

1 Non-profit bylaws
2 Of
3 The American Philosophical
4 Hermeneutics Foundation

5
6 *Preamble*

7 The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and
8 the Articles of incorporation of The American Philosophical Hermeneutics Foundation. In the event of a
9 direct conflict between the herein contained provisions of these Bylaws and the mandatory provision of
10 the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing
11 controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles
12 of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

13 **Article 1 - Name**

14 The legal name of the Non-Profit Corporation/Organization shall be known as The American
15 Philosophical Hermeneutics Foundation, and shall herein be referred to as the
16 "Corporation/Organization."

17 **Article 2 - Purpose**

18 The general purposes for which this Corporation/Organization has been established are as follows:

19 The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached
20 Articles of Incorporation.

21 The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3)
22 Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding
23 section of any future federal tax code and shall be operated exclusively for/to the following public
24 benefit charitable education and literary purposes:

25 A. To facilitate research and programs of study in Philosophy generally and Philosophical
26 Hermeneutics in particular.

27 B. To afford the community new avenues of cultural enrichment through the development of
28 information networks including programs, conferences, and other methods.

1 C. To assist serious students and professional philosophers through scholarships and research
2 grants.

3 D. To encourage practical communication between proponents of contemporary American
4 Philosophical programs and proponents of contemporary Continental thought by offering forums of
5 communication.

6 E. To create useful points of interaction and integration of Philosophical programs with
7 community needs.

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9 In addition, this Corporation/Organization has been formed for the purpose of performing all things
10 incidental to, or appropriate in, the foregoing specific and primary purposes. However, the
11 Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the
12 exercise of any powers which are not in furtherance of its primary non-profit purposes.

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14 The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon
15 any nonprofit organization by the laws of the state of Texas and as may be necessary or expedient for
16 the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no
17 time and in no event shall the Corporation/Organization participate in any activities which have not
18 been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the
19 Internal Revenue Code of 1986 (the "code"), such as political and legislative activities.

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21 **Article 3 – Offices**

22 The Principal office of the Corporation/Organization shall be located at 3822 Westfield Drive, College
23 Station, Texas 77845.

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25 The Corporation/Organization may have other such offices as the Executive Director may determine or
26 deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to
27 time, provided that any permanent change of address for the principal office is properly reported as
28 required by law.

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Article 4 – Dedication of Assets

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

Article 5 – Board of Directors

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the “Board”) which shall have all the rights, powers, privileges and limitation of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall recommend policies and directives governing business and programs of the Corporation/Organization and shall relegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualification

The Board shall have up to 9members, but no fewer than 3 Board members. The number of Board members may be increased beyond 9 members upon the recommendation of the Executive Director or the affirmative vote of a simple majority of the then-serving Board of Directors and the approval of the Executive Director. A Board member need not be a resident of the State of Texas.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Executive Director may deem advisable to appoint shall be *Ex-Officio Board Members*, which will have such rights and obligation as determined by the Executive Director or required under law.

1 **Board Compensation**

2 The Board shall receive no compensation other than for reasonable expenses. However, provided the
3 compensation structure complies with Sections relating to “Contracts Involving Board Members and /or
4 Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any
5 Board member from serving the Corporation/Organization in any other capacity and receiving
6 compensation for services rendered.

7 **Board Elections**

8 The Executive Director or a Governance Committee, if created, shall present nomination for new and
9 renewing Board members at any board meeting. Recommendations from the Governance Committee
10 shall be made know to the Board before nominations are made or appointed. New and renewing Board
11 members may be approved by the board executive director of those board members at a Board meeting
12 at which quorum is present. If no Governance Committee is created, then this duty shall fall upon, then
13 this duty shall fall upon another committee created for that purpose or upon the Executive Director
14 alone or upon the Board of Directors itself.

15 **Term of the Board**

16 All appointment to the Board shall be for a term of 3 years. No person shall serve more than 3
17 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a
18 quorum is present, recommends to appoint a Board member to 2 additional years or is re-appointed by
19 the Executive Director for such term. No person shall serve more than 12 consecutive years. After
20 serving the maximum total number of consecutive years on the Board, a member may be eligible for
21 reconsideration as a Board member after 1 year have passed since the conclusion of such Board
22 member’s service.

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Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found b final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 8 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at an annual or other meeting of the directors at which directors are to be elected, to elect the full authorized number of directors.

