws, regulations and practices of the federal, state and local government affect the activities of the corporation, the President, or his delegate, shall monitor these entities and shall inform the corporation and Medical Staff of substantial development therein.

Section 7. Vice-Presidents. In the absence of the President or in the event of his inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 8. Treasurer. The Treasurer (and in his absence, any duly elected or appointed Assistant Treasurer) shall supervise the management and handling of all the funds and securities of the corporation. Whenever required by the Board of Trustees, he shall render a statement of the cash account; he shall enter or cause to be entered regularly in the books of the corporation full and accurate accounts of all monies received and paid out on account of the corporation; he shall perform all acts incident to the position of treasurer subject to the control of the Board of Trustees; he shall, if required by the Board of Trustees, give such bond for the faithful discharge of his duties in such form as the Board of Trustees may require.

Section 9. Secretary. The Secretary (or in his absence, any duly elected or appointed Assistant Secretary) shall take and keep the minutes of all meetings of the Board of Trustees and the minutes of all meetings of the members, in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President in the name of the corporation, all contracts of the corporation and affix the seal of the corporation thereto; he shall have charge of such other books and papers as the Board of Trustees may direct, all of which shall at all reasonable times be open to inspection by any Trustee upon application at the office of the corporation during business hours, and he shall in general perform all duties incident to the office of Secretary, subject to the control of the Board of Trustees.

Section 10. Directors. The President shall appoint, and the Board of Trustees shall ratify, Directors, to manage the ordinary institutional activities of the corporation. Directors are subject to the direction and control of the President.

Directors shall manage the following operational functions of the corporation:

- a. The provision, scope and extent of rehabilitation services offered to patients within the personnel and financial means available;
- b. The establishment, resourcing and coordination of research programs appropriate to the solution of the rehabilitation problems of the patients;
- c. The establishment, operation and facilitation of educational services to the staff of the corporation and other facilities, and the students and graduates of other affiliated educational institutions;
- d. The organization of administrative, fiscal, plant, contractual and other service needs of the corporation;
- e. Jointly, the planning of new programs and evaluation of the effectiveness of existing programs and supporting activities and such other functions as designated by the President and ratified by the Board of Trustees.

ARTICLE VII

AUXILIARY ORGANIZATIONS

The Board of Trustees may, from time to time, authorize the establishment of auxiliary organizations which will serve the interest and advancement of the corporation and its objectives. Such auxiliary organizations shall operate within their own bylaws as approved by the corporation's board of trustees. In the absence of the existence of their own bylaws, they shall operate as provided by the Board.

ARTICLE VIII
INDEMNIFICATION

(A) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(B) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fee) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation provided however, that no indem-

nification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(C) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(D) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(E) Indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made (1) by the board of trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion, or (3) by the members.

(F) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE IX
DISSOLUTION

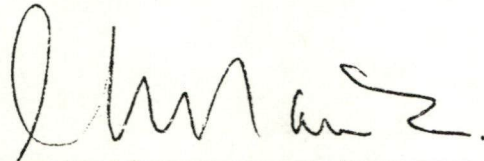
In the event of the dissolution of the corporation by lapse of time or otherwise, when it has the ownership of, or is entitled to ownership of any funds of property or rights thereto shall not be transferred to private ownership, but shall be charged with a charitable, scientific or educational public trust and shall be thereafter administered and applied to public charitable, scientific and/or educational purposes by Trustee or Trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purposes.

ARTICLE X
AMENDMENTS

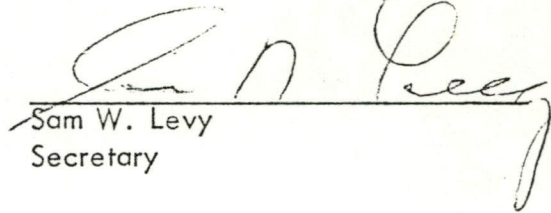
These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members at any annual meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting, or by the

affirmative vote of a majority of the full Board of Trustees at any regular or special meeting, provided notice of said proposed amendment be contained in the notice of the meeting; provided, however, that no amendment, alteration or repeal of Article II Section 5 or Article IX hereof shall ever be made, said provisions being contractual in nature.

Amended and approved by the Board of Trustees of the Texas Institute
for Rehabilitation and Research on March 14, 1978.



Charles R. Rathbun
Chairman



Sam W. Levy
Secretary



William A. Spencer, M.D.
President

TEXAS MEDICAL POLITICAL ACTION COMMITTEE

OPERATING RULES

ARTICLE I

NAME AND DEFINITION

The Texas Medical Political Action Committee, hereinafter referred to as TEXPAC (an acronym), is a voluntary, nonprofit, unincorporated committee of individual physicians, and others, and is not affiliated with any political party.

ARTICLE II

PURPOSES

The Purposes of the TEXAS MEDICAL POLITICAL ACTION COMMITTEE are:

1. To elect to the United States Congress and Texas Legislature, judicial and executive branches, candidates who support good health and medical legislation.
2. To encourage and to strive for the improvement of government by encouraging and stimulating physicians and others to take a more active and effective part in governmental affairs.
3. To encourage physicians and others to understand the nature and actions of their government as to important political issues and as to political records, officeholders, and candidates for public office.
4. To assist physicians and others in organizing themselves for more effective political action and in carrying out their responsibilities of being good citizens.
5. To uphold the tradition of individual liberty and support of the rights guaranteed by the Constitution.

ARTICLE III

MEMBERSHIP AND CONTRIBUTIONS

Section 1. Members:

Memberships shall be available to any physician, his/her spouse, members of their immediate family, and others.

Section 2. Candidates for Membership:

Candidates for membership shall be subject to approval by the TEXPAC Board of Directors.

Section 3. Contributions:

The categories and amounts of contributions shall be subject to the approval of the Board of Directors.

Contributions shall be disbursed at the discretion of the Board of Directors.

ARTICLE IV

TEXPAC BOARD OF DIRECTORS

Section 1. Duties:

The Board of Trustees of the Texas Medical Association shall provide general policy and operational supervision of the TEXPAC Board of Directors, which shall develop and conduct programs of political action. The members shall serve without compensation.

Section 2. Composition:

The Board of Directors shall consist of a physician from each Texas US Congressional District in Texas, four members of the Texas Medical Association's Auxiliary, one medical student, and one resident physician.

Section 3. Selection and Term of Office:

The members of the Board of Directors shall be appointed by the Board of Trustees of the Texas Medical Association (TMA).

All members shall be appointed for a term of two (2) years.

Terms of office begin January 1 of the year following a national general election.

Vacancies created by the death, disability or resignation of a member shall be filled by appointment for the balance of the vacated term.

The attendance and performance of members shall be continually reviewed by the Board of Directors Executive Committee, and it shall be responsible for reporting this information to the Board of Trustees of the Texas Medical Association. The TMA Board of Trustees shall have the authority to drop members because of unsatisfactory attendance or performance, and to appoint a new member for the balance of the unexpired term.

No member of the Board of Directors shall serve more than ten (10) years.

ARTICLE V

OFFICERS - EXECUTIVE COMMITTEE

Section 1. Designations, Election - Terms:

The officers of the Board of Directors shall be a Chairman, Chairman-Elect, Secretary and Treasurer. The Chairman, Chairman-Elect, and Secretary shall be elected by the Board of Directors from among the members of the Board of Directors at its Interim Session meeting, following a national general election, and shall serve a term of two (2) years. None of these officers shall serve for more than one (1) term in the same position. The Director of the TMA Political Education Department shall serve as Treasurer of TEXPAC.

Section 2. Officers:

The Chairman shall be the principal officer of the Board of Directors and shall be an ex-officio member of all committees. He/she shall preside at meetings of the Board of Directors. He/she shall appoint all chairmen and members of committees, subject to the approval of the Board of Directors.

The Chairman-Elect shall be a member of the Board of Directors and shall act as Chairman in the absence of the Chairman, and when so acting shall have the authority of the Chairman.

The Secretary shall keep a record of all meetings of the Board of Directors and shall perform such duties as are customarily performed by the Secretary of a committee or as shall be prescribed by the Board of Directors.

The Treasurer shall be the custodian of all funds. He/she shall collect all contribution and other funds. He/she shall disburse all moneys of the committees in accordance with the instructions of the Board of Directors or its appropriate committee. He/she shall keep full and accurate accounts, shall present financial statements, and shall prepare, sign, and file all reports to governmental authorities required by law. The Treasurer shall give bond in such sum as may be fixed by the Board of Directors, the premium on such bond to be paid by the Texas Medical Association.

Section 3. Executive Committee:

The Executive Committee shall consist of the elected officers of the Board of Directors, the immediate-past Chairman, and three additional Board members elected by the Board of Directors for a two-year term following a national

general election. The Executive Committee shall have the power to transact all regular business during the interim between the meetings of the Board of Directors; provided, that any action which may take shall not conflict with the policies and expressed wishes of the Board of Directors. It shall refer all matters of major importance to the Board of Directors.

ARTICLE VI

DISTRICT CHAIRMEN AND VICE-CHAIRMEN; CHAIRMEN OF COUNTY MEDICAL SOCIETIES

Section 1. District Chairmen:

Members of the Board of Directors shall also serve as Chairmen of their Congressional Districts and shall be responsible for implementing programs in their respective Districts.

Section 2. Vice Chairmen:

Thirty days subsequent to their appointment, Board members serving as District Chairmen shall appoint one or more District Vice-Chairmen. The Vice-Chairmen shall assist their District Chairmen as requested and shall be invited to attend all meetings of the Board of Directors. In the absence of a District Chairman, his/her Vice Chairman shall be entitled to vote for him/her.

No individual shall be appointed sole District Vice Chairman who has previously served a full tenure as District Chairman, as outlined in Article IV, Section 3.

Section 3. Chairmen of County Medical Societies:

The President of each TMA county medical society shall be asked to biennially appoint one physician to serve as Texas Medical Political Action Committee Chairman for his/her county medical society. These chairmen will be responsible for implementing programs at the local level and for communicating pertinent information to the Board of Directors. They will be responsible to, and report to their District Chairmen.

County Chairmen will meet at least once annually to receive and exchange information on the TEXPAC programs.

ARTICLE VII

MEETINGS

Section 1. Regular Meetings:

The Board of Directors shall meet at least three times each year, including an

annual meeting to be held in conjunction with the Texas Medical Association's Winter Conference. Elections of officers of the Board of Directors shall be held biennially following a national general election during the meeting scheduled in conjunction with the TMA Interim Session.

Section 2. Special Meetings:

Special meetings of the Board of Directors shall be called by the Chairman on his/her own initiative or upon the written request of seven (7) members of the Board of Directors.

Section 3. Quorum:

Fifteen members shall constitute a quorum for transacting business.

ARTICLE VIII

COMMITTEES

The Texas Medical Political Action Committee shall have such standing and special committees as the Board of Directors determines are necessary and desirable for carrying out its purposes and objectives. The chairman and all other members of such committees, shall be appointed by the Chairman of the Board of Directors subject to the approval of the Board of Directors.

Section 1. Standing Committees:

These committees shall meet at the discretion of their chairmen, normally at the time of meetings of the Board of Directors.

The committee chairmen and committee members shall be appointed from and among the District Chairmen, Auxiliary Representatives, Medical Student Representative and Resident Physician Representative.

At each meeting of the Board of Directors, committee chairmen will submit for approval reports of plans and activities.

- A. Organization. The committee shall continually review the structure of Texas Medical Political Action Committee and recommend changes or additions which will enable the organization to achieve its goals. Areas of primary concern are the Operating Rules, the Board of Directors, committees of the Board of Directors, and local PAC organizations.
- B. Membership. The committee shall conduct an annual membership campaign to solicit members and contributions in support of TEXPAC's Candidate Evaluation Committee political activities and objectives.

Specific responsibilities are to:

1. Develop a membership plan, procedures and materials.
2. Recruit the necessary leadership and other manpower.
3. Maintain adequate records.

C. Communications. The committee shall establish policies for and plan all communications to physicians and the public. Specific areas of responsibility include:

1. Publications (e.g., newsletters) and other informational reports to TMA members and contributors.
2. News releases.
3. Educational programs for county medical societies and auxiliaries, and other groups.

The committee shall also maintain effective liaison with civic, medical and political organizations.

D. TEXPAC Candidate Evaluation Committee. The Committee shall evaluate candidates and approve requests for contributions and expenditures to/for candidate campaigns.

E. Candidate Support Committee. The committee shall promote support of candidates identified by the Candidate Evaluation Committee, by encouraging TMA physician and Auxiliary members to become temporarily involved as volunteers in selected candidates' campaigns.

The committee shall sponsor educational campaign seminars to train potential volunteers and develop appropriate educational materials.

The Candidate Support Committee shall maintain liaison with the Auxiliary Committee and shall recruit members of the Auxiliary Committee to assist in accomplishing the objectives of the Candidate Support Committee.

F. Auxiliary Committee. This committee shall promote and encourage the involvement of members of the Texas Medical Association Auxiliary in medical political action. Its primary objectives are candidate support activities and membership development at the state and local level.

The Chairman of this committee shall be appointed by the Chairman of the Board of Directors from and among the Auxiliary Representatives

serving on the Board of Directors.

The committee shall consist of one auxiliary member from each of the US Congressional Districts in Texas, and the four auxiliary representatives to the Board of Directors.

Nominations for Auxiliary Committee members, excluding the four Auxiliary representatives to the Board of Directors, shall be submitted by the TMA Auxiliary President for consideration by the Board of Directors at its biennial organizational meeting.

Members of the Auxiliary Committee shall have a close liaison with the Candidate Support Committee and shall assist in accomplishing the objectives of the Candidate Support Committee as requested by the Candidate Support Committee Chairman. Auxiliary Committee members, excluding Auxiliary representatives to the Board of Directors, shall not be voting members of the Board of Directors.

Section 2. Special Committees:

Special committees shall meet and report as necessary.

Nominations. The committee shall consist of a Chairman and not less than three other members, all of whom are members of the Board of Directors. The committee shall present a nominating report biennially at the time of the Annual Meeting following a national general election, and shall nominate the following:

1. Chairman
2. Chairman-Elect
3. Secretary
4. Three members to serve on the Executive Committee as members-at-large.

ARTICLE IX

BRANCH PACS

Section 1. Definition:

Branch PACs shall be organized in those counties designated by the Board of Directors. The Branch PACs shall serve as internal subsidiary committees of the Board of Directors. The Branch PAC will be integral part of the TEXPAC program to ensure statewide coordination of medical political action, thereby improving the margin of success.

