

**BYLAWS FOR A NONPROFIT CORPORATION
(Without Members) (Texas Business Organization Code)**

Bylaws

of

Pathways Core Training, Inc.

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**ARTICLE 1
NAME AND LOCATION**

- 1.01.00. Name.** The name of the nonprofit corporation is **PATHWAYS CORE TRAINING, INC.**, referred to hereinafter as "Corporation."
- 1.01.01. Certificate of Formation.** The Corporation was duly organized-by the filing of its Certificate of Formation on September 14, 2007, with the Secretary of State for the State of Texas pursuant to the provisions of the Texas Business Organizations Code (hereinafter, the "TBOC").
- 1.01.02. Location.** The principal office of the Corporation and such other offices, either within or outside the State of Texas, shall be established as the Board of Directors (referred to hereinafter as the "Board of Directors") may determine as necessary.
- 1.01.03. Registered Office.** The Corporation shall have and continuously maintain a registered office, and a registered agent whose office is identical with such registered office, or as otherwise required by the Texas Business Organizations Code (TBOC). The registered office may be, but need not be, identical with the principal office, and the addresses of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2
PURPOSE, GENERAL POWERS, AND MISSION STATEMENT**

- 2.01.00. Purpose.** This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (hereinafter, the "IRC"), or the corresponding section of any future federal tax code.
- 2.01.01. General Powers.** The general powers are as follows:
- (1) To engage in any lawful act as authorized by the nonprofit laws of the State of Texas and Section 501(c)(3) of the IRC.
 - (2) To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code (IRC) and its Regulations as they now exist or as they may hereinafter be amended.
 - (3) No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall comprise carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication of distribution of statements) any political campaign on behalf

of any candidate for public office.

- (4) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to taxing of undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.
- (5) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.
- (6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.
- (7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.

2.01.02. Mission Statement. Empowering people to live with purpose, passion, dignity and integrity through experienced based training.

ARTICLE 3 BOARD OF DIRECTORS

3.00.00. Authority of the Board of Directors. The Board of Directors has the general power to control and manage the affairs, funds, and property of the Corporation; disburse the Corporation's monies and dispose of its property in fulfillment of its mission; and provided that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The fiduciary responsibilities of individual Directors are those specified for directors in the Texas Business Organizations Code (TBOC), as amended.

3.01.00. Appointment of an Executive Director. The Board of Directors may appoint an Executive Director who shall be responsible to the Board for the administrative and business management of the Corporation. The Board of Directors is solely responsible for the recruitment, appraisal, compensation, and retention or dismissal of the Executive Director.

3.02.00. Number. The number of Directors shall not be less than three, and not more than eleven.

3.03.00. Election. Eligibility for election is granted via nomination by any Board member. Election is by a majority of Directors voting and shall be by secret ballot if requested by any Director. The election of Directors shall occur at the scheduled annual meeting, or as needed based on term expiration, step-down, or removal of a Director.

3.04.00. Terms.

3.04.01. Directors, including the Chairman, serve a two-year term, which can be extended by majority vote of the Board of Directors.

3.04.02. For a director who is elected to fill a vacancy pursuant to Article 3.05.00, the limitation specified in Article 3.04.01 does not apply until the incumbent completes

the remaining portion of the unexpired term of the vacancy that the incumbent had been elected to fill.

3.05.00. Vacancies. Any vacancy that exists on the Board shall be filled by a majority vote of the Board of Directors when necessary. A nomination may be made by any Director. A Director elected to fill a vacancy shall serve for the remaining portion of said term.

3.06.00. Primary Responsibilities of the Board of Directors. The Board of Directors is vested with a fiduciary responsibility of setting policy, fiscal guidance, and ongoing governance of the agency, and empowers its Executive Director with the authority to carry out those responsibility.

3.07.00. Removal of Directors. A Director of the Board may be removed by a majority vote of the total Board membership whenever in the Board's judgment the best interests of the Corporation would be served thereby. Removal from the Board automatically revokes any election as an officer of the Board.