The board of Directors, by way of affirmative recommendation of a majority of directors then currently in office and the approval of the Executive Director, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Board, the president Executive Director of the Corporation/Organization, or the secretary of Corporation/Organization, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Texas is first notified, no director may resign when the Corporation/Organization would then be left without a duly appointed director in charge of its affairs.

Any vacancy on the Board may be filled by the executive director of the board of directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

1 A Board member elected to fill a vacancy shall be appointed for the unexpired term of his or her
2 predecessor in office.

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Resignation

5 Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of
6 the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice,
7 the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not
8 be necessary to make it effective.

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Removal

11 A Board member may be removed, with or without cause, at any duly constituted meeting of the Board,
12 by the affirmative recommendation of a majority of the Board present at quorum with the approval of
13 the Executive Director.

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Meetings

16 The Board's regular meetings may be held at such time and place as shall be determined by the Board.
17 The Chair of the Board, i.e., the Executive Director, or any regular Board member may call a special
18 meeting of the Board with 1 days' notice provided to each member of the Board. The notice shall be
19 served upon each Board member via hand delivery, verbally, regular mail, email, phone, sms text
20 message, fax or other digital transmission. The person authorized to call such special meetings of the
21 Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to
22 hold any special meetings of the Board.

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Minutes

25 The Secretary shall be responsible for the recording of all minutes of each and every meeting of the
26 Board in which business shall be transacted in such order as the Board may determine from time to
27 time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an
28 individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as

1 Secretary shall prepare the minutes of the meeting, which shall be delivered to the
2 Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to
3 each Board member via either regular mail, email, sms text message, fax or other digital transmission
4 within 32 business days after the close of each Board meeting.

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7 **Action by Written Consent**

8 Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a
9 meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so
10 taken shall be signed by all Board members or shall have been presented to all members of the board
11 without objection or proposed amendment from any board member within 32 business days. Such
12 consent shall be placed in the minute book of the Corporation/Organization and shall have the same
13 force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent
14 may be executed in multiple counterparts or copies, each of which shall be deemed an original for all
15 purposes. In addition, Facsimile signatures and electronic signatures of other electronic 'consent click'
16 acknowledgments shall be effective as original signatures.

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18 **Quorum**

19 At each meeting of the Board of Directors or Board Committees, the presence of 2 persons shall
20 constitute a quorum for the transaction of business. If at any time the Board consists of an even number
21 of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote.
22 The act of the majority of the Board members serving on the Board or Board Committees and present at
23 a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise
24 provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a
25 quorum is not present at a meeting, the Board members present may adjourn the meeting from time to
26 time without further notice until a quorum shall be present. However, a Board member shall be
27 considered present at a meeting of the Board or Board Committees if during the meeting he or she is

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1 present by telephone, group texting, web conferencing or other digital means with the other Board
2 members participating in the meeting.

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4 **Voting**

5 Each Board member shall only have one vote and voting results shall have the force of
6 recommendations respecting action or inaction of and by the Executive Director

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8 **Proxy**

9 Members of the Board shall not be allowed to vote by written proxy.

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11 **Board Member Attendance**

12 A Board Member who is absent from 8 consecutive regular meetings of the Board during a fiscal year
13 shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the
14 Corporation/Organization. The Board may deem a Board member who has missed 8 consecutive
15 meetings without such a reevaluation with the Chair, to have resigned from the Board.

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17 **Article 6 – Officers**

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19 **Officers and Duties**

20 The Board shall recommend to the Executive Director Officers of the Corporation/Organization which
21 shall include a President (Executive Director) who is the initial and default Chair of all meeting of the
22 Corporation/Organization, a Secretary, and such other officers as the Board may designate by
23 resolution. The same person may hold any number of offices, with the exception that the Secretary may
24 not serve concurrently as the President. In addition to the duties in accordance with this Article, officers
25 shall conduct all duties typically pertaining to their offices and other such duties which may be required
26 by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and
27 they shall perform any other such additional duties which the Board of Directors may assign to them at
28 their discretion.