Section 2. Members:

Members of the Branch PAC are to be selected by local TEXPAC and county medical society leaders. The number of physician and auxiliary members serving on the Branch PAC will be determined by the Branch PAC. The TEXPAC County Chairman appointed by the County Medical Society President will serve as Chairman of the Branch PAC.

Section 3. Activities:

Activities of the Branch PAC shall complement the programs and objectives of the Board of Directors, and shall conform to the policies established by the Board of Directors. Active subcommittees are to be organized to conduct membership, communications, candidate evaluation, candidate support, and Auxiliary TEXPAC activities. Administrative assistance and funding of Branch activities may be provided by the Board of Directors. Any recommendations concerning financial support of a candidate for public office shall be referred to the Candidate Evaluation Committee, where final determination shall be made. No local bank account shall be established by Branch PACs. Designated member contributions received by a Branch PAC shall be sent to the state office for deposit.

ARTICLE X**BOOKS, RECORDS, AND FINANCES**Section 1. Books and Records:

The Board of Directors shall keep correct and complete books and records of account. The books of account shall be audited at least once a year. The auditor shall be named by the Texas Medical Association.

Section 2. Deposits:

Member contributions to TEXPAC shall be deposited to the credit of TEXPAC in such banks or other depositories as the Board of Directors may select.

Section 3. Fiscal Year:

The fiscal year is January 1 - December 31.

ARTICLE XI**AMENDMENTS TO OPERATING RULES**

These Operating Rules may be amended by affirmative vote of two-thirds of the members of the Board of Directors subject to concurring approval by the TMA Board of Trustees. Thirty (30) days prior written notice must be given of the intention to

amend the Operating Rules.

ARTICLE XII

REPORTS

Reports reflecting Texas Medical Political Action Committee organization and activities shall be submitted to the Texas Medical Association Board of Trustees on a regular basis and as requested by the Board of Trustees.

Amended May 16, 1980

Amended September 17, 1980

Amended January 30, 1981

Amended November 6, 1981

Amended May 9, 1984

Amended November 22, 1985

Amended July 29, 1986



United Way
of the Texas Gulf Coast

MEMORANDUM

September 7, 1983

TO: Mr. John Utsey, Chairman, Management Committee
FROM: Moe Paradis, Chairman, Long Range Planning Committee

On behalf of the Long Range Planning (LRP) Committee, I am transmitting the following items for your Committee's review:

- 1) Recommended Mission Statement
- 2) Supporting Information to the Mission Statement
- 3) Listing of United Way Central Services As
Categorized by the LRP Committee

We would appreciate any comments and direction from your committee on the above items. I can also be available for the September 30th meeting should you feel it beneficial. Please let me know.



William C. Roher, Chairman; John B. Utsey, President; Elizabeth L. Ghrist, Vice President; Carolyn Dineen Randall, Secretary; John D. Kirkland, Treasurer

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UNITED WAY OF THE TEXAS GULF COAST

MISSION STATEMENT

The Mission of the United Way is to ^{help} meet the human service needs of Houston and the Texas Gulf Coast through raising, allocating and monitoring the use of voluntary contributions.

SUPPORTING INFORMATION

The Long Range Planning Committee has reached the conclusion that selection and adoption of a Mission Statement involves a critical choice between two significantly different alternative future courses of action for this United Way.

One alternative is to focus on continuing and improving the traditional role of the United Way while selectively supporting activities which go beyond that role. The traditional role is taken to be raising and allocating voluntary contributions and monitoring the use of those contributions. Additional activities, under this alternative, would be undertaken to achieve specific objectives rather than to fulfill the mission.

The second alternative is to become a "full service" United Way providing additional services such as those described in the booklet "A Spirit of Caring - United Way Initiatives" issued by the Long Range Strategic Planning Division of the United Way of America. A "full service" mission thus would include efforts to increase the effectiveness of service delivery by the agencies in addition to those activities necessary to perform the traditional role.

The Mission Statement recommended by the Long Range Planning Committee, if adopted by the Board, would direct the efforts of the United Way of the Texas Gulf Coast toward the first of these alternatives. Current and future activities other than those required for raising, allocating and monitoring the use of voluntary contributions would require separate specific justification for inclusion in the budget as exceptions to the mission.

The Long Range Planning Committee is not recommending a rigid interpretation of the activities related to the mission, nor is it suggesting that activities which are exceptions to the mission are not important. It is recommending that effort, costs and justification related to the mission be distinguished from those related to the exceptions. By doing this the United Way staff and volunteers will be able to manage the process in such a way as to achieve maximum cost effectiveness for both the mission related activities and the exceptions. This, in turn, will provide a strong basis for communicating the value of the United Way to contributors, beneficiaries and the community at large.

The Committee recommends that the Board of Trustees establish separate target expenditure levels and budgets for the mission related activities and the totality of the exceptions. In this way the distinction between the two types of activities would be clearly identified. It is also recommended that the Board examine the merits of each of the current exceptions and specifically approve all future exceptions. This recommendation is not based on any opinion by the Committee that the current exceptions are not justified but rather the belief that a firm basis should be established for future actions.

The following are suggested by the Committee as factors to be considered in evaluating exceptions:

Cost - Identified cost savings in agencies or through other means which would result from provision of resources must exceed the budgeted cost for providing resources by or through the United Way by a substantial margin. Providing a resource to agencies which require only marginal addition to capabilities already required by the United Way, e.g. benefits program, is particularly likely to meet this criterion.

Special significance in achieving United Way objectives -

Example: Viable agencies are critical to effective delivery of services. Therefore it is possible that the most cost effective way to provide a needed service is to help such an agency solve critical problems. This management assistance would be an exception to the mission statement but would be justified when defunding without making such an effort would lead to more costly alternative funding or would have a substantial adverse effect on the United Way.

The Committee has not tried to consider all criteria for justifying exceptions. However, as these examples indicate, it is intended that the criteria be clear and specific so that all concerned will understand the bases for selection and the justification for the total expenditure for exceptions.

The Committee has categorized current activities as being primary to the recommended mission or exceptions to that mission based on its understanding of the purpose and content of the activities. The list of activities included in each category is presented as a separate item in the total submission of the Long Range Planning Committee. If the Board of Trustees adopts the recommended mission statement, it is recommended that categories be reviewed by the United Way divisions. Any differences in interpretation should be resolved with this committee. After agreement has been reached the recommended categories should be adopted by the Board as the basis for future planning and budgeting.

The Long Range Planning Committee believes that adoption of the recommended mission statement and categorization of the United Way activities into those which are primary to the mission and those which are exceptions to the mission will provide a sound basis for the next step in the long range planning process, the establishment of goals and development of strategies for achieving those goals.

UNITED WAY CENTRAL SERVICES

PAIR DIVISION

Allocation of Funds - P
Monitoring of Agency Services - P
Service Analysis and Review - P
Evaluations - P
Priority Determination - P
Admissions/Grantees - P
Campaign Research - P
Beneficiary and Clientele Research - PS
Data Base Management - PS
Demographic Compilation - PS
Referral Agent Program - E
Information and Referral - E
Resource File - PS
Administration of Service Centers - E
Executive Management Institutes - E

FINANCE AND ADMINISTRATION DIVISION

General Ledger and Payroll Functions - PS
Pledge Receivable Maintenance and Collections - PS
Agency Audit Reviews/Monitoring - P
Central Building Occupancy - PS
Word Processing - PS
Records (Data Base) - PS
Central Support Services - mail, duplicating,
Supplies - PS
Campaign Audit - P
Campaign Materials Management - P
Management and General - P

GOVERNMENT RELATIONS DIVISION

Lobbying with Legislative Bodies - E
Working with Agencies on Grants - E
Working with Government Offices - E
Benefits Department - Internal - PS
External - E
Interaction with other Funding
Resources - P

DATA PROCESSING DEPARTMENT

Internal Data Processing - PS
External Data Processing - E

COMMUNICATIONS DEPARTMENT

Printing - Internal - PS
- External - E
Audio-Visual Productions - PS
Publications - PS
Media Relations - P
Agency Relations - E
Company Relations - P
Marketing Research - P

CAMPAIGN DIVISION

Loaned Executive Training and Use - P
Solicitation Units by Industry - P
Area-wide Solicitation - P
Combined Federal Campaign - P
Telemail Solicitation - P

P = Primary
PS = Primary Support
E = Exception

COALITION FOR BARRIER FREE LIVING/
HOUSTON CENTER FOR INDEPENDENT LIVING

PERSONNEL POLICIES

Revised March 1984

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COALITION FOR BARRIER FREE LIVING/
HOUSTON CENTER FOR INDEPENDENT LIVING

PERSONNEL POLICIES

Revised March 1984

Statement of Purpose and Objective

The purpose of these policies for the administration of the personnel of the Houston Center for Independent Living is to assure fairness in the implementation of policies and procedures that govern the management of personnel employed by the Houston Center for Independent Living and to assure equal opportunity for all employees with respect to employment, promotion, benefits and grievance. The objective of these policy statements is to provide clear-cut guidance and direction with respect to the personnel management and the decision-making process. Following receipt and review of these policies and procedures all employees of the Houston Center for Independent Living should be fully informed concerning their rights and benefits as HCIL employees and the avenues available to them should they believe that they have been unfairly treated or discriminated against in any fashion. It is further the objective of these policy statements to clarify the responsibilities of the employee in carrying out the duties of his/her job and the potential consequences associated with failure to fulfill those responsibilities.

Statement of Administrative Responsibility

The Director of the Houston Center for Independent Living, a service of the Coalition for Barrier Free Living is responsible for administering the written personnel policies which have been approved by the CBFL Board of Directors. The Director of the Houston Center for Independent Living is responsible for managing the activities of the Center in accordance with the policies set forth by the CBFL Board of Directors. The adoption of these personnel policies, including subsequent amendments, shall be made by official action of the Board of Directors of CBFL, which assumes the responsibility for periodic review of the policies and their administration. All CBFL/HCIL employees will receive a copy of the Personnel Policies and duly adopted amendments and will be responsible for reviewing the policies and submitting a signed statement indicating that they have received and reviewed the Personnel Policy manual. For new employees this statement must be received within three working days following commencement of employment. Revisions to the Personnel Policies must be provided to current employees and a signed statement indicating receipt of revisions must be received within five working days following distribution. These signed statements will be maintained in the employees confidential personnel files for the duration of their employment.

Section 1: Employment

1.01 Equal Employment Opportunity Statement

CBFL/HCIL does not discriminate against applicants for employment based upon race, color, national origin, religion, gender, age, or disability/handicap. Employment opportunities are available to all qualified applicants on the basis of education, experience, abilities, aptitudes, and interests and the appropriateness of those qualifications with respect to the position for which application is being made or considered. No otherwise qualified person will be refused the opportunity to apply and be considered for a position based upon any of the factors cited in the first sentence of this paragraph.

1.02 Recruitment

In the event that a job is vacated by a current employee or a new position is created, CBFL/HCIL will actively recruit applicants for the vacant position. Recruitment activities will allow for equal opportunities for individuals both currently employed and persons not currently in the employment of CBFL/HCIL to apply. All recruitment activities will be conducted in a manner consistent with the spirit and intent of CBFL/HCIL Equal Employment Opportunity Statement (Section 1.01) and the Affirmative Action Policy (Section 1.03).

1.03 Affirmative Action Policy

CBFL/HCIL is committed to the aggressive recruitment of qualified individuals representing minority groups, persons with disabilities, women, elderly individuals and others who have historically been discriminated against with respect to employment. In order to provide opportunities to persons in the aforementioned groups, job announcements will be distributed to organizations that represent or otherwise have access to persons who are members of these groups.

1.04 Applications

Applications for employment shall be made available to anyone wishing to apply for vacant positions. Applications will be distributed either through the mail or through the HCIL Office during usual business hours. Any potential applicant requiring assistance with completing the application process because of physical or mental impairment will be provided with that assistance. No part of the application process will elicit information that might be used to discriminate against an applicant based upon race, national origin, gender, marital/parental status, age, disability, or other factor not related to qualifications requisite for adequate performance of the duties specified in the job for which application is being made. All applications will be forwarded to the HCIL Administrative Assistant for consideration according to established CBFL/HCIL policies and procedures.

1.05 Job Descriptions

Each employment position at CBFL/HCIL will have a description of the qualifications for employment, duties to be performed, performance standards, supervisor/supervisory responsibility, and other relevant job-related factors. All job descriptions will be reviewed and updated on an annual basis by supervisory personnel, the Executive Director, and the Executive Committee of the CBFL Board of Directors. All changes in job descriptions are subject to approval by the Executive Director with endorsement by the Executive Committee of the CBFL Board of Directors. Copies of revised job descriptions will be labeled with the date of revision, a copy provided to the employee and/or applicant(s) affected, a copy placed in the personnel file of affected employee(s), a copy inserted into the Personnel Policies Manual, and copy(s) sent to appropriate funding agencies.

1.06 Nepotism Policy

Relatives of HCIL staff or CBFL Board members will not receive any preferential treatment in the application or employment process. Such persons may be considered for employment based solely on stated CBFL/HCIL policies with respect to equal employment opportunities. No person may be hired into a position that places them in a direct line of authority, either above or below, to a CBFL/HCIL employee to whom they are related either through blood or marriage.

1.07 Non-paid Staff and Volunteers

Non-paid staff and volunteers working for CBFL/HCIL are subject to the same policies and procedures as are paid employees and are to be recruited, screened, and employed in the same manner as paid staff without regard to race, color, national origin, gender, age, disability, or handicap.

1.08 Conflict of Interest

No employee of CBFL/HCIL may serve on the governing board of any organization/agency with which CBFL/HCIL has entered into a contractual agreement for the provision of services or has otherwise entered into an agreement that results in potential financial gain for CBFL/HCIL. In addition, all fees for services provided by CBFL/HCIL employees during regular business hours, except in instances where leave has been requested and approved, shall be paid to CBFL/HCIL.

