

DFW-CHW Association
BYLAWS

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ARTICLE 1

NAME

1.01 Name

The name of this corporation shall be the DFW-CHW Association.

ARTICLE II

PURPOSE AND POWERS

2.01 Purpose

The purpose of the DFW-CHW Association is to unite Community Health Workers (CHWs) and Community Health Worker Instructors in the DFW Metroplex for professional development and community outreach.

This vision is put into action through:

- Advocacy for the CHW profession which is becoming increasingly important in health care
- Education opportunities for both CHWs and instructors in various areas of interest
- Professional development workshops to enhance professionalism in the workplace
- Community resources to assist CHWs in their outreach and education efforts
- Employment resources for employment opportunities
- Networking opportunities for CHWs across the DFW Metroplex to connect with each other and learn from each other's experiences.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary to affect the purpose for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public or private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- (a) Nonprofit Legal Status. DFW-CHW Association is a Texas non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any officer or board of director at-large, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of the DFW-CHW Association, any assets lawfully available for distribution shall be distributed to any non-profit or educational organization agreed to by the majority of the officers.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The officers may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, or other events, or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

DFW-CHW Association shall have a Board of Directors consisting of at least 4 and no more than 11 directors serving on the Board. If more than 5 then the number of Board members shall be an odd number.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the DFW-CHW Association corporation shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

- (a) All directors shall be elected to serve a two year term, however, the term may be extended until a successor has been elected.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 the first year the director is in office and the end December 31.

4.04 Qualification and Election of Directors

In order to be able to serve as director on the board of directors, the individual must be at least 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be Texas state-certified CHWs and/or CHW Instructors, or demonstrate to be a CHW ally/advocate. Directors must be nominated, or self-nominated, to serve on the Board by non-voting affiliates after an official call for Board nominations has been provided. New directors will be selected by the current Board of Directors. *See Section 3.02 Non-Voting Affiliates.*

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from three or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made on the director in question is given written (electronic or otherwise) notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

- (c) Regular Meetings. The board of directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the board. Board meetings may be virtual and held on the phone or online.
- (d) Special Meetings. Special meetings of the board may be called by the Executive Director, President, Vice President, Secretary, or Treasurer, or any two (2) other directors of the board of directors. A special meeting should have a two day notice where possible.

4.08 Manner of Acting

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions. On the occasion that the directors of the board are unable to make a decision based on a tied number of votes, the Executive Director shall cast the tie-breaking vote.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors can simultaneously hear each other during the meeting.

4.09 Voting. A director may vote in person, online, by email, or by proxy executed in writing or by email. Directors present by proxy shall not be counted toward a quorum. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

4.10 Compensation for Board Service.

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings and attendance at training conferences

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being reimbursed for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy.

- (a) In the event that there is a time lapse between the time the Board votes to approve new Board members, and the time a Board applicant applies for a grant funded CHW position, the CHW may be allowed to receive compensation for his/her professional services as a CHW on the grant funded project.
- (b) If a Board member also holds a position in a grant funded project, the member may not vote on any matters relating to the grant funded project.

4.12 Executive Director.

The board may hire an executive director as a paid position to manage the business of the corporation. See ***Operational Procedures*** for more information about the selection process, and roles and responsibilities of the Executive Director.

- (a) The Executive Director shall have the general and active control of the day to day affairs of the corporation. He/she shall keep and account for all books, documents, papers, and records of the corporation except those for which some other officer or agent is properly accountable.
- (b) The Executive Director will not be a voting member of the board and may serve on other boards and/or committees as necessary.
- (c) The Executive Director will report directly to the Board of Directors. The Executive Director may be removed from this position at the request of the board with a majority vote.

ARTICLE V

OFFICERS

5.01 Board Officers

The officers of the corporation shall be a board president, vice president, secretary, and treasurer, all of whom shall be chosen by and serve the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe duties and authority of the other officers. The board may also appoint additional vice presidents and such officers as it deems expedient for the proper conduct of business of the corporation. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a two-year term of office and may not serve more than three consecutive terms of office. A former officer is not restricted from being elected or appointed as an officer, provided they have not held an office for the previous two years.

5.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. See ***Operational Policies*** for more information about the roles and responsibilities of each officer position.

5.05 Vice President

In the absence or disability of the board president, the ranking vice president designated by the board of directors shall perform the duties of the board president. When so acting, the vice president shall have all the power of and be subject to all restrictions upon the board president. The vice president shall normally accede to the office of board president upon completion of the board president's term in office. See ***Operational Policies*** for more information about the roles and responsibilities of each officer position.

5.06 Secretary

The secretary shall keep or cause to be kept minutes of all meetings and actions of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors as required by the Bylaws. The secretary shall have such other powers and perform such duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of these duties of the secretary. See ***Operational Policies*** for more information about the roles and responsibilities of each officer position.

5.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of treasurer. *See **Operational Policies** for more information about the roles and responsibilities of each officer position.*

5.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VI **CONTACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

6.01 Contracts

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

6.02 Checks, Drafts

All checks, drafts, or other orders of 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.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

6.04 Loans

No loans shall be conducted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.05 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. 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, as authorized by the board in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents, and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, provided that such indemnification is set forth by the general or specific action of the board or by contract.

ARTICLE VII

MISCELLANEOUS

7.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors and actions taken by the board of directors or committees. The corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

7.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director officer, employee, affiliate, or member of a committee with board-delegated powers.

7.04 Nondiscrimination Policy

The officers, directors, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, ethnicity, religion or national origin.

7.05 Bylaw Amendment

These Bylaws may be amended. Altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation not to qualify as an exempt corporation under Section 501(c) (3) of the current Internal Revenue Code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at a board meeting.

ARTICLE VIII

DOCUMENT RETENTION POLICY

8.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction to promote the proper treatment of DFW-CHW Association records.

8.02 Policy

Section 1 General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

From time to time, the corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance and to accomplish objectives.

Section 2: Exception for Litigation Relevant Documents. DFW-CHW Association expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: you believe, or DFW-CHW Association informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed.

Section 3: Minimum Retention Periods for Specific Categories

- (a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Exemption. Form 1023 should be available for public inspection upon request.
- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Employment Records/Personnel Records. If the corporation has employees, the corporation will keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. Employment applications should be kept three years. Other employment and personnel records should be retained seven years.
- (d) Board Materials. Meeting minutes should be retained in perpetuity in the corporation's files.
- (e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents.
- (f) Legal Files. Legal counsel should be consulted to determine retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

- (g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years.
- (h) Contracts. Final executed contracts should be retained at least three years beyond the period of agreement.
- (i) Banking and Accounting. Accounts payable ledgers and schedules should be kept for several years. Bank reconciliations and bank statements should be kept for three years.
- (j) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (k) Audit records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

ARTICLE IX

CODES OF ETHICS AND WHISTLEBLOWER POLICY

9.01 Purpose

DFW-CHW Association requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the corporation to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

9.02 Reporting Violations

If any director, officer, staff, employee, or affiliate reasonably believes that some policy, practice, or activity of DFW-CHW Association is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

9.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

9.04 Retaliation

Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of the DFW-CHW Association and provides the corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

DFW-CHW Association shall not retaliate against director, officer, staff, employee, or affiliate who in good faith has made a protest or raised a complaint against some practice of DFW-CHW Association.

9.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

10.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of DFW-CHW Association was approved by the DFW-CHW Association's Board of Directors on January 11, 2021 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date _____