1 The officers will be selected by the Boar at its annual meeting, and shall serve the needs of the Board,
2 subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore,
3 without any bias or predisposition to the rights of any officer that may be under any contract of
4 employment, any officer may be removed with or without cause by the Board. All officers have the right
5 to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary
6 of the Corporation/Organization, without bias or predisposing to all rights, if any, of the
7 Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall
8 become effective upon the date on which notice of resignation is received or at any time later as may be
9 specified within the resignation; and unless otherwise indication with in the notice, a stated acceptance
10 of the resignation shall not be required to make the resignation effective.

11 Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any
12 other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to
13 such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the
14 Board of Directors.

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16 **Chair of the Board (Chief Executive Officer)**

17 It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the
18 Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the
19 name of the Corporation/Organization, any and all contracts or other documents which may be
20 authorized, either generally or specifically, by the Board to be executed by the
21 Corporation/Organization, except when otherwise required by law

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23 **President (Executive Director)**

24 It shall be the responsibility of the President, in general, to supervise and conduct all activities and
25 operation of the Corporation/Organization, subject to the advice or consent of the Board of Directors.
26 The President shall keep the Board of Directors completely informed, shall freely consult with them in
27 relation to all activities of the Corporation/Organization, and shall see that all orders or resolutions of
28 the Board are carried out to the effect intended. The Board of Directors may place the President under

1 a contract of employment where appropriate. The President shall be empowered to act, speak for, or
2 otherwise represent the Corporation/Organization between meetings of the Board. The President shall
3 be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board
4 informed at all times of staff performance and for implementing any personnel policies which may be
5 adopted and implemented by the Board. The president, at all times, is authorized to contract, receive,
6 deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of
7 the Corporation/Organization all contracts and other documents authorized either generally or
8 specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all
9 material business transactions of the Corporation/Organization.

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Secretary

12 The Secretary, or his/her designee, shall be the custodian of all records and documents of the
13 Corporation/Organization, which are required to be kept at the principal office of the
14 Corporation/Organization, and shall act a secretary at all meetings of the Board of Directors, and shall
15 cause to be kept the minutes of all meetings of the Board of Directors, and shall keep the minutes of all
16 such meetings on file in hard copy or electronic format. He/she shall attend to the giving and serving of
17 all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization,
18 if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization
19 under its seal is duly authorized in accordance with the provisions of these bylaws.

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Article 7 – Committees

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Committees of Directors

23 The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors
24 then in attendance at a meeting of the Board of Directors, designate one or more committees to
25 exercise all or a portion of the authority of the Board, the extent of the powers specifically delegated in
26 the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2)
27 persons and may include persons who are not on the Board but whom the directors believe to be
28 reliable and competent to serve at the specific committee. However, committees exercising any
29 authority

1 of the Board of Directors may not have any non-director members. The Board may designate one or
2 more alternative members of any committee who may replace any absent member at any meeting of
3 the committee. The appointment of members or alternate members of a committee requires the
4 recommendation of a member of the Board or the Executive Director. The Board of Directors may also
5 designate one or more advisory committees that do not have the authority of the Board. However, no
6 committee, regardless of Board resolution, may:

- 7 a) Approve of any action that, pursuant to applicable Law, would also require the affirmative
8 vote of the members of the Board if this were a membership vote.
- 9 b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that
10 has the authority of the Board.
- 11 c) Fix compensation of the directors serving on the Board or on any committee.
- 12 d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- 13 e) Amend or repeal any resolution of the Board of Directors that by its express terms in not so
14 amendable or repealable.
- 15 f) Appoint any other committees of the Board of Directors or their members.
- 16 g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or
17 reorganization, or a plan for the sale, lease, or exchange of all or considerably all of the
18 property and assets of the Corporation/Organization otherwise than in the usual and regular
19 course of its business or revoke any such plan.
- 20 h) Approve of any self-dealing transaction, except as provided pursuant to Law.

21 Unless otherwise authorized by the Board of Directors, no committee shall bind the
22 Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

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24 **Meetings and Actions of Committees**

25 Meetings an actions of all committees shall be governed by, and held and taken in accordance with, the
26 provisions of Article 7 – Committees of these Bylaws, concerning meetings and actions of the directors
27 with such changes in the context of those bylaws as are necessary to substitute the committee and its
28 members for the Board of Directors and its members, except that the time for regular meetings of

1 committees may be determined either by resolution of the Board of Directors or by resolution of the
2 committee. Special meetings of committees may also be called by resolution of the Board of Directors.
3 Notice of special meetings of committees shall also be given to any and all alternate members, who shall
4 have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any
5 committee and shall be filed with the Corporation/Organization records. The Board of Directors may
6 adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

7 If a director relies on information prepared by a committee of the Board on which the director does not
8 serve, the committee must be composed exclusively of any or any combination of Director, or
9 employees of the Corporation/Organization whom the director believes to be reliable and competent in
10 the matters presented, or counsel or independent accountants, or other persons as to matters which
11 the director believes to be within that person's professional or expert competence.