Section 2: Employee Benefits

2.01 Group Medical and Life Insurance

Immediately upon employment, those individuals employed at least 50% time (0.5 F.T.E.) are eligible to participate in the group medical and life insurance plan in which CBFL/HCIL participates. The group plan provides for basic medical/health insurance coverage and life

insurance coverage according to the plan in effect at the time of employment. Coverage for employees is provided at no charge to the employee. Coverage for dependents of employees will be made available at prevailing rates for dependent coverage under the plan in force and employees can arrange to have premiums for dependent coverage deducted from their paychecks, with CBFL/HCIL submitting payment for dependent coverage to the insurer.

CBFL/HCIL retains the right to modify insurance coverage or change insurance providers to accommodate changes in levels of funding, increases in the costs of coverage, the availability of other less-costly coverage, or other budgetary considerations. Changes in insurance coverage for CBFL/HCIL employees are subject to review by the Executive Committee and approval by the full CBFL Board of Directors. Employee coverage is terminated with the resignation or involuntary termination of employees in accordance with the stipulations specified in the plan in effect at the time of employee termination.

2.02 Worker's Compensation

Should an illness or injury occur as a result of an employee's performance of duties associated with his/her job, as defined and covered under the Worker's Compensation Laws of the State of Texas, the employee may be entitled to receive benefits under the Worker's Compensation Act. If an employee suffers an injury or illness which the employee feels should be covered by Worker's Compensation, the employee shall immediately notify his/her supervisor and shall submit to the Executive Director the required forms for making a claim. To comply with the Worker's Compensation Act, the employee must give notice of injury to the Executive Director or his/her designee within thirty (30) days of the incident of injury or illness and must file a claim with the Industrial Accident Board within six (6) months after the injury/illness occurs. CBFL/HCIL will provide the employee with whatever assistance may be necessary to facilitate the filing of a claim for Worker's Compensation benefits. If the claim is determined to be compensable, the employee is entitled to benefits as provided under the Worker's Compensation Act, which may include partial coverage for medical care costs, temporary total disability, specific injury benefits, or death benefits. Compensation will not be for the full wages that the employee was receiving prior to the time of injury or illness, but will be based upon a formula for compensation established under the Worker's Compensation Act.

If benefits are commenced under a claim asserted by an employee, sick leave benefits otherwise payable to the employee will be reduced so that the total of the benefits received under Worker's Compensation and sick leave will be no more than the regular pay that the employee was receiving prior to the compensable illness or injury. If the illness or injury continues beyond the time that payments are exhausted under the Worker's Compensation claim, remaining sick leave, if any, will then be granted and the employee compensated in accordance with the sick leave policies established by CBFL/HCIL.

2.03 Professional Liability Coverage

CBFL/HCIL provides professional liability insurance that covers employees while they are acting within the scope of their job responsibilities. This coverage provides for compensation of persons who may incur injury or illness resulting from the actions of a CBFL/HCIL employee in the performance of his/her job.

Section 3: Compensation Plan and Payroll Administration

3.01 Salary Determination

CBFL/HCIL will compensate employees based upon a rate of pay that is consistent with payment made to employees of other similar organizations and agencies within the city and state. Wage and salary scales are subject to review by the Executive Committee of the CBFL Board of Directors and approval by the full CBFL Board of Directors.

3.02 Payment of Salary/Wages

Salaries and/or wages will be paid by check on the fifteenth (15th) of the month and last day of the month. Payment on the 15th of the month will cover salaries and/or wages earned during the period covering the first (1st) through the fourteenth (14th) of the month. Payment on the last day of the month will cover salaries and/or wages earned during the period covering the fifteenth (15th) through the last day of the month. In the event that the 15th or last day of the month falls on a Saturday or Sunday, paychecks will be issued on the preceding Friday.

3.03 Documentation of Hours/Days Worked

In order to receive salary compensation, all employees must record the hours and days that they have worked in a given pay period. The record of hours and days worked must then be reviewed by the employees supervisor and signed prior to submission to the CBFL/HCIL Accountant who is responsible for the preparation and issuance of paychecks. Employees who fail to submit a record of hours and days worked in a pay period may experience a delay in the receipt of their paychecks pending the preparation and submission of appropriate documentation of hours and days worked. All employees have the option of reviewing their pay with the Executive Director should they feel that they have been incorrectly paid for the time that they have worked. In the event that the Executive Director is unable to resolve a dispute concerning pay received by an employee, the employee may request a hearing by the Executive Committee of the CBFL Board of Directors. The Executive Committee of the CBFL Board will hear the employee's case and render a judgement concerning the disputed amount of salary/wages. The decision of the Executive Committee will be presented to the CBFL Board for endorsement and the employee will be notified concerning the resolution of the dispute.

3.04 Salary/Wage Increases

Increases in salaries and wages may be granted based upon the availability of funds to support such increases and the approval of the proposed increases by the CBFL Board of Directors. All proposed increases in salaries/wages should be presented to the CBFL Board in by the Executive Director with appropriate written justification for the requested increases. No salary increases will be implemented without the approval of the CBFL Board of Directors and authorization from appropriate funding agencies.

Salary increases may be granted for a number of reasons including:

Merit Increases - based upon documented evidence of performance by an employee that clearly supports the contention that a salary/wage increase is in order.

Funding Increases - based upon an increase in the total amount of funding available to CBFL/HCIL that allows for salary/wage increases for staff associated with a specific project or for the entire staff.

Policy Changes - based upon changes in the policies of the CBFL Board of Directors or various funding agencies that allow for the redistribution of funds that permit increases in salary support.

3.05 Other Compensation

CBFL/HCIL employees may receive compensation over and above salary and or wages for certain activities conducted in association with the execution of their job responsibilities. The areas in which compensation may be allowable include:

Travel Reimbursement - employees may receive reimbursement for travel required in conjunction with their work activities. For in-town travel, the reimbursement will be based upon a pre-determined amount per mile of travel and will be contingent upon the submission of a request for reimbursement that indicates the date of travel, the place that employee traveled to, the reason for the travel, and the total amount of miles traveled. Out-of-town travel will be reimbursed according to actual expenses incurred with documentation provided through the submission of receipts. Allowable expenses for out-of-town travel may include air fare, ground travel, hotel/motel expenses, meals, parking, and other documented expenses. All travel reimbursement is subject to approval by the Executive Director who has the option of approving partial reimbursement based upon the availability of funds and the reason for the travel. The employee must be informed in advance concerning approved travel and any limits or exclusions with respect to reimbursement for travel planned in conjunction with work (see HCIL Accounting and Financial Management procedures for details on travel reimbursement procedures).

Supplies and Services - employees may be reimbursed for supplies and services purchased in conjunction with the conduct of their jobs provided that the purchase of such supplies and/or services was approved by the Executive Director in advance. Any reimbursement for supplies and/or services is subject to the submission of appropriate documentation indicating the date of purchase, article(s)/service(s) purchased, amount of purchase, and reason for purchase. Failure to provide adequate documentation will constitute grounds for disapproval of reimbursement.

Miscellaneous Compensation - employees may receive compensation for miscellaneous activities associated with the conduct of their jobs including entertainment and, in very rare instances, hours worked in excess of regular hours. All compensation for miscellaneous activities is subject to prior approval by the Executive Director and will not be allowed if such compensation results in violation of the terms or conditions stipulated in a grant or other document of agreement with a funding agency. All compensation for miscellaneous activities will be supported with detailed documentation of the date(s) of the activity(s), the reason for the activity(s), the amount of compensation, the basis for determining compensation, the type of payment (including check number), the date of payment, and the source of the funds used for payment. Grant funds will not be used to reimburse expenses for miscellaneous activities of the Center unless those activities can clearly be identified as appropriate under a specific expense category allowed by the funding agency.

Section 4: Absence and Leave

4.01 Absence

Absence is the failure of an employee to report to work when scheduled. Employees who are going to be absent during regularly scheduled work hours must call the Administrative Assistant to report that they will be absent for the day and the reason for their absence. The Administrative Assistant will then notify the appropriate other staff members concerning the absent employee so that arrangements can be made to cover job responsibilities. For certain positions, such as that of Staff Interpreter, it is also mandatory that the employee's supervisor be notified at the earliest possible moment concerning unscheduled absences so that coverage can be arranged. Failure to notify appropriate staff concerning unscheduled absence may result in loss of pay for the day. Excessive unscheduled absences constitute grounds for disciplinary action that may include dismissal from the job. No disciplinary action or dismissal on the grounds of excessive absences will be undertaken without written documentation of the dates of absence.

4.02 Scheduling of Leave

All leave must be scheduled in advance. The scheduling process requires preliminary approval by the employee's supervisor with final approval by the Executive Director. All leave should be requested as far in advance as possible. It is recommended that annual leave be requested at least thirty (30) days in advance and personal leave be requested at least five (5) days in advance. All requests for leave must be submitted on a properly completed "Application for Approval of Leave Form."

4.03 Annual Leave

Annual leave (vacation) is accrued on a monthly basis determined from the date of commencement of employment and is credited at the end of each month. Annual leave may not be taken until three (3) full months of employment have been completed and the amount of leave taken may not exceed the amount the employee has accrued to date. Annual leave must be taken prior to the end of CBFL/HCIL's fiscal year and may not be carried over into the following fiscal year. Rate of accrual of annual leave is eight (8) hours per month during the first year of employment; ten (10) hours per month during the second year of employment; twelve (12) hours per month during the third and fourth years of employment; and fourteen (14) hours per month during the fifth and subsequent years of employment. Part-time employees working at least 20 hours per week (0.5 F.T.E.) shall earn accrue annual leave on a pro-rata basis. Employees who terminate prior to three (3) months of employment will not be compensated for annual leave accrued. No accrual of annual leave will occur during unpaid leaves-of-absence taken by employees.

4.04 Sick Leave

Sick leave shall be accrued at the rate of eight (8) hours per month of full-time employment. Sick leave shall be available to the employee after the first full month of employment and can be accumulated up to sixty (60) working days. Supervisors may request a doctor's certification of illness/injury after two consecutive days of absence and/or with frequent utilization of sick leave. part-time employees working an average of twenty (20) hours per week (0.5 F.T.E.) or more can accrue sick-leave on a pro-rata basis. Sick leave may be taken for personal illness, outpatient visits to a physician or other qualified health care provider, or in the case of hospitalization. In the event that an employee has used all accrued sick leave, personal leave and annual leave may be taken in cases of illness or injury. If all leave including sick leave, personal leave and annual leave is exhausted, an employee may request leave without pay.

If an employee is receiving benefits under a Worker's Compensation claim filed against CBFL/HCIL, sick leave benefits hereunder shall be postponed by the amount of Worker's Compensation benefits that the employee is receiving so that the total of the Worker's Compensation

benefits and sick leave shall not exceed the regular pay of the employee prior to the time of illness or injury.

Sick leave may not be traded or converted into other leave; however at the time of termination of employment, any accrued sick leave up to the maximum permissible amount (60 days) shall be converted into pay at the rate of one day of payment for every two days of unused sick leave that the employee has remaining. Employees who terminate prior to ninety (90) days of employment will not be paid for accrued sick leave.

4.05 Extended Sick Leave

When an employee has exhausted all of his/her sick leave, further absence shall be charged against accrued personal leave and accrued annual leave. When all types of accrued leave have been exhausted, an employee may request an extended leave with pay.

Extended sick leave will be offset by not crediting future accruals of sick leave until all of the owed sick leave has been accounted for. Extended sick leave will normally only be granted to employees with two or more years of service and in cases of catastrophic illness. Granting of extended sick leave must be approved by the CBFL Board of Directors upon recommendation of the Executive Director.

4.06 Personal Leave

A maximum of five (5) days of personal leave with pay may be granted per year upon the recommendation of an employee's supervisor and with the approval of the Executive Director. Personal leave must be scheduled at least five (5) days in advance, except in cases of proven emergency. Personal leave is not cumulative and any remaining unused personal leave is automatically cancelled at the end of each fiscal year. An employee is not eligible to request personal leave until after the completion of ninety (90) days of employment, with the exception of proven emergency. Personal leave may be taken to attend to a serious illness or death in the immediate family, to move a household, to attend to legal matters, or for other types of personal business. The employee will be required to state the nature of the reason for which personal leave is being requested and may be required to provide documentation of the need for leave. Part-time employees working an average of twenty (20) hours per week (0.5 F.T.E.) or more shall accrue personal leave on a pro-rata basis.

4.07 Educational Leave

Educational leave includes any leave requested by a staff member but not required by administration for the purpose of attending special workshops, professional meetings, and any type course work. Granting of educational leave is subject to preliminary approval by the employee's supervisor and final approval by the Executive Director. Educational leave will only be approved in cases where the employee's absence from the work setting will not adversely affect the operation

of the organization/ agency. Employees requesting educational leave to pursue course work in a post-secondary educational institution must make arrangements to cover their job responsibilities during the time that they are absent from the work setting. These arrangements may include the rescheduling of work hours and must be approved by the Executive Director. With the approval of the Executive Director, both in regards to leave time and the arrangements for coverage of work responsibilities, employees may take up to six hours per week of educational leave to pursue course work in a post-secondary institution with two hours per week allowed for travel.

Employees shall be granted leave to attend professional meetings and workshops. Employees granted leave to attend professional meetings and workshops shall not be required to make up the time charged to leave for these purposes. Leave for attendance in professional meetings and workshops is subject to prior approval by the employee's supervisor and the Executive Director. Educational leave for attendance at professional meetings and workshops will only be allowed to the extent that it does not interfere with the productivity or effectiveness of the service unit. Employees may receive reimbursement for educationally-related expenses depending upon the availability of funds and the appropriateness of the educational experience with respect to the employee's ability to perform in the work setting.

4.08 Administrative Leave

Administrative leave includes any leave required by the administration, i.e., training, recruiting, agency public relations, workshops, or professional meetings where attendance by a representative of CBFL/HCIL is desirable. All employees are covered by administrative leave policies. Approval of administrative leave by the Executive Director must be accompanied by a written justification indicating the value of the experience to the agency. The following guidelines apply to administrative leave:

Employees may advise their supervisor of such meetings and their desire to be a representative from CBFL/HCIL; however, the request must be recommended by the appropriate supervisory staff;

All administrative leave will be granted at the discretion of the Executive Director; and

A written report or verbal presentation to other staff may be required of the staff person attending such a meeting.

4.09 Maternity/Paternity Leave

An employee who has been with the CBFL/HCIL for a minimum of one year may be granted a special maternity/paternity leave without pay. The employee has the option of using all accrued time (including annual leave, personal leave, and sick leave). Before going on maternity/paternity leave, approval must be granted by the employee's im-

mediate supervisor and by the Executive Director. The employee does not accrue additional personal, annual, or sick leave while on maternity/paternity leave.

