

**SPINA BIFIDA ASSOCIATION OF TEXAS, INC.**  
*Serving Central and South Texas*

**BYLAWS**

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**ARTICLE 1:**

**1.01** The name of this organization shall be The Spina Bifida Association of Texas (referred to herein as the “Association”).

**ARTICLE 2:**

**2.01** The Association shall be chartered and operated as a nonprofit corporation in compliance with the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. art. 1396-1.02, as amended. The resources of this organization shall be exclusively for educational and charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If and to the extent any part of these Bylaws conflicts with applicable state or federal law, that law prevails.

**ARTICLE 3:**

**3.01** The mission of the Association shall be to provide education and information about spina bifida to patients, parents, schools, care providers, decisionmakers, and the general public, and to provide resources and support to enable all children and other persons with spina bifida to reach their maximum potential.

**ARTICLE 4:**

**4.01 Offices.** The Association may have offices at such places both within and without the State of Texas as the Board may from time to time determine or the business of the Association may require.

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

## ARTICLE 5:

**5.01 Management.** The affairs of the Association shall be managed by the Board who shall provide oversight and set policy and direction for the Association, and who may exercise all such powers of the Association and do all such lawful acts and things as are allowed by statute or by the Articles of Incorporation or by these Bylaws. The Board shall have the power to hire, terminate and assess the performance of the Executive Director who is responsible for conducting the business of the Association in accordance with these bylaws and the policy and directions set by the Board. Removal of the Executive Director shall require a two-thirds (2/3) vote of the Board members present.

**5.02 Number; Qualification; Election; Term.** The Board shall consist of no more than fifty (50) directors, none of whom need be residents of any particular state. In no event shall the Board consist of less than three (3) Directors.

**5.03 Change in Number.** The number of Directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the election at an annual meeting or at a special meeting of the Directors called for that purpose.

**5.04 Election and Term of Office.** Directors shall be nominated annually by current board members. A nominating committee may be appointed by the Board and authorized to:

- (a) Conduct an audit or needs assessment of the current membership to identify any gaps in representation from among the civic/volunteer, corporate, minority, financial, legal, educational and human service community.
- (b) Solicit, review and recommend candidates for the Board.
- (c) Recommend a slate of officers selected from among the membership. Nominations may also be taken from the floor.

A majority vote of the then-present Directors is necessary for election of new Directors. Each Director shall hold office for a period of three (3) years, subject to the provisions of these Bylaws. The terms shall begin and end January 1 – December 31.

**5.05 Removal.** A member of the Board shall automatically be removed from the Board if he/she has three unexcused absences in a board year. A letter from the President thanking the volunteer for their service shall be sent on removal from the Board. Board members may appeal for reinstatement at the next Board meeting. Any Director may be removed for good cause at any special or annual meeting of Directors, by the affirmative vote of a majority in numbers of Directors present in person or by

proxy, at such meeting and entitled to vote for the election of such Director if notice of intention to act upon such matter shall have been given in the notice calling such meeting.

**5.06 Vacancies.** Any vacancy occurring in the Board (by death, resignations, removal or otherwise) may be filled by appointment by the Executive Committee and such appointee shall serve until the successor is elected at the next regular annual meeting. Appointments made by the Executive Committee shall be ratified at the next board meeting.

**5.07 Place of Meetings.** All meetings of the Board may be held at the principal offices of the Association or at such place either in or out of the State of Texas as may be designated from time to time by the Board.

**5.08 Regular Meetings.** Regular meetings of the Board may be held at a regular time and place as determined by the Board of the Directors. Once a regular meeting has been established by the Board, notice of the meeting may, but need not, be sent to Directors.

**5.09 Special Meetings.** Special meetings of the Board may be called at any time by the President or by any three Directors on three days notice to each Director. The purpose of, and business to be transacted at, any such special meeting shall be stated in such notice; provided, however, that such meeting shall not be limited to the purpose and business so stated.

**5.10 Agenda.** Unless impracticable, a written agenda will be distributed to the Directors reasonably in advance of all regular and special meetings. The President, in consultation with the Executive Director, will determine the agenda. The President may include meeting agenda items at the request of a Director, and shall include agenda items which are requested by any two Directors in writing at least three days prior to the meeting. This section does not limit the power of the Board to take up issues during the course of a meeting.

**5.11 Quorum; Majority Vote.** At meetings of the Board, one-third (1/3) of the number of Directors currently seated in accordance with these Bylaws shall constitute a quorum for the transaction of business. 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, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

**5.12 Compensation.** Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board, each Director may be paid his/her

expenses, if any, of attendance at each meeting of the Board or reimbursed for other expenses incurred on behalf of the Association and with the approval of the Board.