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13 Article 8 – Standard of Care

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General

16 A director shall perform all the duties of a director, including, but not limited to, duties as a member of
17 any committee of the Board on which the director may serve, in such manner as the director deems to
18 be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry,
19 as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar
20 circumstances.

21 In the performance of the duties of a director, a director shall be entitled to rely on information,
22 opinions, reports, or statements, including financial statements and other financial data, in each case
23 prepared or presented by:

- 24 a) One or more officers or employees of the Corporation/Organization whom the director
25 deems to be reliable and competent in the matters presented;
- 26 b) Counsel, independent accountants, or other persons, as to the matters which the director
27 deems to be within such person's professional or expert competence; or
- 28 c) A committee of the Board upon which the director does not serve, as to matters within its

1 d) designated authority, which committee the director deems to merit confidence,
2 So long as in any such case the director acts in good faith, after reasonable inquiry when the need may
3 be indicated by the circumstances, and without knowledge that would cause such reliance to be
4 unwarranted.

5 Except as herein provided in Article 8 – Standard of Care, any person who performs the duties of a
6 director in accordance with the above shall have no liability based upon any failure or alleged failure to
7 discharge that person’s obligations as a director, including, without limitation of the following, any
8 action or omissions which exceed or defeat a public or charitable purpose to which the
9 Corporation/Organization, or assets held by it, are dedicated.

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11 **Loans**

12 The Corporation/Organization shall not make any loan of money or property to, or guarantee the
13 obligation of , any director or officer, unless approved by the Texas Attorney General; provided,
14 however, that the Corporation/Organization may advance money to a director or officer of the
15 Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the
16 performance of the duties of such officer or director so long as such individual would be entitled to be
17 reimbursed for such expenses absent that advance.

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20 **Conflict of Interest**

21 The purpose of the Conflict of Interest policy is to protect the Corporation/Organization’s interest when
22 it is contemplating entering into a transaction or arrangement that might benefit the private interest of
23 one of its officers or directors, or that might otherwise result in a possible excess benefit transaction.
24 This policy is intended to supplement but not replace any applicable state or federal laws governing
25 conflict of interest applicable to nonprofit and charitable corporation/organizations and is not intended
26 as an exclusive statement of responsibilities.

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1 **Restriction on Interested Directors**

2 An interested person is (1) any person currently being compensated by the Corporation/Organization for
3 services rendered to it within the previous twelve months, whether as a full-time or part-time
4 employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a
5 director, and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law,
6 mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this
7 section shall not affect the validity or enforceability of any transaction entered into by the interested
8 person.

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10 **Duty to Disclose**

11 In connection with any actual or possible conflict of interest, an interested person must disclose the
12 existence of the financial interest and be given the opportunity to disclose all material facts to the
13 directors who are considering the proposed transaction or arrangement.

14
15 **Establishing a Conflict of Interest**

16 After the disclosure of the financial interest and all material facts, and after a discussion with the
17 interested person, the issue of potential conflict of interest is put to the Board for approval or
18 disapproval recommendation. Thus the Board members shall decide if a conflict of interest exists.

19
20 **Addressing a Conflict of Interest**

21 In the event that the Board should establish that a proposed transaction of arrangement establishes a
22 conflict of interest, the Board shall then proceed with the following actions:

- 23 a) Any interested person may render a request or report at the Board meeting, but upon
24 completion of said request or report the Board discusses the information and/or material
25 presented and then either recommends or denies recommendation to the Executive
26 Director regarding the transaction or arrangement proposed involving the potential for a
27 conflict of interest.

- 1 b)
2 c) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested
3 person or committee to investigate alternatives to the proposed transaction or
4 arrangement.
5 d) After exercising due diligence, the Board shall, determine whether the
6 Corporation/Organization can obtain with reasonable efforts a more advantageous
7 transaction or arrangement from a person or entity that would not give rise to a conflict of
8 interest.
9 e) If a more advantageous transaction or arrangement is not reasonably possible under
10 circumstances not producing a conflict of interest, the Board shall determine whether the
11 transaction or arrangement is in the best interest of the Corporation/Organization, for its
12 own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to
13 enter into the transaction arrangement in conformity with this determination.