4.10 Holidays

Thirteen holidays are observed during the year. These are:

New Year's Day	1st of January
President's Day	3rd Monday in February
San Jacinto Day	21st of April
Memorial Day	Last Monday in May
Independence Day	4th of July
Labor Day	1st Monday in September
Veteran's Day	11th of November
Thanksgiving and one extra day	4th Thursday in November and Friday following
Christmas and one extra day	25th of December and day before or day after

In addition to these eleven holidays associated with specific events or occasions, each employee is entitled to two floating holidays that may be taken in conjunction with a birthday, religious observance, or other commemorative holiday not observed by CBFL/HCIL. A request for time off as floating holiday must be submitted in writing at least ten working days in advance and must be approved by the employee's immediate supervisor and by the Executive Director. In the event that any of the eleven previously listed holidays fall on a Saturday or Sunday, the Friday or Monday immediately preceding or following the scheduled holiday will be designated as a paid holiday.

Part-time employees will receive pay for holidays that fall on a day that they would normally be working. When a holiday falls on a work day that occurs while an employee is on approved paid leave, the day will be counted as a holiday and will not be charged against the employees accrued leave. In the event that an employee is required to work on a scheduled holiday, the employee may schedule a different day off with pay in observance of the holiday, with the approval of the employee's immediate supervisor and Executive Director.

4.11 Military Leave

As provided by law (Art. 5765, Sec. 7, V.A.C.S.), CBFL/HCIL employees who are members of the Reserve components of the United States Armed Services shall be entitled to Leaves of Absence to participate in Reserve activities. Verification of the scheduled activities from an appropriately designated individual must be provided to support a request for military leave.

4.12 Jury or Witness Duty

Leave with full pay will be granted for required jury or witness

duty. Requests for jury or witness duty must be supported by a copy of the summons or other written statement requiring the employee's appearance for legal proceedings. This copy must be presented to the employee's supervisor who will then make the arrangements for time off as necessary.

4.13 Election Day/Voting

All employees of CBFL/HCIL are encouraged to exercise their legal rights to vote and participate in the electoral process. Should it be necessary to take time off from work to vote, the employee should obtain the approval of his/her immediate supervisor. Up to two (2) hours of time off will be allowed for voting purposes.

4.14 Leave Without Pay

Upon request, a leave without pay may be granted for various reasons with the approval of the employee's immediate supervisor and the Executive Director. A leave without pay may not exceed twenty (20) consecutive working days. Annual leave, personal leave, sick leave, and other approved leave time will not accrue while an employee is on leave without pay status. Leave without pay is available to all employees with more than six (6) months of employment with CBFL/HCIL.

4.15 Leave of Absence

Upon request, a leave of absence without pay may be granted for various reasons with the approval of the employee's supervisor and the Executive Director. If the employee wishes to return to his/her former position, arrangements may be made with consideration being given to the employee and to the needs of CBFL/HCIL. CBFL/HCIL retains the right to hire and employ another individual to carry out the duties of a particular position when the employee filling that position elects to go on leave of absence. Positions may not be held vacant while employees are on leave of absence and the return of an employee to his/her previous position is subject to the availability of that position at the termination of the leave of absence. Annual leave, personal leave, sick leave, and other forms of leave do not accrue while an employee is on leave of absence and benefits such as health insurance and worker's compensation insurance are suspended during the time that the employee is on leave of absence.

Section 5: Conditions of Work

5.01 Hours of Work

The regular work week for full-time employees is thirty five (35) hours in a five (5) day week, excluding approved lunch breaks. Daily work hours may vary according to the nature of the work performed and/or work assignments and certain other factors beyond the control of the employee, such as the availability of accessible public transportation. All work schedules are subject to approval by the employee's immediate supervisor and the Executive Director.

5.02 Tardiness

It is the employee's responsibility to be at work on time and to call the Administrative Assistant when it is not possible to be at work on time. The Administrative Assistant will notify the employee's supervisor and other appropriate persons when an employee calls to report that he/she will be late. The employee's supervisor will be responsible for maintaining a record of employee tardiness which may be considered in reviewing employee performance on the job.

Employee's who are consistently late will have late time deducted from accrued leave or may have deductions from their pay corresponding to time not worked. The employee will be notified in writing in the form of a warning before disciplinary action is taken.

5.03 Breaks

Each employee is entitled to thirty (30) minutes of paid work break time per day. This break time is normally divided into a fifteen (15) minute break in the morning and a fifteen (15) minute break in the afternoon; however this arrangement can be altered with the approval of the employee's immediate supervisor.

5.04 Overtime

Certain executive, administrative, and professional employees are exempted by the Fair Labor Standards Act and are not required to be given compensatory time for overtime, nor are reports and records to be maintained for such overtime. Those employees classified as non-exempt are not permitted to work overtime unless approved by their supervisors. If overtime is approved, compensatory time must be given. Records of compensatory time earned and granted are to be maintained by the HCIL Accountant. Compensatory time should not exceed one hundred twenty (120) hours in a given fiscal year and must be taken within thirty (30) days of the date(s) earned.

5.05 Exceptions

The policies stated herein with respect to conditions of work may be superceded by grant administration guidelines or other stipulations put forth by funding agencies so long as those guidelines/stipulations do not violate the employee's rights under law or otherwise place CBFL/HCIL at risk of liability resulting from civil or criminal litigation.

Section 6: Transfers and Separations

6.01 Transfers

A transfer is the reassignment of an employee from one position to another position within the organization. Transfers may take the form of promotions, demotions, or lateral moves to different jobs at the same administrative level. Any promotion, demotion, or

lateral transfer must be recommended by the employee's immediate supervisor and be approved by the Executive Director. Documentation of the transfer and the reason, i.e., requested by employee, requested by supervisor, administratively mandated, etc., for the transfer must be placed in the employee's personnel file and the appropriate information provided to the HCIL Accountant for payroll and accounting purposes. In the case of promotions and demotions, the personnel action must be supported by an employee performance evaluation that documents a work history consistent with the action being taken.

6.02 Separations

An employee voluntarily resigning his/her position should give no less than two weeks of advance notice prior to the effective date of resignation with four weeks preferred. All resignations must be submitted to the employee's immediate supervisor in writing, with a copy to be provided to the Executive Director. The Executive Director is then responsible for assuring that the HCIL Accountant completes all necessary paper work to assure that the employee receives all benefits accrued and is fully informed as to the termination of benefits.

In the case of the involuntary termination of an employee, certain specified procedures will be followed. With the recommendation of the employee's immediate supervisor, the Executive Director may elect to terminate an employee based upon unsatisfactory work performance. Specific actions that may lead to termination of an employee and the procedure to be followed in the termination process are outlined in Section 7: Disciplinary Actions of these policies.

Employees may also be terminated due to decreases in funding or other factors that mandate a reduction in staff. In the case of terminations brought about by factors not under the control of the employee, the employee will be given two weeks notice prior to the effective date of the termination. Pay to cover the two-week notice period may be granted in lieu of notice.

Section 7: Disciplinary Actions

The administration of CBFL/HCIL endeavors to be fair and uniform in its handling of matters related to personnel management. In the case of violation of CBFL/HCIL policies, however, disciplinary action may be initiated against an employee. All disciplinary actions shall be administered fairly, uniformly, and equally. Three categories of employee behavior that may result in the initiation of disciplinary action have been established. These categories and the specific types of activities that fall into each category are detailed in the following pages.

7.01 Category A Violations

1. Theft or other acts of dishonesty.
2. Convictions of any felony or crime involving moral turpitude.
3. Failure to comply with official directives or established CBFL/HCIL policy.
4. Chronic absenteeism or tardiness.
5. Intoxication while on duty or the consuming of alcohol on the job.
6. Use of or possession of unauthorized, illegal, or nonprescribed drugs while on the job.
7. Falsification of employment application, any employee personnel record, or any CBFL/HCIL reports.
8. Assault or threat with a deadly weapon or the carrying of a concealed weapon while on duty.
9. Willful destruction of, or damage to CBFL/HCIL property.
10. Conduct endangering the life, safety, or health of others.
11. Releasing of confidential information concerning clients or staff without authorization.
12. Mental incapacity preventing performance of duties.
13. Physical or verbal abuse of a client, fellow employee, or visitor to the Center.
14. Abandonment of job.

7.02 Category B Violations

1. Discourtesy to or mistreatment of clients, fellow employees, or the public.
2. Poor attitude as demonstrated through work performance.
3. Threats toward or coercion of other employees.
4. Poor quality or quantity of work as documented in performance evaluations.
5. Fighting or inability to work cooperatively with other employees.

6. Violation of safety rules endangering self or others.
7. Negligence or carelessness resulting in damage or loss of CBFL/HCIL property.
8. Failure to turn in assignments or otherwise perform work duties in a timely manner as documented in the employee performance evaluation.

7.03 Category C Violations

1. Misuse of time during working hours, or use of time that does not contribute to the objectives of the job and the goals and mission of CBFL/HCIL.
2. Failure to conform to scheduled work hours including breaks.
3. Excessive or unauthorized personal use of telephones during working hours.
4. Ineffective or careless performance of duties.
5. Excessive absenteeism or tardiness regardless of cause.

7.04 Disciplinary Procedure

Violation of established CBFL/HCIL policies or exhibition of attitude, conduct, or mannerisms during performance of job duties which, in the opinion of the employee's immediate supervisor or the Executive Director, is detrimental to the overall good of CBFL/HCIL and its functions and services, will be grounds for disciplinary action and may be classified as violations in one of the previously listed groups, depending upon the severity of the act or conduct.

The following procedures will be followed in conjunction with disciplinary actions taken in response to violations in each of the three categories:

	<u>1st Offense</u>	<u>2nd Offense</u>	<u>3rd Offense</u>
Category A	Immediate dismissal from employment and legal prosecution, if applicable.		
Category B	Administrative probation	Dismissal from employment	
Category C	Documented written warning	Administrative probation	Dismissal from employment

When it appears that an employee's conduct warrants disciplinary action, the employee's supervisor will advise the employee promptly of the situation and the reason for the action to be taken. The employee will be given the opportunity to present any mitigating information or circumstances that might have some bearing on the situation. The employee will be given every opportunity to state his/her position both orally and in writing. All disciplinary actions, including dismissal from employment, must be approved by the Executive Director before becoming effective.

All disciplinary actions shall be executed in writing and the written description of the action to be taken shall be provided to the employee. In the case of employees who may have sensory or other impairments that limit their ability to read, hear, or otherwise have full access to all information presented in conjunction with the disciplinary action to be taken, it is the responsibility of the Executive Director to provide whatever support or accommodation is necessary to insure that the employee fully understands the actions to be taken and his/her rights with respect to appealing or otherwise challenging those actions. Following the presentation of the facts to the employee, the employee will be requested to acknowledge by written signature receipt of notice of the disciplinary action and such action will be executed with appropriate documentation placed in the employee's personnel file. Should an employee refuse to acknowledge receipt of notice of a disciplinary action taken against him/her, that refusal shall be witnessed by a third party and appropriate documentation shall be placed in the personnel file.

The documentation of disciplinary actions taken against employees shall become a permanent part of the employee's personnel file. In the case of Category C violations where a written warning is given to an employee, the written warning will be disregarded and will not be counted as a first offense if the employee works twelve (12) months following the issuance of the warning without engaging in behaviors that warrant additional disciplinary action. The Executive Director may suspend any employee with or without pay at any time while a disciplinary action is pending against that employee.

7.05 Dismissal from Employment Resulting from Employee Misconduct

For offenses committed by employees that fall into Categories A and B of the previously listed violations and where those offenses are of a type and number that warrant dismissal from employment, the employee will be given notice of termination or severance pay equal to two (2) weeks wages or salary. The decision as to whether to give the employee either notice or severance pay shall be made by the Executive Director and shall be considered binding unless that decision is overturned as a result of appeal through the grievance procedures outlined in Section 9: Employee Grievance Procedures of these policies.

7.06 Transfer in Lieu of Dismissal from Employment

In certain instances management may, at its option, allow an employee to transfer to another job position rather than be dismissed from employment because of unsatisfactory performance in their job. As with any other type of transfer, the employee will be placed on automatic probation for ninety (90) days following transfer.

Transfer in lieu of dismissal from employment should be used judiciously and sparingly and only after extensive review of all circumstances precipitating the personnel action. Transfer in lieu of dismissal from employment is subject to approval by the Executive Director and does not become effective until such time as that approval has been obtained in writing. In those cases where transfer in lieu of dismissal from employment is offered to an employee, the employee's options are limited to the following:

1. Accept the transfer unconditionally;
2. Accept the transfer under protest and continue to work in the newly assigned position while filing a formal grievance in accordance with the stated procedure outlined in Section 9: Employee Grievance Procedures of these policies;
3. Resign in lieu of dismissal from employment; or
4. Be dismissed from employment.

7.07 Exit Interview

All employees separating from CBFL/HCIL are requested to submit to an exit interview with the employee's supervisor and/or the Executive Director. Notes from the exit interview may be placed in the employee's personnel file. In the case where an employee is being involuntarily terminated, both the employee and the management of CBFL/HCIL have the right to have a witness and/or other counsel present during the exit interview and the employee has the right to examine all documents placed in his/her personnel file.

Section 8: Employee Probation

8.01 Automatic Probation

Automatic probation is designed to provide for a period of time during which the employee and the employer can evaluate their relationship. Every newly hired employee is placed on automatic probation for the first ninety (90) days of employment.

Upon completion of the first ninety (90) days of employment, the employee's immediate supervisor will perform a written review of the employee's performance using a standard performance evaluation form.

At any time during the first ninety (90) days of employment, the supervisor may perform a written review of the employee's performance. The review will be shared with the employee and, taken in consideration with other factors such as funding, will determine the employee's future status with CBFL/HCIL. Employment may be terminated at any time during the first ninety (90) days of employment upon the recommendation of the immediate supervisor and with the approval of the Executive Director following written review of the employee's performance. Two weeks salary/wages may be given to an employee in lieu of notice at the time of termination during automatic probation.