3.08.00. Conflicts of Interest and Related Party Transactions.

3.08.01 Approval Required. Any contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other organization in which one or more of its Directors or officers is a managerial official or has a financial interest (hereinafter, a "Related Party") shall be valid for all purposes, notwithstanding that such Director or officer is present at or participates in the meeting of the Board of Directors of the Corporation, which authorizes, or votes to authorize , such contract or transaction, and notwithstanding his, her, or their participation in such action, if and subject to compliance with Articles 3.08.02 and 3.08.03 below: (1) the material facts as to such relationship or such interest shall be disclosed to entire Board of Directors and the disinterested member(s) of the Board of Directors shall in good faith authorize such contract or transaction by a vote of the majority of the disinterested Director(s); or (2) the contract or transaction is-ratified by the disinterested member(s) of the Board of Directors or as permitted by the TBOC, as amended, or other applicable law.

3.08.02 Notice Required. Any contract or transaction specified in Article 3.08.01 above shall be first disclosed to the Treasurer and if the contract or transaction involves Treasurer then the disclosure shall be made to Chairman of the Board (hereinafter, the "Notified Person"). The notice will include an appropriate description of the contract or transaction, which may include one or more of the following items: the name of the Related Party and the basis on which the person is a Related Party; the Related Party's interest in the contract or transaction; the approximate dollar value of the amount involved in the contract or transaction (if available); the approximate dollar value of the amount of the Related Party's interest in the contract or transaction (which will be computed without regard to the amount of profit or loss, if available); and any other information regarding the contract or transaction or the Related Party that could be material to the Board of Directors in light of the circumstances. The Notified Person shall then present any such contract or transaction to the entire Board of Directors.

3.08.03 Considerations. In reviewing a contract or transaction specified in Article 3.08.01

above, the disinterested member(s) of the Board of Directors will consider all relevant facts and circumstances, including without limitation the commercial reasonableness of the terms, the benefit and perceived benefit, or lack thereof, to the Corporation, opportunity costs of alternate contracts or transactions, the materiality and character of the Related Party's direct or indirect interest, and the actual or apparent conflict of interest of the Related Party. The disinterested member(s) of the Board of Directors will not approve or ratify a contract or transaction specified in Article 3.08.01 above unless he/she/they will have determined that, upon consideration of all relevant information, the contract or transaction is in, or not inconsistent with, the best interests of the Corporation. If after the review described above, the disinterested member(s) of the Board of Directors determines not to approve or ratify a contract or transaction, the contract or transaction will not be entered into or continued, as the disinterested member(s) of the Board of Directors direct.

3.09.00. Rights of Directors in Certain Cases. In discharging a duty or exercising a power, a Director, including a Director who is a member of a committee, may, in good faith and with ordinary care, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person and prepared by an officer or employee of the Corporation, legal counsel, a certified public accountant, an investment banker, a person whom the Director reasonably believes possesses professional expertise in the matter, or a committee of the Corporation of which the Director is not a member. A Director may not in good faith rely on the information described above if the Director has knowledge of a matter that makes reliance unwarranted.

This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable thereto.

3.11.00. Confidentiality. The Board of Directors (and their respective spouse/partner) shall not discuss or disclose information about the Corporation or its activities to any person or entity. Discretion and good business judgment shall be used in discussing the affairs of the Corporation with third parties. Each Board of Director and their respective spouse/partner shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE 4 MEETINGS

4.01.00. Participation in Board Meetings.

4.02.00. Regular Meetings. The regular meetings of the Board shall be as set at any place a majority of the existing Board may select; provided, however, that should any such meeting day fall on a legal holiday, it shall occur on the next Saturday following said holiday. The Board of Directors may reschedule regular meetings as deemed necessary by a majority vote.

4.03.00. Annual Meeting. The annual meeting day shall occur each year as set by a majority of the Board and shall be held at any suitable place as a majority of the existing Board shall select.

4.04.00. Special Meetings. Special meetings of the Board of Directors may be requested by any Board Member and approved by the President or Chairman. As determined by the Board of Directors and except as otherwise expressly provided by statute, Certificate of Formation, or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

4.05.00.

4.05.01. Notice. Whenever by statute, the Certificate of Formation, these Bylaws, or otherwise, notice is required to be given to a Director, committee member, or security holder, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given: (a) by personal delivery; (b) in writing, by mail, postage prepaid, addressed to the Director, committee member, or security holder at the address appearing on the books of the Corporation; (c) by electronic transmission as provided by the TBOC; or (d) 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 same is thus deposited in the United States mail, postage prepaid.