**5.13 Conduct of Meetings.** The Board shall keep regular minutes of its proceedings. The President shall preside at meetings of the Board. In the absence of the President, the Vice-President shall preside; in the absence of both President and Vice-President, the Directors present may select a Director to preside. The Secretary, or in his/her absence any Director selected by the Directors present, shall act as Secretary at meetings of the Board, and shall keep minutes of all meetings and records of all board motions, votes and actions. Consideration of questions shall be conducted informally; provided that the majority of Directors present may vote to conduct business formally in accordance with Robert's Rules of Order, which shall govern issues of parliamentary procedure, including what issues may be raised, debated and decided at a meeting.

**5.14 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action is so taken, is signed by all the members of the Board. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

**5.15 Interested Directors and Officers.**

- (a) Validity. If paragraph (b) of this section is satisfied, no contract or other transaction between the Association and any of its Directors or Officers, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the Director or Officer at the meeting authorizing the contact or transaction, or his or her participation or vote in the meeting or authorization.
- (b) Disclosure; Approval; Fairness. Paragraph (a) of this Section shall apply only if:
  - (1) the material facts of the relationship or interest of each such Director or Officer are known or disclosed to the Board and it nevertheless authorizes or ratifies the contract or transaction by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
  - (2) the contract or transaction is fair to the Association as of the time it is authorized or ratified by the Board.

- (c) Non-Exclusive. This section shall not be construed to invalidate a contract or transaction which would be valid in the absence of the provisions of this section.

**5.16 Telephone and Similar Meetings**. Directors may participate and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**5.17 Budget**. The Association shall adopt an annual budget, to be approved by the Board. The Board shall approve any amendments or revisions to the budget, including those which require approval from any funding agencies. Interim budget amendments or revisions may also be approved by the Executive Committee, subject to ratification at the next board meeting.

## **ARTICLE 6: NOTICE**

**6.01 Method**. Whenever by statute, the Articles of Incorporation, these Bylaws, or otherwise, notice is required to be given to a Director, and no provision is made as to how the notice shall be given, it shall not be construed to require personal notice, but any such notice may be given: (a) in writing, by mail, postage prepaid, addressed to the Director at the address appearing on the books of the Association; (b) by e-mail to Directors who have provided an e-mail address and consented to such notice; or (c) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the notice is deposited, correctly addressed and with proper postage, in the United States mail.

**6.02 Waiver**. Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE 7: OFFICERS AND AGENTS**

### **7.01 Number; Qualifications; Election; Term.**

- (a) The Association shall have:
  - (1) a President, vice-president, secretary and a treasurer; and
  - (2) such other officers, including additional vice presidents, and assistant officers and agents as the Board may think necessary.
- (b) Board officers must be members of the Board.
- (c) No officer or agent need to be a resident of any particular state.
- (d) Officers shall be elected by the Board on the expiration of an officer's term or whenever a vacancy exists. Officers may be elected by the Board at any meeting.
- (e) Unless otherwise specified herein or by the Board at the time of election or appointment, or in an employment contract approved by the Board, each officer's and agent's term shall be for 12 months and run concurrent with the agency's fiscal year. Each officer and agent shall serve until the end of his/her term or, if earlier, his/her death, registration, or removal.
- (f) Any two or more offices may be held by the same person, except that the President and secretary shall not be the same person.

**7.02 Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Association will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

**7.03 Vacancies.** If the office of the president, vice-president, secretary, or treasurer becomes vacant by reason of death, resignation, removal or otherwise, the Board shall elect a successor who shall hold office for the unexpired term and until his/her successor is elected.

**7.04 Authority.** Officers and agents shall have such authority and perform such duties in the management of the Association as are provided in these Bylaws or as may be determined by resolution of the Board not inconsistent with these Bylaws.

**7.05 Compensation.** No officer or Director of the Association, except for the Executive Director, shall be paid compensation for his/her time or services in the capacity as officer or agent of the Association.

**7.06 President.**

- (a) Subject to such supervisory powers, if any, as may be given by the Board to the president of the Board, if there be such an officer, the President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Association, and shall have the general powers and duties of management usually vested in the office of the President of an association or other organization, and shall have such other powers as the Board may from time to time prescribe.
- (b) The President shall work with the Executive Director to achieve the Association's mission, and shall assist and encourage the Board to engage in effective strategic planning to achieve the Association's objectives.
- (c) The President shall appoint committee Presidents, in consultation with the Board. The President shall be an ex officio member of every committee of the Association and in that capacity may attend and participate in committee meetings.
- (d) The President will decide all questions of parliamentary procedure, subject to the will of the Board on questions which are subject to Board vote, and may appoint a parliamentarian to assist on such questions.
- (e) The President shall evaluate the performance of the Association, the Executive Director, the Board and any other officers or agents of the Association and present the evaluation to the Board on at least an annual basis.