Any employee who transfers to a different job is also placed on ninety (90) days automatic probation immediately following the transfer. During the ninety (90) day probationary period following the transfer, the employee will have the opportunity to become familiar with the responsibilities of the new position. At the end of the ninety (90) day period, the employee will be evaluated by his/her immediate supervisor and a standard performance evaluation form will be completed. In the event that the employee's performance in the new job position is judged to be unsatisfactory, the employee may, with the approval of the immediate supervisor from the former position transfer back into their former position. In the event that the former position has been filled by a new employee, the immediate supervisor can, at his/her discretion, terminate a probationary employee to create a vacancy for the employee who had formerly occupied the position. Terminations of probationary employees to accommodate employees wishing to transfer to their former jobs should be avoided whenever possible and employees requesting transfers to new positions should be fully informed that they are at risk with respect to the automatic probationary period and may be denied transfer back to their former position. Any employee transferring to a new position shall be provided with written notification that he/she is on automatic probation for ninety (90) days and will be evaluated at the end of the ninety (90) day probationary period.

8.02 Administrative Probation

Administrative probation is used to give an employee whose performance is not satisfactory the opportunity to improve with the guidance of his/her supervisor. The immediate supervisor may, with the approval of the Executive Director, place an employee on administrative probation and must inform the employee in writing as soon as such action is taken. The notification to the employee must include: a) the date that the administrative probation begins; b) the reason for the administrative probation; c) the specific improvements in performance required to avoid dismissal from employment at the termination of the administrative probationary period; and d) the date that the administrative probationary period will end and another performance evaluation will be completed.

All action that results in the placing of an employee on administrative probation must be supported with a completed performance evaluation on a standard performance evaluation form. It is recommended that administrative probationary periods not exceed sixty (60) days. Immediately upon termination of a specified administrative probationary period, the employee's supervisor must complete a performance evaluation, review that evaluation with the employee, and inform the employee of the recommendation that the supervisor is going to make to the Executive Director concerning removal of the employee from administrative probation, transfer to another position in lieu of dismissal from employment, or dismissal from employment. The Executive Director will make the final determination as to the disposition of the case based upon the information provided by the supervisor and the employee. All employees may appeal decisions related to employment through the grievance procedures outlined in Section 9: Employee Grievance Procedures of these policies. Employees on administrative probation may request any type of leave to which he/she is entitled at the time that the administrative probation goes into effect. If leave is granted, the probationary period is automatically extended to account for the period during which the employee is on leave.

Section 9: Employee Grievance Procedures

9.01 Definitions

A grievance is a dispute or disagreement alleging a violation of the policies of CBFL/HCIL related to wages, hours, conditions of work, or inequity of treatment.

The aggrieved is an employee alleging a grievance.

A party of interest is the person alleging the grievance and any person or persons involved in the resolution of the grievance.

The immediate supervisor is the appropriate administrator to whom the employee reports directly.

9.02 General Provisions of the Grievance Procedure

At all stages of the grievance procedure, the burden to establish that an error has been made regarding the administration of CBFL/HCIL policies and procedures rests with the employee filing the grievance.

If a grievance arises that is not under the jurisdiction of the immediate supervisor, the grievance shall be transmitted in writing directly to the Executive Director. If the grievance cannot be resolved by the Executive Director, it shall be referred to the President of the CBFL Board of Directors as indicated in Step 3 of the Grievance Procedure.

All meetings concerning grievances shall take place at reasonable hours. Employees absent from their assigned duties because of such meetings will be granted administrative leave that will not be charged against accrued leave that the employee may be entitled to. If a grievance meeting is scheduled during regular working hours, all participants in the investigation and processing of the grievance, including the aggrieved and witnesses, shall be released from regular duties and shall suffer no loss of pay or other benefits. Reasonable notice of all meetings shall be given to all participants.

All documents, communications, and records dealing with a grievance shall be filed separately from, and no notation of such grievance shall appear in the official personnel file of the aggrieved unless so requested by the aggrieved. All matters pertaining to a grievance shall be treated as confidential material and shall not be considered in decisions regarding assignment, transfer, promotion, or re-employment.

A grievance may be withdrawn at any step and may not be reopened.

No reprisals of any kind shall be taken by or against any employee in the grievance procedure by reason of such participation. Reprisals shall not be taken against any party of interest.

No part of this procedure shall work in any way as to deny the complainant the right to pursue an appeal to any authorized agency or legal redress in the courts.

The employee has a right to grieve individually or to be accompanied at all meetings and hearings at all steps and stages of the grievance procedure by a representative. No meeting shall take place without said representative if the aggrieved employee so requests.

An employee is not entitled to a representative during a supervisory conference or any agency meeting outside the grievance procedure when no punitive action has been taken against that employee.

All meetings shall be held during normal working hours and work days. Every effort will be made to expedite the grievance.

The time frames for decision making set forth in the formal procedure must be adhered to in all instances but may be suspended by the agreement of all concerned parties.

9.03 Formal Grievance Procedure

Step 1 - If a problem arises that cannot be resolved informally by the supervisor and the employee, the supervisor will offer a solution or decision for action to resolve the matter. If the solution or decision is of a disciplinary nature, it must have the approval of the Executive Director. The solution or decision will be in writing and a copy provided for the employee, the employee's supervisor and the Executive Director.

Step 2 - If the employee and supervisor, in consultation with the Executive Director, cannot resolve the matter to the satisfaction of the employee, the employee may request that the matter be referred to the CBFL board of Directors. The employee's request to the Board must be submitted in writing within two weeks after receipt of the written summary prepared by the employee's supervisor under Step 1 of this procedure. The written request to the Board of Directors should be prepared by the Executive Director and should include at least the following:

- a copy of the original complaint by the employee;
- a copy of the employee's supervisor's recommendations for resolution;
- a copy of the recommendations of the Executive Director for resolving the problem; and
- a statement of the basic issue(s) that remain unresolved.

Step 3 - Within five working days of receipt of the grievance by the President of the Board of Directors or his/her designee, a meeting of all parties of interest shall be scheduled. Within five days of this meeting and the hearing of all relevant information in the case, a ruling on the grievance and its resolution shall be issued by the President of the Board or his/her designee. In resolving the grievance the President of the Board may schedule, at his/her discretion, a meeting of some or all of the parties involved. The President of the Board may also refer the matter to the entire Board of Directors for review or may appoint a Committee of the Board to consider the matter. The decision of the President of the Board or his/her designee is the final administrative step in the grievance procedure and is considered binding. Copies of the decision reached by the President will be provided to the employee, the employee's supervisor, and the Executive Director. A copy of the decision will also be placed in the special file established in conjunction with the initiation of the grievance. No information on the filing of the grievance or its resolution will be placed in the employee's personnel file.

Section 10: Review of Employee Performance

Prior to the end of the ninety (90) day automatic probationary period, all new employees must have a performance review completed by their immediate supervisor using the standard performance evaluation forms. The results of the performance review will be discussed with the probationary employee and will provide the basis for determining if the employee will be removed from probationary status or dismissed from employment. The probationary employee must be given the opportunity to respond to all items and comments appearing on the performance evaluation form and should be requested to sign the form indicating that he/she has had the opportunity to review the evaluation with the supervisor. Acknowledging review does not constitute agreement with the ratings or comments on the evaluation form and the employee is encouraged to write his/her comments on the evaluation form indicating those points with which he/she may not be in agreement.

Once employees have been removed from automatic probation, performance reviews will be conducted by the immediate supervisor every six months. As with the probationary employee, the evaluation will be conducted using the standard performance evaluation form. The results of performance evaluations will be used in making decisions about salary increases, promotions, transfers, and other administrative decisions. All performance evaluations will be thoroughly reviewed with employees and copies of the evaluation forms will be maintained in employee personnel files. All employees will be provided with the opportunity to respond to ratings and comments of supervisors in writing and all employees will have access to their personnel files at any time.

In addition to the regularly scheduled employee performance reviews, any employee who has been placed on administrative probation will be subject to performance review at the end of the probationary period as indicated under Section 8: Employee Probation of these policies. Performance evaluations will also be completed on all employees who request transfers to different positions after ninety (90) days in the new position as indicated under Section 8: Employee Probation of these policies. Finally an employee service review will be conducted in conjunction with all exit interviews.

Section 11: Miscellaneous Policies and Procedures

11.01 Confidentiality of Personnel Files

Information contained in an employee's personnel file shall be kept confidential except to the following people:

1. Supervisors responsible for the work product of the employee;
2. The supervisor reviewing applicants for a position within the Center for which an employee has applied;
3. Anyone associated with the Center or funding sources of the Center who has permission from the Executive Director or his/her designee to review the files;
4. Any person with a valid court order authorizing inspection; and
5. The employee or his designated agent, as indicated by the employee's written permission, is permitted to view the employee's personnel file.

Review of personnel files will be permitted during regular working hours except in cases where legal authorization mandates otherwise. Personnel files must be kept up-to-date, requiring the cooperation of each individual employee. Employees are required to report changes in address, telephone number, person to notify in case of emergency and other relevant data to the Administrative Assistant for inclusion in the personnel file.

11.02 Publications

All publications of the Coalition for Barrier Free Living/Houston Center for Independent Living are available for use by employees. Employees who have information that they would like to have included in a CBFL/HCIL publication should submit that information to the Community Relations/Newsletter Chairperson of CBFL. Information can be forwarded through the office of the Houston Center for Independent Living.

11.03 Care of Equipment

Each employee is held responsible for the equipment and other materials entrusted to his/her care. Diagnostic materials, typewriters, adding machines, and other equipment should be provided with the best possible care and handling. Employees who abuse the equipment entrusted to them may be subject to disciplinary action.

11.04 Dress Code

There is no formal dress code for CBFL/HCIL employees; however, each employee is expected to dress in a manner deemed appropriate for conducting business. It is particularly important that as representatives of CBFL/HCIL, employees present a professional appearance during the conduct of business.

11.05 General Meetings

In order to keep employees apprised of agency functions, policies and procedures, and actions of the CBFL Board of Directors, regular meetings will be held by the Executive Director. The dates, times, and locations of these meetings will be announced well in advance to allow employees to make arrangements for attendance.

11.06 Temporary Employees

CBFL/HCIL occasionally employs persons for a temporary period of time, specified at the time of hiring. Such employees are paid on a contract basis and may be excluded from the CBFL/HCIL benefit program. It is the responsibility of the Executive Director or his/her designee to inform all temporary employees of the terms of their employment and the benefits available or denied them.

Section 12: Review of CBFL/HCIL Personnel Policies

12.01 Review and Amendment of CBFL/HCIL Personnel Policies

The governing board and administrative personnel of CBFL/HCIL is responsible for reviewing the CBFL/HCIL Personnel Policies on an annual basis and amending those policies as appropriate for the current mission, goals, and objectives of the organization. All amendments to the CBFL/HCIL Personnel Policies must be reviewed and approved by the CBFL Board of Directors.

12.02 Dissemination of CBFL/HCIL Personnel Policies

All employees of CBFL/HCIL will be provided with a copy of the officially approved CBFL/HCIL Personnel Policies. At the time of hiring of new employees, the new employee will be required to sign a statement indicating that he/she has received a copy of the CBFL/HCIL Personnel Policies and has reviewed those policies. The signed statement must be returned to the Administrative Assistant within seventy-two (72) hours after the commencement of employment. Current employees will be provided with copies of amendments to the personnel policies and will be given ten (10) days in which to review those amendments. After ten (10) days, current employees will be expected to provide a signed statement indicating that they have received and reviewed the amended personnel policies.

Any employee with a sensory impairment that interferes with his/her reading or understanding of the terms or language of the CBFL/HCIL Personnel Policies will be provided with whatever support or accomodatoin is required to facilitate understanding of the policies and procedures.

“Whether we know it or not, most of us are already engaged in either resisting — or creating — the new civilization.”

Alvin Toffler
The Third Wave

Waves of Change

1982 Annual Report
United Way of the
Texas Gulf Coast



Copies of "Waves of Change", the audio-visual version of this report, are available for loan through the United Way Communications Division, 529-5913.

Waves of change crested at United Way in 1982 . . . creating some of our greatest problems and building a foundation for some of our greatest hopes. It was the end of an age and the beginning of a new era.

Across the country industries were slowing and changing. Eluding prior recessions, the Houston area found itself caught in the tight net of the 1982 crunch.

Unemployment reached its highest level ever. Local job hunters were joined by people from other parts of the nation and refugees from the Mexican economy.

Government cutbacks continued, placing greater responsibility on the private sector. The flow of government funds to United Way services was reduced by \$7.9 million.

In the midst of this, needs for the basics — food, clothing, shelter, financial support — were reborn with an urgency that penetrated almost all sectors of the community. These emerging needs combined with on-going community needs and brought a flood of requests for help from local people . . . some who had never needed help before.

Waves of problems surged forward but were met by waves of response. The need was forecast by volunteers of the Long Range Planning Committee. The needy were pinpointed through Planning and Research.

Following 8,400 hours in review of agency needs, programs and audits, Allocations volunteers responded with a 21 percent increase for human services in Harris, Fort Bend and Montgomery Counties. Over \$28.3 million went to United Way agencies to meet on-going community needs.

Two new agencies were admitted. In northeast Houston, Casa de Amigos Community Center was funded for their work in the prevention of delinquency and drug abuse among juveniles. Funding also went to The Bridge Over Troubled Water in Pasadena to provide emergency shelter for women and children.

New programs were approved by the United Way Board of Trustees. Counseling and companionship to the elderly, help for retarded persons in independent living situations, rape crisis counseling, and therapeutic day care for children with behavioral problems received funding.

Although the response was great, the waves of change demanded more. Strict control by the Finance volunteers kept United Way administrative and fundraising costs to less than 10 percent . . . allowing more to go directly to community services.

The fiscal management of the Finance volunteers and the foresight of the P.A.I.R. (Planning, Allocations, Information Services and Research) Committee made the creation of the Emerging Needs Fund possible.

Established to both offset the loss of government funds and to aid in meeting critical needs caused by the economy, the Emerging Needs Fund allowed additional monies to be allocated by United Way to agency programs:

- Neighborhood Centers, Inc. — \$45,630 to provide day care to approximately 150 children, while their parents sought employment.
- Family Service Center — \$25,717 to maintain 4,064 homemaker service-hours to 239 senior citizens.
- Sheltering Arms — \$5,099 to continue 10,800 telephone reassurance calls to elderly Hispanics. For many, these calls are the only contact they have outside their homes.
- Houston Metropolitan Ministries — \$36,500 to supply 3,000 families or 8,000 individuals with emergency food.
 - \$22,512 to give temporary, emergency shelter to 160 homeless people per night over a four-month period.
 - \$10,625 to provide 281 refugees with job-skills training and to contact 75 new employers.