4.05.02. Waiver. Whenever, by statute or the Certificate of Formation or these Bylaws, notice is required to be given to a security holder, committee member, or 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 grounds that the meeting is not lawfully called or convened

4.06.00. Quorum. A majority of the Board of Directors qualified to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

4.07.00. Participation in Meetings by Use of Communications Equipment. The directors of the Corporation may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Corporation must (1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and (2) keep a record of any vote or other action taken. Participation in such a meeting shall constitute presence in person at the meeting except where a Director participates in the meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Regularly scheduled or specially called meetings of the Board of Directors and any committees or subcommittees of the Board of Directors may be conducted with all or some members of the Board or committee participating by teleconference call on a telephone equipped to provide speaker phone participation by all members of the Board or committee or sub-committee of the Board of Directors. Teleconference participation in the business of the agency shall not dispense with the normal written transactions of business conducted by such participation, and minutes shall reflect members of the Board or committees participating by teleconference.

4.08.00. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any other committee of the Board of Directors may be taken without a meeting, providing a notice, or taking a vote, if a consent in writing, setting forth the action so taken is signed by all of the Directors, or any other committee of the Board of Directors as the case may be, and then delivered to the Secretary of the Corporation for inclusion in the Record Book of the Corporation. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. Any photographic, photostatic, facsimile, or similarly reliable reproduction of consent in writing signed by an officer of the Corporation may be substituted or used instead of the original writing for any purpose for which the original writing could be used, if the reproduction is a complete reproduction of the entire original writing.

4.09.00. Voting.

4.09.01 Voting Generally. At any meeting of the Board of Directors, every Director present shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority present at any meeting at which a quorum is present shall be the act of the Directors

4.09.02 Chair Vote. The Chair of the Board of Directors will be allowed to vote when his or her vote will affect the outcome of a motion.

4.10.00 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present in person or by teleconference shall be the acts of the Board of Directors, unless the acts of a greater number is required by law or by these bylaws.

**ARTICLE 5
OFFICERS AND AGENTS**

5.01.00. Number; Qualification; Election; Term.

(a) The Corporation may have the following principal officers as determined as necessary by the Board of Directors: a President, Executive Director, a Secretary, and such other officers (including a Chief Financial Officer (CFO), Chairman of the Board, Treasurer, and Vice Presidents), and assistant officers and agents.

(b) No officer or agent need be a Director or a resident of Texas.

(c) Principal Officers shall be elected by the Board of Directors on the expiration of an Officer's term or whenever a vacancy exists. Other Officers and agents may be elected by the Board at any meeting.

(d) Unless otherwise specified by the Board at the time of election or appointment, or in an employment contract approved by the Board, each officer shall hold office until his or her successor has been fully elected or until death or until he or she resigns or has been removed in the manner hereinafter provided.

(e) Any two or more offices may be held by the same person.

5.02.00. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board for or without cause by affirmative vote of a majority of Directors present at a meeting of the Board of Directors. Such removal shall be without prejudice to the contract

rights, if any, of the individual so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

- 5.03.00. Vacancies.** Any vacancy occurring in any office of the Corporation (by death, resignation, removal or otherwise) may be filled by the Board of Directors.
- 5.04.00. Authority.** Officers and agents 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 Board of Directors, provided such direction is not inconsistent with these Bylaws.
- 5.05.00. Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors. The compensation of officers and agents shall be determined by the Board of Directors.
- 5.06.00. President.** The President (or Executive Director) may also be the Chief Executive Officer (CEO) of the Corporation, shall preside at all meetings of the shareholders and the Board of Directors, shall have general and active management of the business and affairs of the Corporation. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 5.07.00. Vice President.** As determined by the Board of Directors and in the absence of the President, or in the event of death, inability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors or in the absence of such designation, in the order of their election, shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions placed upon the President. The Vice President shall perform such other duties as may from time to time be assigned by the President or by the Board of Directors.
- 5.08.00. Secretary.**
- (a) The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all votes, actions, and the minutes of all proceedings in a book or other format to be kept for that purpose and shall perform like duties for the executive and other committees when required.
 - (b) The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors.
 - (c) The Secretary shall be under the supervision of the President/Chairman. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President/Chairman may from time to time delegate.
- 5.09.00. Assistant Secretary.** The Assistant Secretaries in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and have the authority of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President/Chairman may from time to time delegate.
- 5.10.00. Treasurer.**
- (a) The Treasurer shall be the Chief Financial Officer (CFO) of the Corporation and shall

have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors.