**7.07 Vice-President.** Unless otherwise determined by the Board, the Vice-President shall, in the absence or disability of the President, perform the duties and have the authority and powers of the President. The Vice-President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

**7.08 Secretary.** The Secretary shall:

- (a) attend all meetings of the Board and record all votes, actions and minutes of all proceedings in a book to be kept for that purpose.
- (b) give, or cause to be given, notice of all meetings of the Board.

- (c) keep in safe custody the seal of the Association (if any) and, when authorized by the Board affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of the treasurer or an assistant secretary.
- (d) be under the supervision of the President and perform such other duties and have such other authority and powers as the Board or President may determine.
- (e) keep, or cause to be kept, a register showing the names of the Directors and their addresses.

**7.09 Treasurer.** The Treasurer shall:

- (a) have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Association, and shall deposit all funds and other valuables in the name and to the credit of the Association in depositories designated by the Board.
- (b) disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Association.
- (c) if required by the Board, shall give the Association a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration of the Association, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Association.
- (d) perform such other duties and have such other authority and powers as the Board or President may determine.

**7.10 Executive Director.**

- (a) The Executive Director is the chief administrative officer of the Association, and shall faithfully carry out all the policies and directives of the Board. A member of the Board may not serve as Executive Director. The Executive Director is an ex officio member of the Board.



- (b) The Executive Director shall serve at the will of the Board. The Board may enter into an employment agreement with the Executive Director for a primary term of not more than two years, and may authorize the payment of reasonable compensation and benefits. Such agreement may be at-will, in which case the contract may be terminated for any reason by the Board, or it may provide for termination based upon good cause.
- (c) The Executive Director shall, unless otherwise directed by the Board, in consultation with the President, prepare and distribute to Directors an agenda for all meetings reasonably in advance of such meetings.
- (d) The Executive Director shall be prepared to report to the Board concerning the administration and activities of the Association at all regular meetings.

#### **ARTICLE 8: EXECUTION OF INSTRUMENTS**

**8.01** The Board may, in its discretion, determine the method and designate the signatory office or officers, or other person or persons, to execute any corporate instrument or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Association.

#### **ARTICLE 9: INDEMNIFICATION**

**9.01 Indemnification, Generally.** The Association may indemnify any person (a “person”) who (i) is or was, an officer, director, nominee, designee, employee or agent of the Association, and (ii) was, is or is threatened to be made a defendant or respondent in a proceeding (as that term is defined in Article 1396.2.22(A)(5) of the Texas Non-Profit Corporation Act); PROVIDED, HOWEVER, that any such indemnification shall be made only if it is determined in accordance with Section 9.02, below, that the Person: (a) conducted himself in good faith; (b) in the case of an “official capacity” (as that term is defined in Article 1396.2.22A(A)(4) of the Texas Non-Profit Corporation Act), reasonably believed that his/her conduct was in the Association’s best interest; (c) in all other cases, reasonably believed that his/her conduct was at least not opposed to the Association’s best interests; and (d) in the case of any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful. The above notwithstanding, a person may not be indemnified by the Association under this section for any obligations resulting from a proceeding in which the Person is found liable (x) on the basis of improperly receiving personal benefit, whether or not the benefit resulted from an action taken in the person’s official capacity; or (y) to the Association for any reason.

The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere, or its equivalent is not of itself determinative that the Person did not meet the requirements set forth above.

Any such indemnification under this section shall include all judgments, penalties (including exercise and similar taxes), fines, settlements, and reasonable expenses actually incurred by a Person in connection with the proceeding (the “Authorized Expenses”); PROVIDED, HOWEVER, in the case the proceeding is brought by the Association, the indemnification shall be limited to reasonable expenses actually incurred in connection with the proceeding.

**9.02 Method of Determination.** A determination of indemnification and authorization for the Association to indemnify authorized expenses shall be made by: (I) a majority vote of a quorum (the “Qualifying Quorum”) consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding; (ii) if such a Qualifying Quorum cannot be obtained, by a majority vote of a committee (the “Qualifying Committee”) of the Board, designated to act in the manner by a majority vote of all Directors, such Qualifying Committee to consist solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; or (iii) by special legal counsel selected by the Qualifying Quorum or Qualifying Committee, or if such a Qualifying Quorum cannot be obtained and such a Qualifying Committee cannot be established, by a majority vote of all Directors.

**9.03 Advances for Indemnified Expenses.** The Association shall pay or reimburse to a Person, in advance of a final disposition of a proceeding, any Authorized Expenses which may become subject to indemnification hereunder, if:

- (1) the Association receives a written affirmation from such Person that he/she has met the standard of conduct necessary for indemnification under this Section 9.03 and a written undertaking by or on behalf of the Person to repay the amount paid or reimbursed if it is ultimately determined that the Person has not met such standards. Such written undertaking must be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability of such Person to make repayment; and
- (2) a determination that the facts then known to those making the determination would not preclude indemnification under this section.