"When I lost everything I had in the fifth flooding of my home, the Red Cross was there to help and feed us."

Survey Respondent
Brown & Root, Inc.

"I grew up in a poor family, but we shared what little we had with others. You reap what you sow. It makes you feel good to help others who truly need the help."

Survey Respondent
Southwestern Bell Telephone Co.

- Senior Citizens Center — \$39,047 to provide meals, physical therapy and education to 50 senior citizens.
- Salvation Army — \$122,714 to assist 27 families in paying their utility bills, give financial assistance to 400 needy individuals with transportation problems, provide food to 44 families and temporary housing to 700 people, help 69 families obtain medication for health problems, aid 30 families in obtaining furniture, make available 120 shelter beds to transients, and provide staff support to administer these emergency services.
- Travelers Aid Society — \$110,152 to shelter 1,000 people, primarily victims of evictions, on a temporary basis.
- VGS, Inc. — \$56,000 to give job counseling to 298 people and job placement services to 50.
- Fort Bend Office of Early Childhood Development — \$10,018 to increase, by 11 percent, home visits to Hispanics needing bilingual, pediatric care.
- Fort Bend Planning and Service Organization — \$41,664 to serve 19,632 hot meals to the elderly through meal sites and home deliveries.
- Montgomery County Emergency Assistance — \$12,500 to give 125 families temporary, emergency shelter.

A total of \$538,178 was provided through the \$960,000 Emerging Needs Fund to help 16,000 people — senior citizens, children, families, and individuals who were homeless, jobless or financially strapped.

United Way was in the mainstream of problem-solving. People turned to United Way's Information and Referral Service for assistance. I&R calls increased by 36 percent over the previous year, with requests for emergency assistance equaled only by those of the Thirties.

People on-the-job turned to their United Way Referral Agents for aid in family relations, mental health and financial matters. The requests for RAP assistance increased by 49 percent over 1981.

People also turned to United Way as a team member and as a leader in creating new solutions for problems. Joining the Houston Committee for Private Sector Initiatives, chairing the organization of a state-wide Government Relations Committee, monitoring and testifying for emergency funding plans and impending legislation, United Way spoke-out on community concerns.

Spear-heading a move to coordinate efforts with other social services, United Way led the formation of a Consortium of Human Services. For the first time state, county, and private services joined to resolve problems together.

A guide for the unemployed was published. United Way's **Help for Hard Times** filtered into the community and into the hands of those needing a resource of services.

As United Way efforts like these intensified so, too, did the financial burden. Campaign and Communications leaders identified the need for reaching more people and for more active participation in the third Potential for People Campaign.

Volunteers plunged into the current, recruiting more volunteers until the sea wall of people working throughout the tri-county area totalled 4,032. They were linked with 84 Loaned Executives as agency tours were conducted, speeches were made, informational materials were distributed and the campaign film was shown in companies from Rosenberg to Conroe.

Enthusiasm was high and fortified by the knowledge of the funds required to meet increasing needs. However, the United Way had never campaigned in an

"I want to do something to help people who are in need. United Way does a good job of making an equitable distribution of my contribution."

Survey Respondent
Dow Chemical

"The economy is so bad and so many social programs are being cutback, I feel those in need are going to be dependent on individual contributions."

Survey Respondent
Panhandle Eastern Corp.

economy like that of 1982. Basing its projections of company campaigns still in progress on past experiences, the final campaign total was overestimated.

Yet, employees who survived the epidemic of layoffs increased their contributions, and corporations demonstrated their community consciousness with increased gifts. Their generosity and the hard work of volunteers realized a total of \$35,500,000 — the largest amount ever raised in United Way of the Texas Gulf Coast history.

More people had been reached and a solid foundation for the future had been laid.

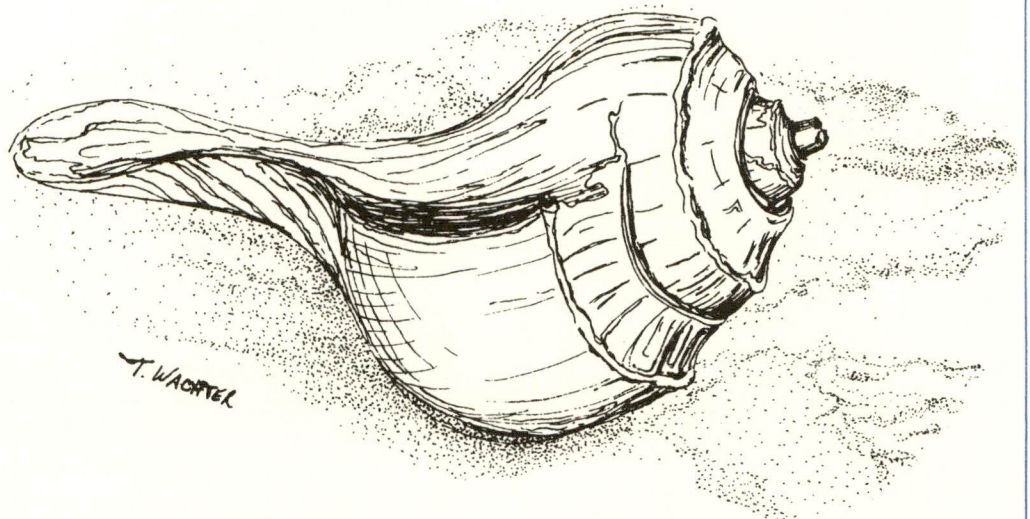
New methods of campaigning and new modes of communication to tell the United Way story are growing from that foundation. Waves of changing values and technologies demand wholly new ways of thinking, as we move into the new era.

Communications is defining community attitudes with marketing surveys. The United Way story is expanding to more people via cable television, suburban newspapers, corporate newsletters and films.

Data Processing is providing campaigners direct computer access to data. Computers are being used to offer people in need instant details from a maze of services in Harris, Fort Bend and Montgomery Counties. And, telecommunications is streamlining the agencies' accounting practices and service tabulations.

The waves of change in 1982 were onerous. They swept over a comfortable lifestyle and left us standing on uncharted shores.

The waves of change will continue, but so will the waves of United Way response . . . the waves that helped 1,670,600 local people through United Way agencies . . . the waves that showed the willingness of local people to give to others . . . the waves that washed-up new opportunities for us to work together in a community partnership.



Condensed Financial Statement

Calendar Year 1982

Combined Balance Sheet December 31

NOTES

The United Way's financial records are audited annually by an independent certified public accounting firm. The audited financial statements are available to the public. A summary of some of the notes to those audited statements follows:

- The United Way fundraising efforts are concentrated in the Houston-Harris County and Fort Bend County areas. However, contractual agreements with United Way in certain adjacent counties are maintained to provide equitable distribution of funds for situations in which fundraising efforts overlap. The United Way's fundraising efforts also include the Combined Federal Campaign, which is the solicitation of funds from federal employees as authorized by the federal government.
- The United Way has an agreement with the United Way of Montgomery County (Montgomery County) whereby fundraising efforts are coordinated and funds raised are pooled for use in a joint allocations process for agencies located in the Montgomery County area. Montgomery County campaign proceeds are not reflected in these financial statements, nor are agency allocations expenses for which those proceeds are used.
- Annual fundraising is conducted in the Fall to raise money for the use of participating agencies in the subsequent calendar year. Therefore, recognition of annual fundraising production (contributions and pledges receivable) and related fundraising expenses is deferred to the following year.
- As of early March, 1983, formal confirmation for some of the verbal commitments received during the Fall, 1982, campaign had not yet been received, and those amounts are not reflected in the deferred annual fundraising support for 1982. Those confirmations, which may subsequently be received, will be recorded as contributions in the 1983 Statement of Support, Revenue and Expenses.
- Allocations to agencies and direct services and all functional expenses are authorized by the volunteer Board of Trustees after consideration of recommendations from volunteers serving on the Allocations and Finance Committees.
- Most recipient agencies' fiscal years run from July 1 through June 30. Agency allocations are determined by United Way volunteers in May of each year based on the agencies' budget request for their next operating cycle. These allocations are funded with the remainder of the previous Fall's fundraising production and by half of the estimated production from the upcoming Fall campaign.

	In Thousands	
	1982	1981
Assets:		
Cash, short term investments and net marketable securities	\$ 12,285	\$ 9,431
Pledges receivable, net of \$5,201,450 and \$4,225,149 for estimated uncollectible accounts	22,197	22,602
Other receivables	1,212	1,297
Prepaid fundraising expense	1,662	1,435
Property, equipment and other assets	2,285	2,262
	<u>\$ 39,641</u>	<u>\$ 37,027</u>
Liabilities, Deferred Support and Fund Balances:		
Annual fundraising support, net of estimated uncollectible pledges	\$ 29,911	\$ 29,519
Allocations due agencies	3,013	2,081
Amounts designated for other United Ways and trade payables	658	457
	<u>\$ 33,582</u>	<u>\$ 32,057</u>
Current Unrestricted Funds —		
Designated for building fund, other	694	789
Emergency and stabilization reserve	3,304	2,735
Available for subsequent allocations	723	119
	<u>\$ 4,721</u>	<u>\$ 3,643</u>
Land building and equipment and donor restricted funds	\$ 1,338	\$ 1,327
	<u>\$ 6,059</u>	<u>\$ 4,970</u>
	<u>\$ 39,641</u>	<u>\$ 37,027</u>

Current Unrestricted Fund Statement Of Support, Revenue and Expenses for Year Ended December 31

	In Thousands	
	1982	1981
Public Support and Revenues:		
Annual Fall fundraising activity, net of estimated uncollectible pledges of \$2,643,300 and \$2,023,900	\$ 29,646	\$ 24,863
Investment income, net	1,608	885
	<u>\$ 31,254</u>	<u>\$ 25,748</u>
Allocations and expenses:		
Allocations to agencies and direct services	\$ 26,714	\$ 22,847
Functional expenses —		
Fundraising	1,435	1,034
Agency Relations	751	617
Management and General	853	696
Payments to National organization	313	274
	<u>\$ 30,066</u>	<u>\$ 25,468</u>
Excess Support and Revenue over Allocations and Expenses:	\$ 1,188	\$ 280
Other Changes in Fund Balances:		
Fixed asset acquisitions and interfund building advances	<111>	<158>
Fund Balance — beginning of year:	\$ 3,644	\$ 3,521
Fund Balance — end of year:	<u>\$ 4,721</u>	<u>\$ 3,643</u>

Agency Operations Fiscal Year 1982-83

Allocations and other expenditures are authorized by the Volunteer Boards of Trustees of the United Ways of the Texas Gulf Coast and Montgomery County after consideration of the recommendations of volunteers serving on the allocation panels and committees from these United Ways. As of December 31, 1982, the following are allocations for the agencies' 1982-83 operations, which are funded from the United Ways' 1982 and 1983 revenues.

Support Of Family and Crisis Intervention

Bay Area Committee on Drugs and Alcohol	\$ 57,382
Bridge Over Troubled Waters	25,000
Casa de Amigos Community Center	92,000
Catholic Charities	706,456
Chicano Training Center, La Clinica de Consulta Familiar	74,403
Child Care Council of Greater Houston	180,052
Children's Educational and Development Center	114,635
Crisis Intervention of Houston	187,000
DePelchin Faith Home	1,750,000
Emergency Assistance Association, Conroe	33,500
Family Time, Humble/Kingwood	20,000
Family Service Center	1,458,340
Florence Crittenton Services	515,357
Gulf Coast Legal Foundation	82,400
Houston Area Women's Center	190,323
Houston Metropolitan Ministries	302,602
Jewish Community Center	428,000
Jewish Family Service	264,039
Julia C. Hester House	328,709
Metropolitan Day Care, Conroe	5,000
Montgomery County Crisis Action	14,000
Montgomery County Social Service Center	275,181
Neighborhood Centers	1,931,430
Salvation Army	908,930
Salvation Army, Montgomery County	12,000
Sheltering Arms	1,118,429
Spaulding Southwest	40,000
Star of Hope Mission	281,466
Travelers Aid Society of Houston	754,267
U.S.O. (National)	50,000
Volunteers of America	191,945
Women's Christian Home	60,000
Wesley Community Center	160,102

Health and Rehabilitation

American Social Health Association	\$ 25,000
Bay Area Rehabilitation Center	73,874
Baytown Opportunity Center	59,173
Center for the Retarded, Inc.	983,342
Cerebral Palsy Developmental Disabilities Treatment Center (Inc. Media Consortium)	609,864
Ft. Bend Office of Early Childhood Development	232,932
Ft. Bend Regional Council on Alcoholism	37,000
Hear-Say	39,000

Houston Child Guidance Center	624,327
Houston Regional Council on Alcoholism	127,500
Houston School for Deaf Children	206,641
Lighthouse of Houston	359,432
Mental Health Association	137,000
Montgomery County Center for the Retarded	44,000
Montgomery County Committee On Aging	12,000
New Directions Club, Inc.	231,500
Recovery Center	75,000
San Jose Clinic	361,919
Sickle Cell Disease Research Foundation	242,797
Speech and Hearing Institute	350,000
Visiting Nurse Association of Houston	685,878
Visiting Nurse Association, Montgomery County	50,000

Social Development of Youth

Big Brothers/Big Sisters of Houston	425,540
Boy Scouts, Sam Houston Council	1,055,778
Camp Fire, Inc.	134,650
Girl Scouts, San Jacinto Council	691,750
Juvenile Court Volunteer Services	42,000
Montgomery County Youth Services	19,000
Salesmanship Club Camp for Children	103,000
YMCA	1,117,894
YWCA	1,004,930
Youth Opportunities Unlimited	72,347

General and Other Areawide Services

American Red Cross, Houston-Harris County	3,072,999
Ft. Bend Regional Planning & Service Organization	27,500
Harris County Community Services	153,894
Houston Area Urban League	408,000
Senior Citizens Center	69,047
Texas Council on Crime and Delinquency	51,000
VGS, Inc.	802,235
Voluntary Action Center	100,000
Allocation reserve for agency emergencies & emerging needs (1)	560,906
United Way Direct Services —	
Bay Area Social Service Center	102,843
Ft. Bend Service Center	86,208
Information and Government Relations Services (2)	506,000

(1) Unused balance of reserve as of December 31, 1982.

