

Bylaws of the Veterans Center of North Texas, Inc.

Article I: Offices

Section 1: **Registered Office and Agent.** The Corporation shall at all times maintain a Registered Office and Registered Agent in the State of Texas. The registered office and agent in Texas may be changed as the Board of Directors from time to time may determine by the filing of a Statement of Change of a Registered Office, Registered Agent, or Both in accordance with the provisions of Chapter 5 of the Texas Business Organizations Code (“TBOC”). The registered office shall always be at the address of the registered agent where service of process may be personally served on the registered agent during normal business hours. The registered office may not be solely a mailbox service or telephone answering service.

Section 2: **Other Offices.** The Corporation may also have offices at such other places within the State of Texas, as the Board of Directors may from time to time determine.

Article II: Board of Directors

Section 1: **Composition.** The Board of Directors (the "Board") shall consist of not less than three (3) nor more than fifteen (15) Directors, as determined from time to time by vote of the Board. A decrease in the number of Directors may not shorten the term of an incumbent Director. All members of the Board (the “Directors”) shall be voting members. One of the Directors shall be elected by the Board as the Chairman of the Board (the “Chairman”), such individual to serve for the then term of office for which he was elected as Director. No Director shall serve as both Chairman and Secretary of the Corporation. At meetings of the Board at which the Chairman is absent, the Board shall elect a temporary Chairman to serve during such vacancy.

Section 2: **Authority.** The Board shall manage and direct the business and affairs of the Corporation, including without limitation, manage its funds and properties, and review and approve the operating policies and procedures of the Corporation.

Section 3: **Quorum.** One-third (1/3rd) of the number of Directors on the Board, but not less than two (2), shall constitute a quorum for the conduct of business. A director present by proxy shall not be counted towards a quorum.

Section 4: **Board Meetings.** Regular Board Meetings shall be held quarterly. The time and place, within the State of Texas, shall be determined by vote of the Board. Special Board Meetings may be called by the Chairman or by any three Directors. Written notice of the time and location for all meetings, and of the purpose for Special Meeting shall be provided to all Directors at least 7 days prior to the meeting. The Secretary shall be responsible for notifying the Directors of all Board meetings and shall keep the minutes for all such meetings. The Board may in its discretion from time to time invite nonmembers to attend Board meetings as nonvoting guests.

Section 5. **Alternative Forms of Board Meetings.** Subject to the TBOC, the Certificate of Formation

and the Bylaws of the Corporation, the Board, or any Committee of the Board, may hold meetings by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, only if: (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 6: Written Action by Directors. Any action required by law to be taken by the Board, or any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing is signed by all of the Directors then constituting the Board of Directors.

Section 7: Waiver of Notice. Notice of a meeting of the Board is not required to be given to a Director who signs a waiver of notice of such meeting, regardless of whether the waiver is signed before or after the time of the meeting. Attendance at a meeting waives notice thereof. The participation or attendance of a Director at a meeting constitutes a waiver of notice of the meeting unless the Director participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened. In addition, the participation or attendance of a Director at a Special Meeting constitutes a waiver of notice of a particular matter at the meeting that is not included in the purposes of the meeting described in the notice thereof unless the Director objects to consideration of the matter when it is presented.

Section 8: Nomination and Election. The Board shall elect a slate of Directors at the last Regular Meeting of each calendar year. Nomination of a slate of Directors by a three-person nominating committee appointed by the Board shall be presented at the next preceding Regular Meeting. Nominations of a slate of Directors may also be made at such time by any Director. All such nominations shall be set forth in a written notice of the Board Meeting at which Directors are elected. Elections shall be held by ballot. A slate of Directors shall be required to receive a majority vote for election.

Section 9: Term of Office. Directors shall be elected for staggered terms of 1, 2 and/or 3 years as needed, both initially and whenever an increase or decrease in the number of Directors would otherwise result in the number of Directors elected each year not being one-third ($1/3^{\text{rd}}$ or as close thereto as possible) of the total number of authorized Directors. Otherwise, Directors shall be elected to office for three-year terms.

Section 10: Vacancies. Any vacancy occurring on the Board may be filled by a majority vote of the remaining Directors.

Section 11: Resignation. Any Director may resign at any time by submitting a written notice to the Secretary.

Section 12: Removal. The Board may, with or without cause, remove any Director from office by a majority vote.

Section 13: Action by Directors. The vote of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present is the act of the Board, unless a greater number is required

by the Certificate of Formation or Bylaws of the Corporation, or by law.

Section 14. Voting in Person or by Proxy. A director may vote in person, or by proxy executed in writing by the director. A proxy expires three months after the date the proxy is executed and is revocable unless otherwise provided by the proxy or made irrevocable by law.

Section 15: Compensation. Directors shall not receive compensation for their services. Directors may be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Corporation, upon submittal of proper receipts.

Section 16: Management Committee. The Board may, by resolution adopted by a majority of the Directors in office, appoint from among the Directors one or more committees, each composed of two or more Directors, to have and exercise the authority of the Board in the management of the corporation to the extent provided by the resolution and these Bylaws. Such committees shall keep minutes of their meetings and actions. The designation of a committee and the delegation of authority to the committee does not operate to relieve the Board, or an individual Director, of any responsibility imposed on the Board or Director by law.

Section 17: Other Committees. The Board, by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, may designate and appoint from among the Officers and /or Directors, one or more committees that do not have the authority of the Board in the management of the Corporation.