**9.04 When Rights to Indemnification Arise.** The Association’s obligation to indemnify and to repay expenses under this article shall arise, and all rights granted to Persons hereunder shall vest, at the time of the occurrence of the transaction or event to which such proceeding relates, or at the time that the action or conduct to which such

proceeding relates was first taken or engaged in or omitted to be taken or engaged in, regardless of when such proceeding is first threatened, commenced or completed.

**9.05 Insurance.** The Association may purchase and maintain insurance of behalf of any Person who is or was a Director, officer, employee or agent of the Association or who is or was serving at the request of the Association as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan, against any liability asserted against his/her status such a person whether or not the Association would have the power to indemnify him/her against that liability under Article 1396.2.22A of the Texas Non-Profit Corporation Act.

**9.06 Notice to Members.** Any indemnification of or advance of expenses to a Director in accordance with this article shall be reported in writing to the Directors of the Association with or before the notice or waiver of notice of the next Directors meeting or with or before the next submission to Directors of a consent to action without a meeting pursuant to Article 1396-9.10(A) of the Texas Non-Profit Corporation Act and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

**9.07 Validity.** Notwithstanding anything contained herein, any provision contained within this article that would be invalid under Article 1396.2.22A of the Texas Non-Profit Corporation Act or any successor statute thereto, shall be of no force or effect.

## **ARTICLE 10: GENERAL PROVISIONS**

### **10.01 Full Authority Committees.**

- (a) The Board, by resolution, may designate and appoint one or more committees of Board members. The resolution shall specify the function and purpose of the committee, the number of persons who will sit on the committee, and any Board powers which may be delegated to the committee. The President shall appoint the designated number of Directors to the committee and fill vacancies on committees as needed, subject to the approval of the Board.
- (b) The Board may not delegate to a committee the authority of the Board with respect to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Association; 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 Association;

authorizing the voluntary dissolution of the Association; or amending, altering or repealing any resolution of the Board.

- (c) The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director, of any responsibility imposed on it or him/her by law.

**10.02 Executive Committee.** The Executive Committee is a mandatory standing committee of the Board and shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Association, including authority over the use of the corporate seal. The Executive Committee shall consist of the President, the Vice-President, Secretary, Treasurer, and one additional Director appointed by the President with the consent of the Board

**10.03 Term of Office.** Each member of a committee shall continue until the member resigns from the committee, is replaced on the committee, or the committee is abolished. The Board may establish term limits in the resolution establishing the committee.

**10.04 Committee Chair.** The President shall appoint one member of each committee as committee chair. The committee chair shall preside over committee meetings, and shall report on committee activities to the Board.

**10.05 Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting which a quorum is present shall be the act of the committee.

**10.06 Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

**10.07 Standing Committees.** The following are the non-mandatory standing committees of the Board. The Chair may, with the approval of the Board, determine that one or more of these committees are unnecessary at the present time, in which case the Chair may choose not to appoint members to such committee(s).

- (a) **Finance:** responsible for oversight of activities related to budget and the development of a diversified revenue base.
- (b) **Fundraising:** responsible for oversight of activities related to fundraising including membership drives, special events, individual contributions and grants.

- (c) **Marketing and Public Relations:** responsible for oversight of activities related to the development of community and corporate relations, media and communications.
- (d) **Program Development and Evaluation:** responsible for oversight of activities related to the program development and evaluation; needs assessment; education and advocacy; and volunteer recruitment and training.
- (e) **Administration and Personnel:** responsible for oversight of activities related to agency administration, personnel and board development.
- (f) **Strategic Planning:** responsible for oversight of activities related to development of short and long range strategic plans, including setting goals and objectives, workplans and assessing agency performance.
- (g) **Parent Committee:** responsible for coordinating and encouraging parent participation, assisting in the dissemination of information to parents, and acting as liaison to parents.

#### **ARTICLE 11: FISCAL YEAR**

**11.01** The fiscal year of the Association shall be January 1 – December 31.

#### **ARTICLE 12: AMENDMENTS TO THE BYLAWS**

**12.01** These Bylaws may be amended by two-third (2/3) vote at a Board meeting. Any changes must be submitted to all Board members in writing at least ten (10) days before any vote for ratification can be taken.

#### **ARTICLE 13: DISSOLUTION**

**13.01** In the event of the dissolution of the Association, the Board shall, after payment or making provision for payment of all liabilities of the Association, dispose of all remaining assets of the organization by distributing them to a non-profit organization or organizations engaged in activities substantially similar those of the Association; or to a state or local government for a public purpose.