(2) Represents amounts budgeted for 1983 operations.

"I feel it is a civic responsibility to give to others. United Way is the best overall solution."

Survey Respondent
Foley's

"... United Way makes sure the agencies helped are really worthwhile and operated in an efficient, business-like manner."

Survey Respondent
Gulf Oil Chemicals

"My company first asked me to work with the campaign when it was called Red Feather. I volunteered to continue for the next 15 years. I have a very special feeling toward the United Way."

Survey Respondent
Schlumberger Well Services

BOARD OF TRUSTEES

Chairman

William C. Roher

President

John B. Utsey

Vice President

Elizabeth L. Ghrist

Secretary

The Honorable Carolyn Dineen Randall

Treasurer

W.W. Vann

MEMBERS

Mrs. Nickolas S. Barrera
John F. Brown
D.V. Flores
Mrs. Alexander Harrison

Ben C. Hayton
Albert G. James
James H. Pillows
Servando Ramos, CLU

The Honorable Thomas Routt
Doris J. Singleton-Roby
Mrs. Pauline Watson
Thomas H. Wilson

COMMITTEE CHAIRMEN

Long Range Planning

John W. Anderson

Communications

W. Page Anderson

Allocations

Thomas J. Brophy

P.A.I.R.

Fran B. Early

Information Services

Joyce Frieden

General Campaign

Robert C. Hanna

Labor Liaison

Don A. Horn

Data Processing

W. Ben Kuenemann

Planning and Evaluation

Mrs. Stewart Orton

Government Relations

R.J. Snokhous

Employee Relations

R. Stephen Taylor

SENIOR STAFF

Executive Director

Frank A. Cleaver

Associate Executive Director - Government Relations

Al L. Henry

Associate Executive Director - Campaign

H. Allen Larsen

Director of Data Processing

Thomas C. Nall, Jr., C.D.P.

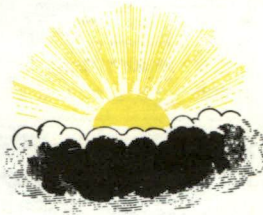
Associate Executive Director -
Finance and Administration
Jeanne K. Necaie, C.P.A.

Assistant Executive Director -
Communications
Sunshine Janda Overkamp, A.P.R.

Associate Executive Director -
P.A.I.R.

Dr. Almaron M. Wilder

United Way of the Texas Gulf Coast
1010 Waugh Dr., P.O. Box 13668
Houston, Texas 77219



August 8, 1983

Mr. R. O. Newman
Tulsa Area United Way
1430 South Boulder
Tulsa, Oklahoma 74119

Dear Mr. Newman,

I recently attended the meeting to discuss the application process for United Way special allocations projects. During the meeting I discovered an item that I felt should be brought to the attention of the United Way Board. I contacted Mr. McBriar at the United Way office and he suggested that I address my letter to you.

The item which I feel should be brought to the attention of the United Way Board is this. The requirements for eligibility to receive United Way funding indicate that agencies must,

"Operate on a nondiscriminatory basis with respect to sex, age, race, religion and national origin."

While we agree that this requirement is necessary we feel that it should read as follows:

"Operate on a nondiscriminatory basis with respect to sex, age, race, religion, national origin and disability."

The current situation allows agencies receiving United Way funding to serve individuals with disabilities or not serve them at the discretion of the agency involved.

As you are probably aware, providing services on a nondiscriminatory basis for individuals with disabilities is not something which can be done without advance planning. An agency must be housed in architecturally accessible facilities to accommodate the needs of mobility limited

Tulsa Independent Living Center

1724 East 8th Street • Tulsa, Oklahoma 74104 • 592-1235 • (Voice and TDD)

individuals, it must provide TDD and (upon prior request) interpreter services for deaf individuals, and (upon prior request) provide all materials and correspondence in braille for blind individuals. These items are the minimum that is reasonably required to assure that individuals with disabilities are not discriminated against by United Way Agencies.

We fully realize that it is not the intention of the United Way to discriminate against individuals with disabilities. We also realize that unless services are arranged so that they are accessible to individuals with disabilities inadvertent discrimination will occur.

We feel that the United Way in raising and distributing funds should require agencies receiving those funds to make their services available to individuals with disabilities. It seems unreasonable, to us, for the United Way to exclude such a large number of individuals from receiving services which you fund.

I am available to discuss this matter with you at your convenience. It would be greatly appreciated if you would bring this matter to the attention of the United Way Board.

I look forward to hearing from you in the near future.

Sincerely,


Roland W. Sykes
Executive Director

cc: Brook D. Tarbel, Chairman
Board of Directors, Physically Limited Inc.

NORTHWESTERN
OKLAHOMA
STATE
UNIVERSITY

ALVA, OKLAHOMA

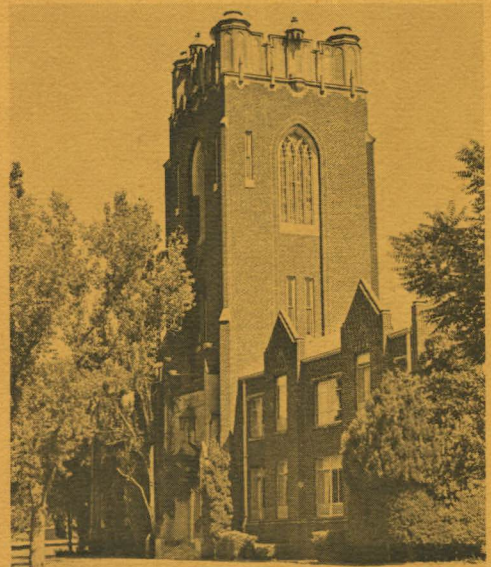


Northwestern
Foundation Inc.

Articles Of Incorporation

of

Northwestern Oklahoma
State University
Foundation, Inc.



Alva, Oklahoma

ARTICLE XII

The Board shall cause an inventory and appraisal of all assets to be made each year by three disinterested parties, named by the Chairman.

The Board shall have an audit of the books and records of said Foundation made by a qualified accountant, selected by the Board, for the preceding year.

Such inventory and appraisal and audit shall be filed in the office of the Foundation and shall be available for inspection by members of the Foundation and presented to the members at the Annual Meeting.

ARTICLES OF INCORPORATION of NORTHWESTERN OKLAHOMA STATE UNIVERSITY FOUNDATION, INC.

ARTICLE I

The name of this Corporation is:
NORTHWESTERN OKLAHOMA STATE UNIVERSITY
FOUNDATION, INC.

ARTICLE II

The address of its registered office in the State of Oklahoma is: College Campus, Northwestern Oklahoma State University, in the City of Alva, Woods County, Oklahoma.

The name of its registered agent is: Northwestern Oklahoma State University Foundation, Inc., whose address is College Campus, Northwestern Oklahoma State University, Alva, Oklahoma.

ARTICLE III

The duration of the Corporation is perpetual.

ARTICLE IV

This Corporation is formed for charitable, benevolent, religious, educational and scientific purposes, and has no stated capital.

ARTICLE V

This Corporation is created, and shall be administered and operated exclusively, for the benefit of Northwestern Oklahoma State University, insofar as the same shall be in aid of charitable, benevolent, religious, educational, scientific and literary purposes, as, in the judgment of the Trustees, shall be in furtherance of the public welfare and done to promote the well-doing or well-being of mankind. Such distributions of the Corporate assets shall be made at one time, or from time to time, and at such times, and in such manner and amounts, as the Trustees in their absolute discretion shall deem to be proper.

ARTICLE VI

Each and every person, corporation, or association making a contribution to this Corporation of \$100.00 per calendar year shall be entitled to one vote at all meetings of the members of this Corporation during the year in which they made said contribution provided further that a contribution of \$1,000.00 made by cash payment or by commitment to and payment of said \$1,000.00 in not less than ten equal consecutive annual payments shall make said donor a life member and grant said donor all the privileges of annual

membership provided further that no donor shall be entitled to more than one vote and provided further that all voting rights obtained by this Article are non-transferable.

ARTICLE VII

The Trustees of the Corporation shall not exceed twenty-two (22) in number, all of whom shall be members of the Corporation. These officers shall be numbered 1 through 22; 1 through 7 shall be filled in 1984 for a three-year term; 8 through 14 shall be filled in 1984 for a two-year term; 15 through 21 shall be filled in 1984 for a one-year term; 22 shall be occupied by the President of Northwestern Oklahoma State University for as long as s/he serves as said President and shall be filled by his/her successor immediately upon the President ceasing to serve as said President. No person holding position 1 through 21 shall be allowed to serve more than two successive three-year terms; however, any such person may serve after an absence from the Board for one year. Not more than two of positions from each group of Trustees 1 through 7, 8 through 14, or 15 through 21 may be held by persons employed by Northwestern Oklahoma State University or retired therefrom.

If any Trustee by death, refusal, resignation, removal or inability fails to serve as Trustee, the members shall at the next annual or special meeting select a successor Trustee to fill the unexpired term of office so vacated.

The Trustees shall not receive compensation for their services as such, but may be reimbursed by the Corporation for any authorized expenses incurred by them in performance of their duties as Trustees.

ARTICLE VIII

In no instance and under no circumstances shall any part of the corporate estate, whether principal, income or accumulations, be distributed to, revert to or inure to the benefit of (a) any donor or his/her heirs or personal representatives, (b) any stockholders, members, trustees or officers of this corporation; provided, however, that the Executive Secretary and the Business Manager may be paid salaries for services rendered in the performance of their duties; provided, further, that in this Article, or elsewhere in the Articles of Incorporation, nothing contained herein shall be construed to prevent a distribution from the corporate estate, otherwise properly made in accordance with the provisions and purposes hereof by reason of the fact that one or more of the Trustees hereunder or of the stockholders, members, directors, trustees or officers of this Corporation, may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

Secretary, without the counter-signature of the Chairman or Vice-Chairman, may order the disbursement by the Business Manager of expenditures not in excess of \$250.00; and provided further that the disbursements shall be made of Foundation funds which shall not be contrary to the purposes for which this Corporation is formed, or contrary to the conditions of any restricted funds from which payment is made.

ARTICLE IX

The Board shall provide for a system of books and records designed to give a clear, accurate, full and detailed account of all the properties and dealings of the Foundation. Such records shall be kept on file at all times in the office of the Foundation and shall be open for inspection at all reasonable times by any member of the Foundation.

The Executive Secretary of the Foundation shall be in charge of the books and records and shall keep and maintain them in such a way as to show a full and detailed account of all proceedings and transactions of the Board. S/He shall see that all notices are duly given in accordance with these Bylaws and s/he shall execute and sign such instruments as the Board shall direct and s/he shall certify to the official acts of the Chairman or acting Chairman of the Board. S/He shall provide a seal for the Foundation which shall be circular in form and bear the name of the Foundation.

The Business Manager shall perform such duties as are ordinarily performed by the Treasurer of the corporation. Under the supervision and direction of the Board, s/he shall have custody of and be responsible for the funds, monies, and accounts of the Foundation, and s/he shall keep and maintain the financial records of the Foundation; s/he shall sign all checks or drafts upon the funds of the Foundation.

The Recording Secretary shall perform such duties as are ordinarily performed by the Secretary of the corporation.

The Executive Secretary and the Business Manager shall give such bonds in a surety company acceptable to the Board and authorized to do business under the laws of the State of Oklahoma, as the Board may require. The premiums of such bonds shall be paid by the Foundation.

The compensation of the Recording Secretary shall be fixed by the Board of Trustees.

ARTICLE X

The Board may employ all necessary managers and assistants reasonably required to manage, administer, and protect the Foundation property; shall fix their compensation and their terms of service; and may require such bonds as it deems necessary.

ARTICLE XI

Title to the corporate estate shall be taken and held in the name of the Northwestern Oklahoma State University Foundation, Inc.

The duties of the Chairman of the Board shall be to preside at all meetings of the Board and meetings of the members of the Corporation; to authorize the issue and signing of notices of meetings of the Board and of the members; to execute all contracts entered into by the Board, in accordance with resolutions or orders properly adopted by the Board, and to execute and acknowledge all conveyances authorized by the Board. S/He shall be ex-officio member of all committees.

The Vice-Chairman shall act in place of the Chairman in his/her absence or upon his/her disqualification or inability to perform the duties of his/her office and shall do and perform all the acts and duties that the Chairman might do if present and acting, upon the above-named contingencies.

The Board shall employ an Executive Secretary for such term and at such salary as shall be fixed by the Board. The executive Secretary shall be the chief executive officer of the Foundation and shall be charged with the general management of the affairs of the Foundation under the direction of the Board.

ARTICLE VI

An Executive Committee composed of not fewer than seven Trustees shall be appointed, at the first meeting of the Board each year, by the Chairman of the Board to serve for one year and until their successors are named. The seven members shall include the Chairman and Vice-Chairman of the Board, the President of the University, one member from each of the three groups of Trustees and one Trustee-at-large. Vacancies on the Executive Committee shall be filled by the Chairman of the Board.

The Executive Committee shall have and exercise all the authority of the Board in the management of the Foundation and shall act only in the interval between meetings of the Board. The authority of the Executive Committee shall nevertheless be subject to such limitations as the Board may prescribe.

The Executive Committee shall be required to keep a record of any action taken by it and report all such action to the Board.

ARTICLE VII

At the first meeting of the Trustees each year, the Chairman for the ensuing year shall appoint an Investment Committee and a Promotion Committee, each consisting of not fewer than three Trustees, and the Chairman may also appoint such other special committees, from time to time, as may be necessary for the accomplishment of the purposes of this Foundation. The duties and authority of such Committees shall be as prescribed and delegated by resolution of the Board.

ARTICLE VIII

All claims against the Foundation shall be presented to the Executive Secretary and paid by the Business Manager upon disbursement order executed by the Executive Secretary and the Chairman of the Board or the Vice-Chairman; provided that the Executive

ARTICLE IX

In connection with and incidental to the accomplishment of the purpose delineated in Article V hereof, this Corporation (a) may hold all property it may acquire by devise, bequest, gift, grant or in any other manner, except that this Corporation shall not own or hold more real property than may be reasonably necessary for the accomplishment of its purposes; (b) may sell, exchange or mortgage any or all, property held or owned by it; (c) receive by a gift, devise, bequest or otherwise any property held absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the accomplishment of the purpose of this Corporation; provided, however, that the specific enumeration of this Article of certain powers is not intended to be exclusive, nor to prohibit exercise of the Trustees of any other powers reasonably necessary to the accomplishment of the purpose of the Corporation.