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Violations of Conflict of Interest Policy

17 Should the Board have reasonable cause to believe an interested person has failed to disclose actual or
18 possible conflicts of interest, the Board shall then inform the interested person of the basis for such
19 belief and afford the interested person an opportunity to explain the alleged failure to disclose.

20 If, after hearing the interested person's explanation, and after making further investigation as may be
21 warranted in consideration of the circumstances, the Board determines the interested person
22 intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate
23 disciplinary and corrective action.

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Procedures and Records

26 All minutes of the Board Meetings, when applicable, shall contain the following information:

- 27 a) The names of all the persons who disclosed or otherwise were found to have a financial
28 interest in connection with the actual or possible conflict of interest, the nature of the

- 1 b) Financial interest, any action taken to determine whether a conflict of interest was present,
2 and the Board’s decision as to whether a conflict of interest in fact existed.
- 3 c) The names of the persons who were present for discussions and any recommendations
4 relating to the transaction or arrangement, the content of the discussions, including any
5 alternatives to the proposed transaction or arrangement, and a record of any
6 recommendation in connection with the proceedings.

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9 **Acknowledgement of Conflict of Interest Policy**

10 Each director, principal officer, and member of a committee with Board delegated powers shall be
11 required to sign a statement which affirms that such person:

- 12 a) Has received a copy of the conflict of interest policy;
- 13 b) Has read and understands the policy’
- 14 c) Has agreed to comply with the policy; and
- 15 d) Understands that the Corporation/Organization is charitable, and in order to maintain its
16 federal tax exemption, it must engage primarily in activities which accomplish one or more
17 of its tax-exempt purposes.

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19 **Violation of Loyalty – Self-Dealing Contracts**

20 A self-dealing contract is any contract or transaction (1) between this Corporation/Organization and one
21 or more of its Directors, or between this Corporation/Organization and one or more of its Directors, or
22 between this Corporation/Organization and any corporation, firm, or association in which one or more
23 of the Directors has a material financial interest (“interested Director”), or (ii) between this
24 Corporation/Organization and a corporation, firm, or association of which one or more of its directors
25 are Directors of this Corporation/Organization. Said self-dealing need not be void or voidable merely
26 because such Directors of corporation, firm, or association are parties or because said Directors are
27 present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the
28 self-dealing Contract, if:

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- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the recommendation of any membership owned by said Interested Director;
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the recommendation of the Interested Director—and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved or ratified; or
- c) As to contracts not approved as provided in above section (a) or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

14 The interested Director may be counted in determining the presence of a quorum at a meeting of the
15 Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or
16 transaction as provided for and contained in this section.

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19 **Indemnification**

20 To the fullest extent permitted by law, the Corporation/Organization shall indemnify its “agents,” as
21 described by law, including its directors, officers, employees and volunteers, and including persons
22 formerly occupying any such position, and their heirs, executors and administrators, against all
23 expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them
24 in connection with any “proceeding,” and including any action by or in the right of the
25 Corporation/Organization, by reason of the fact that the person is or was a person as described in the
26 Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other
27 right to which such persons may be entitled apart from this Article.

28 The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any

1 agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability
2 asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or
3 to give other indemnification to the extent permitted by law.

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5 **Article 9 – Execution of Corporate instruments**

6 **Execution of Corporate Instruments**

7 The Board of Directors may, at its discretion, determine the method and designate the signatory officer
8 or officers, or other person or persons, to execute any corporate instrument or document, or to sign the
9 corporate name without limitation, except when otherwise provided by law, and such execution or
10 signature shall be binding upon the Corporation/Organization.

11 Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal
12 contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other
13 evidences of indebtedness of the Corporation/Organization, other corporation/organization instruments
14 or documents, memberships in other corporations/organizations, and certificates of shares of stock
15 owned by the Corporation/organization shall be executed, signed, or endorsed by The Executive
16 Director.

17 All checks and drafts drawn on banks or other depositories on funds to the credit of the
18 Corporation/organization, or in special accounts of the Corporation/Organization, shall be signed by
19 such person or persons as the Executive director shall authorize to do so.