Article III: Officers

Section 1: Officers. The Officers of the Corporation shall be the President, Vice President, Treasurer, Secretary and such other officers as the Board shall from time to time elect. The officers shall be elected by the Board for a term of office not exceeding three years. Each officer shall hold office until his successor shall have been duly elected, until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. One person may hold more than one office, except that no one shall hold both the offices of President and Secretary. The Board shall determine from time to time the compensation, if any, for each officer.

Section 2: Removal. Any officer or agent elected by the Directors may be removed by the Directors, with or without cause, but removal without cause shall be without prejudice to the contract rights, if any, of the persons so removed. Election or removal of an officer or agent shall not of itself create contract rights.

Section 3: Vacancies. Any vacancy occurring in any office of the Corporation (by death, resignation, removal or otherwise) may be filled by the Directors.

Section 4: Authority. Officers shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Directors not inconsistent with these Bylaws.

Section 5: President. The President shall be the chief executive officer of the Corporation and shall

be primarily responsible for conducting the business and affairs of the Corporation under the supervision of the Board in the ordinary course of the Corporation's business.

Section 6: Vice President. The Vice President shall be responsible for assisting the President in conducting the business and affairs of the Corporation in the ordinary course of its business. The Vice President shall perform such other duties as instructed by the President. The Vice President shall temporarily assume the responsibilities and authority of the President upon the absence or inability to act of the President.

Section 7: Treasurer. The Treasurer shall have custody of all funds of the Corporation. The Treasurer shall maintain checking and interest-bearing accounts in the Corporation's name in banks or other financial institutions approved by the Board. The Treasurer shall endorse, on behalf of the Corporation, for collection checks, notes and other obligations and shall deposit same in the Corporation's bank accounts. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as may be designated by the Board. The Treasurer shall oversee the paying of all bills and disbursement of funds authorized by the Board and the President. He shall enter or cause to be entered regularly in the books of the Corporation to be kept by him for that purpose current and accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures in accordance with generally accepted accounting principles. Such books and copies of all financial statements shall be maintained at the principal office of the Corporation. The Treasurer shall prepare a detailed statement of revenue and expenses and a balance sheet each month. The Treasurer shall also prepare complete financial statements for the first three calendar quarters and provide such statements to the Board at least 7 days prior to quarterly Regular Board Meeting. The Treasurer, in consultation with the President, shall prepare a tentative operating budget for the upcoming fiscal year for presentation to and consideration by the Board at the last Regular Board meeting of each calendar year. As soon as practical after each calendar year, the Treasurer shall prepare or cause to be prepared, for consideration and approval by the Board, a financial report for the Corporation for such calendar year based upon the books maintained as provided herein. The report shall conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include (i) a state of support, revenue, and expenses, (ii) a statement of changes in fund balances, (iii) a statement of functional expenses, and (iv) a balance sheet of each fund.

Section 8: Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, and he shall attend to giving and serving of all notices. He shall have charge of such other books and papers as the Board may direct.

Article IV: Control of Corporation Funds

Section 1: Fiscal Year. The Fiscal year shall be the calendar year.

Section 2: Withdrawal of Funds. All checks, drafts, or orders for the payment of money, notes, or other indebtedness issued in the name of the Corporation, shall be signed by an Officer or Officer from among those authorized by the Board for such purpose. A single Authorized Officer shall have the authority to sign for all withdrawals from the Corporation's accounts for amounts up to \$3,000. The signature of two Authorized Officers shall be required for all withdrawals from the Corporation's

accounts of amounts greater than \$3,000.

Section 3: **Deposits.** All funds of the Corporation shall be deposited on a timely basis, to the credit of the Corporation, in such banks or other depositories as the Board may select.

Section 4: **Contracts and Other Legal Documents.** The Board shall review and approve all contracts, alliances, legal documents and other instruments in the name of and behalf of the Corporation, which the Board determines to be in the best interests of the Corporation. Once approved by resolution of the Board, the Officers designated by the Board may sign the document on behalf of the Corporation.

Section 5: **Gifts and or Donations.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or any special purpose of the Corporation. The President may accept on behalf of the Corporation any such gift in an amount less than \$3,000.

Section 6: **Financial Records.** The Treasurer shall keep the financial records and prepare financial statements of the Corporation in accordance with generally accepted accounting principles, consistently applied. The Corporation shall keep its financial books, records, and reports at its principal office for at least three years and shall make such books, records, and reports available to the public for inspection and copying at such office during regular business hours. The Corporation may charge a reasonable fee for preparing a copy of a record or report.

Section 7: **Audit and Fiscal Review.** The Corporation's financial records shall be audited or reviewed annually by a certified public accountant as designated by the majority vote of the Board.

Article V: Restrictions of Power

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered or incurred on behalf of the Corporation or goods purchased for the Corporation.

Article VI: Insurance

The Corporation shall have the power to purchase and maintain at its cost and expense property insurance, liability insurance on behalf of the Corporation, and its Directors, Officers, employees, and agents to the extent permitted by the TBOA, and other kinds of insurance as necessary or appropriate.

Article VII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Corporation may adopt.

Article VIII: Amendments

These Bylaws may be amended by the two-thirds (2/3) vote of a majority of the Directors present at a meeting of the Board, provided written notice of the meeting has been sent to all Directors at least fifteen (15) days prior to the meeting and said notice sets forth verbatim the amendment(s) to be voted upon.

Adopted by the Board of Directors on 13 August, 2014.

SIGNED BY:


Secretary


Chairman of the Board