ARTICLE X

The Bylaws of the Corporation may be altered, amended, or repealed in whole or in part by voting members at any annual or special meeting provided that notice of such meeting shall be given at least ten days prior thereto as provided by the Bylaws.

ARTICLE XI

In the event of the termination or liquidation of the Corporation, for any reason, after all liabilities of the Corporation have been paid, the remaining assets of the Corporation shall be turned over to Northwestern Oklahoma State University, to be used for scientific, literary or educational purposes, as its Board of Regents (or governing body) shall in its sole discretion determine, subject to any restrictions or limitations placed upon said funds when accepted.

ARTICLE XII

The number of Trustees to be elected at the first meeting of the Corporation is nine, and the undersigned Incorporators: John N. Cameron, Glenn H. Downs, D.E. Frieden, Edith Haraughty, Milton W. Lehr, Jesse W. Martin, Esther Smith, Beulah Starr, and Mary Helen Wilson were elected as Trustees at a meeting held for that purpose on the campus of Northwestern Oklahoma State University, Alva, Oklahoma, on the 7th day of May, 1959, at Alva, Oklahoma.

ARTICLE XIII

At every place wherein the name Northwestern State College Foundation, Inc. appears it shall henceforth read Northwestern Oklahoma State University Foundation, Inc. or its successors or assigns.

BYLAWS
of
NORTHWESTERN OKLAHOMA STATE
UNIVERSITY FOUNDATION, INC.

ARTICLE I

If used in these Bylaws the word "Foundation" shall mean the Northwestern Oklahoma State University Foundation, Inc.; the word "Trustee" shall mean a trustee of the Northwestern Oklahoma State University Foundation, Inc.; the word "Board" shall mean the Board of Trustees of such Foundation; the word "Member" shall mean any person, corporation, or association making a contribution to the Foundation as provided in the Articles of Incorporation of this corporation.

ARTICLE II

The Office of the Foundation shall be located on the campus of Northwestern Oklahoma State University at the discretion of the Board.

ARTICLE III

The annual meeting of the members shall be held on the day designated by the Board of Trustees each year prior to July 1 and at other times on call of the Board of Trustees or at such times to which a regular or called meeting has been postponed. A call for the regular meeting and for each special meeting of the members shall be made in writing by the Chairman of the Board, published in the newspaper printed in Woods County, Oklahoma with the largest paid circulation and if none then the newspaper printed in Garfield County, Oklahoma with the largest paid circulation not less than Thirty (30) days before the date thereof. Such meeting shall be held on the campus of Northwestern Oklahoma State University or at such place as the Board shall select.

A quorum for the transaction of any business at any meeting of the members shall be all those present.

No proxy shall be entitled to vote at any meeting of the members, membership, board or trustees of this corporation.

The Chairman of the Board or any Vice-Chairman entitled to act in his/her stead shall preside at meetings of the members of the Foundation, and the Recording Secretary of the Board shall act as Recording Secretary thereat.

At such meetings the members may be a majority vote of the votes present, in person, elect Trustees to fill vacancies on the Board and transact any business that may properly come before the meeting.

Less than a quorum of votes of members may adjourn any meeting from time to time until a quorum shall be present.

ARTICLE IV

The Trustees of the Foundation shall not exceed twenty-two (22) in number, all of whom shall be members of the Corporation. These officers shall be numbered 1 through 22; 1 through 7 shall be filled in 1984 for a three-year term; 8 through 14 shall be filled in 1984 for a two-year term; 15 through 21 shall be filled in 1984 for a one-year term; 22 shall be occupied by the President of Northwestern Oklahoma State University for as long as s/he serves as said President and shall be filled by his/her successor immediately upon the President ceasing to serve as said President. No person holding position 1 through 21 shall be allowed to serve more than two successive three-year terms; however, any such person may serve after an absence from the Board for one year. Not more than two of positions from each group of Trustees 1 through 7, 8 through 14, or 15 through 21 may be held by persons employed by Northwestern Oklahoma State University or retired therefrom.

All meetings of the Board shall be held on the campus of Northwestern Oklahoma State University at Alva, Oklahoma. Such meetings shall be held at least once each year on call of the Chairman, or at such other times to which such meetings may be adjourned.

Special meetings of the Board may be held upon the call, in writing, of the Chairman or on call of not fewer than thirty percent (30%) of the qualified Trustees, by mailing such written notice to each Trustee at least five days in advance of the meeting. Such call shall specify the time, place and purpose of the special meeting, and the items of business to be considered by the Board; provided that at any meeting at which a quorum is present the Board may, by a vote of two-thirds of the members present, take up and dispose of other matters of business not included in the call.

A majority of the Trustees shall constitute a quorum of the Board at any meeting, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present.

The affirmative vote of the majority of those in attendance when a quorum is present shall be sufficient for the transaction of any business by the Board, unless the Bylaws specifically provide otherwise.

ARTICLE V

Officers of the Foundation shall be a Chairman and a Vice-Chairman, who shall be Trustees. The Board may also appoint a Business Manager and a Recording Secretary who need not be Trustees. The term of office of the Chairman and Vice-Chairman shall be for one year or until their successors shall have been selected. The terms of the Business Manager, Recording Secretary and other employees shall be fixed by the Board.

The Business Manager and Recording Secretary may be compensated for their services in an amount to be determined by the Board.

BYLAWS QUESTIONNAIRE

Please complete and return to:

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

Name of Corporation: _____

I. 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 supermajority such as a two-thirds vote?

II. Members:

Do you want to have voting members? 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 _____

III. 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 some 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 residency 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.)

IV. 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.)

V. 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.)

VI. 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? _____

ARTICLES OF INCORPORATION
OF
~~PEBBLES CHILDREN'S THEATRE~~
Attendant Services of Houston

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE
Name

also called

Attendant Services of Houston (ASH)

The name of the Corporation is ~~Pebbles Children's Theatre~~.

ARTICLE TWO
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE
Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR
Purposes

Section 4.01. The Corporation is organized exclusively for charitable, ~~literary~~ and educational purposes, including ~~enhancing and supporting prehistoric children's theatre and performing arts.~~

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

- a. 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, officer 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 campaign on behalf of any candidate for public office.

- b. 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 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- c. 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.
- d. The Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE FIVE
Membership

The Corporation shall have no members.

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2221 Bam Bam Parkway, Houston, Texas 77050, and the name of its initial registered agent at such address is Bron T. Saurus.

MARY ANN BOARD

ARTICLE SEVEN
Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Fred Flintstone <i>MARY ANN Board</i>	10 Rubble Street Houston, TX 77099
Snidely Whiplash <i>Nita?</i>	99 Moustache Lane Houston, TX 77072
Rocky J. Squirrell <i>Roberta?</i>	2281 Airport Drive Houston, TX 77019

ARTICLE EIGHT
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE NINE
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided for by statute.

ARTICLE TEN
Incorporators

The name and street address of the incorporator is:

Name
MARY ANN BOARD
Fred Flintstone

Address
10 Rubble Street
Houston, TX 77099

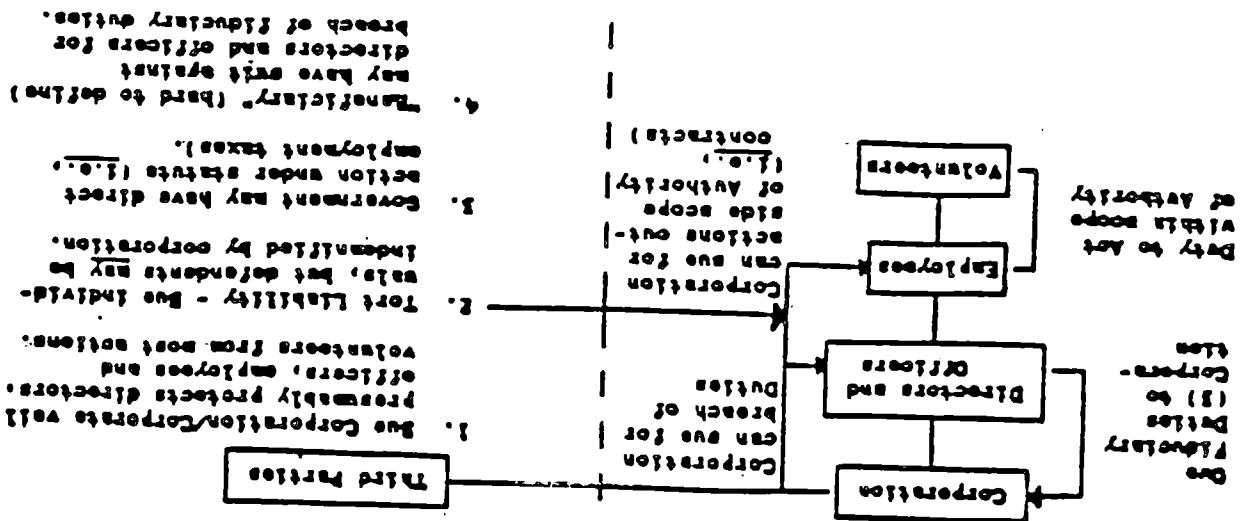
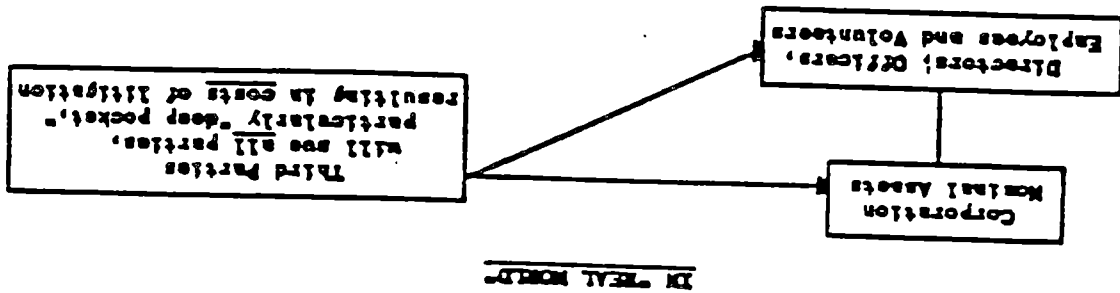
In witness whereof, I have hereunto set my hand, this
_____ day of _____, 19__.

Fred Flintstone

SWORN TO AND SUBSCRIBED BEFORE ME, a Notary Public, on this
the _____ day of _____, 19__.

Notary Public in and for
_____ County, Texas

My Commission Expires:



State \$25.
Fed \$465.
Incorporate
duplicate originals - signatures
notarized

BYLAWS
OF
[NAME OF 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 Houston, County of Harris. 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 the flute. Flutists will have the opportunity to share their talents with the community, region, and nation through unique community concerts, children's programs, tours, master classes, workshops, summer camps, and other endeavors designed to educate children, young musicians, and adults and promote the art in general. 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. Members. The Corporation shall have no voting members.

OR

MEMBERS

Section 3.01. Classes of Members and Dues. The Corporation shall have classes of members. All members must be at least eighteen (18) years of age. Membership dues shall be determined by the Board.

Section 3.02. Membership. Shall be open to any interested individual (artist or non-artist) and organization. An affirmative vote of a majority of the Directors shall be required for acceptance.

Section 3.03. Voting Rights. Each member shall be entitled to one vote on each matter submitted for discussion or for electing new Directors.

Section 3.04. Termination of Membership. The Board of Directors, by affirmative vote of a majority of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default for payment of dues for the period fixed in Article II of these Bylaws.

Section 3.05. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and

unpaid.

Section 3.06. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.07. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

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 ____, at the hour of ___ p.m., for the purpose of electing 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. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 4.02. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

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 entitled to vote at such meeting, 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 purposes 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.

Section 4.05. Informal Action by Members. Any action required by law to be taken at a meeting of the members of any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 4.06. Quorum. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.07. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after three (3) months from the date of his executive, unless otherwise provided in the proxy.

Section 4.08. Voting by Mail. Where Directors are to be elected by members or any class of members, such an election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR BOARD OF DIRECTORS

Section 4.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. ~~Directors need not be residents of Texas.~~

Section 4.02. 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 one (1) and two (2) years respectively. Afterwards, each director shall serve for two (2) years, thereby providing for staggered terms. The initial terms of additional Directors should be fixed to ensure that a disproportionate number of Directors (more than one-half) will not be up for election in any given year.

Section 4.03. 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 4.04. 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 4.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, 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 4.06. 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 4.07. 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 of 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 4.08. 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 are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.09. 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 4.10. 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.

Section 4.11. 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 4.12. 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 4.13. 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 4.14. Removal. Any Director may be removed with or without cause by a majority of the remaining Directors.

Section 4.15. Proxies. At any meeting of the Board, a Director may vote in person or by proxy executed in writing. A proxy shall be valid for three months from date of execution. Such proxy shall be invalidated if that Director is present and elects to cast his own vote.

Section 4.16. 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 FIVE OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a Chairman of the Board, 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 5.02. 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 5.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by 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 5.04. 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.

(OPTIONAL)

Section 5.05. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall discharge the duties of the President in his absence or disability.

5.05
Section 5.06. 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 incident to the office of President and such other 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.

5.06
Section 5.07. 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.

5.02 Section 5.08. 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.

5.09 Section 5.09. 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 Assistance 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 SIX COMMITTEES

Section 6.01. 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.

X Section 6.02. 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 whom 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.

6.02
Section 6.03. 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 it 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.

6.03
Section 6.04. 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.

6.04 Section 6.05. 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.

6.05 Section 6.06. 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.

6.06 Section 6.07. 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.

6.07 Section 6.08. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.08 Section 6.09. 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.

6.09 Section 6.10. 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.

6.10 Section 6.11. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6.11 Section 6.12. 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 SEVEN
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 7.01. 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 7.02. 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 7.03. 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 7.04. 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 EIGHT
BOOKS AND RECORDS

Section 8.01. 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 NINE
FISCAL YEAR

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE TEN
SEAL

Section 10.01. Seal. The Board of Directors may authorize a corporate seal.

ARTICLE ELEVEN
WAIVER OF NOTICE

Section 11.01. 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 TWELVE
AMENDMENTS TO BYLAWS

Section 12.01. 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 [Name of Corporation], a Texas nonprofit 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 _____, 19__.

Secretary