20 **Loans and Contracts**

21 No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or
22 other evidence of indebtedness shall be issued in its name unless and except as the specific transaction
23 is authorized by the Board of Directors, Without the express and specific authorization of the Board, no
24 officer or other agent of the Corporation/Organization may enter into any contract or execute and
25 deliver any instrument in the name of and on behalf of the Corporation/Organization.

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1 **Article 10 – Records and Reports**

2 **Maintenance and Inspection of Articles and Bylaws**

3 The Corporation/Organization shall keep at its principal office the original or a copy of its articles of
4 Incorporation and Bylaws as amended to date, which shall be open to inspection by the director’s at all
5 reasonable times during the office hours.

6 **Maintenance and Inspection of Other Corporate Records**

7 The Corporation/Organization shall keep adequate and correct books and records of accounts and
8 written minutes of the proceedings of the Board and committees of the Board. All such records shall be
9 kept at a place or places as designated by the Board and committees of the Board, or in the absence of
10 such designation, at the principal office of the Corporation/organization. The minutes shall be kept in
11 written or typed form, and other books and records shall be kept either in written or typed form or in
12 any form capable of being converted into written, typed, or printed form. Upon leaving office, each
13 officer employee, or agent of the corporation/organization shall turn over to his or her successor or the
14 Chair of the Board or president, in good order, such corporate/organization monies, books, records,
15 minutes, lists, documents, contracts or other property of the Corporation/organization as have been in
16 the custody of such person or persons during their term of office.

17 Every director shall have the right at any reasonable time to inspect all books, records, and documents
18 of every kind and the physical properties of the Corporation/organization and each of its subsidiary
19 corporations/organization. The inspection may be made in person or by an agent or attorney, and shall
20 include the right to copy and make extracts of documents.

21 **Preparation of Annual Financial Statements**

22 The Corporation/organization shall prepare annual financial statements using generally accepted
23 accounting principles. Such statements shall be audited by an independent certified public accountant,
24 in conformity with generally accepted accounting standards. The Corporation/organization shall make
25 these financial statements available to the Texas Attorney General and members of the public for
26 inspection no later than 30 days after the close of the fiscal year to which the statements relate.

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Reports

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The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation/organization, which shall contain the following information:

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a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

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b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

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c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.

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d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than

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\$10,000.00 which took place during the fiscal year.

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The report shall be accompanied by any pertinent report from and independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statement were prepared without audit from the books and records of the Corporation/Organization.

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Article 11 – Fiscal Year

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The fiscal year for this Corporation/Organization shall end on Jun 30.

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Article 12 – Amendments and Revisions

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These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in attendance at a meeting of the board. Such action is authorized only at a duly called and held meeting of the Board of Directors for which notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any amendment or revision of these Bylaws requires the assent of a proportion of the Board other than is required by law, that provision may not be altered, amended or repealed.

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1 **Article 13 – Corporate/Organization Seal**

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3 The Board of Directors may adopt, use. And alter a corporate/Organization seal. The seal shall be kept
4 at the principal office of the Corporation/Organization. Failure to affix the seal to any
5 corporation/organization instrument, however, shall not affect the validity of that instrument.

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7 **Article 14 –Construction and Definitions**

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9 Unless the context otherwise requires, the general provisions, rules of construction, and definitions
10 contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction
11 of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the
12 feminine and the entirety of the gender spectrum, the singular number includes the plural and the plural
13 number includes the singular, the term “person” includes a Corporation/Organization as well as a
14 natural person. No so called “potential person” or “unborn” is a person within the meaning of this
15 document. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative,
16 then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and
17 operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or
18 inoperative.

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21 **Certificate of the Secretary**

22 I, _____, certify that I am the current
23 Secretary of the Corporation/Organization and the above Bylaws are the bylaws of this
24 Corporation/Organization as adopted on _____ and that they have not
25 been amended or modified since the date.

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2 **Certificate of the President/Executive Director**

3 I, _____, certify that I am the current,
4 President and Executive Director of the Corporation/ Organization and the above Bylaws are the bylaws
5 of this Corporation/ Organization as adopted on _____ and that they have not
6 been amended or modified since the date.

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8 **EXECUTED** on this _____ day of _____, in the County of Brazos in the
9 State of Texas.