- (b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors and prepare financial statements as they direct.
- (c) If required by the Board of Directors, the Treasurer shall give the Corporation 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 office and for the restoration to the Corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.
- (d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairman or President may from time to time delegate.

5.11.00. Assistant Treasurer. The Assistant Treasurer in the order of seniority, unless otherwise determined by the Board of Directors, shall in the absence or disability of the Treasurer, perform the duties and have the authority of the Treasurer. He/She shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

5.12.00. Chairman of the Board. If a Chairman of the Board is elected, he or she shall be chosen from among the Directors and shall preside at all meetings of the Board of Directors and shall, in general, perform all duties incident to the Chairman of the Board and such other duties as may from time to time be assigned by the Board of Directors. If the Board of Directors, by appropriate resolution, shall designate, he or she shall be the Chief Executive Officer of the Corporation and, to the extent that Section 6.06.00 of the Bylaws provides otherwise, said adoption of such resolution shall be deemed to supplant said Section 6.06.00.

ARTICLE 6 COMMITTEES OF THE BOARD

6.01.00. Designation. The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, designate from among its members one or more committees, to consist of two or more of the Directors of the Corporation, and may designate one or more of the Directors as alternate members of any committee, who may, subject to the limitations imposed by the Board of Directors, replace absent or disqualified members at any meeting of that committee.

6.02.00. Authority. The executive committee, to the extent established and provided in a resolution of the Board, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation, except where such action of the full Board of Directors is required by the TBOC or by the Certificate of Formation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers that may require it. Any other committee shall have the authority as authorized by the Board and not prohibited by the TBOC or the Certificate of Formation.

- 6.03.00 Procedure.** The executive committee and other committees shall keep regular minutes of proceedings and report the same to the Board of Directors when required, but in no case less frequently than each meeting called by the Board of Directors.
- 6.04.00 Removal.** Any member of the executive committee or other committees may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board.
- 6.05.00 Responsibility.** The designation of an executive committee or other committees and the delegation of authority to it shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it, him, or her by law.
- 6.06.00 Terms of Office.** Each member of a committee shall continue to serve as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- 6.07.00 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6.08.00 Quorum.** Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of a whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of that committee.
- 6.09.00 Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7 ADVISORY COUNCIL

- 7.01.00 Membership.** A constituency of lay people and professional people providing a council-based community Advisory Council may be appointed and perpetuated by the Board of Directors. The Chair of the Board of Directors shall appoint a Chair from among the members of the Advisory Council, to nominate other members and conduct the proceedings of the Advisory Council that may meet once each quarter. Advisory Council members shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors, except as provided in Article 8.02.00 below. Members of the Advisory Council must comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being appointment to the Advisory Council.
- 7.02.00 Structure.** The Chair, or his or her alternate, is to attend Board of Directors' meetings to report any Advisory Board recommendations or observations about policies and procedures of the Corporation, and other Advisory Council members may attend said meetings at the invitation of a majority of the Board of Directors. The Advisory Board and its committees may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.
- 7.03.00 Removal.** Any member of the Advisory Board may be removed by a majority vote of a quorum of the Corporation's Board of Directors whenever in the Board of Directors' judgment the best

interests of the Corporation would be served thereby.

ARTICLE 8 INDEMNIFICATION

- 8.01.00. Indemnification of Directors and Officers.** Except as otherwise expressly provided by law, each director or officer, whether or not then in office, shall be indemnified by the Corporation to the maximum extent permitted by Sections 8.101-8.106 of the TBOC as may be amended from time to time. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law or by order of court.
- 8.02.00 Advancement of Directors and Officers.** Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified hereunder.
- 8.03.00 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 9 PERSONNEL POLICIES

- 9.01.00. Written Policies.** The Corporation shall establish written policies concerning qualifications, responsibilities, and conditions of employment.
- 9.02.00. Contents of Personnel Policies.** The Corporation's personnel policies shall be available to each employee. The policies shall be applicable to all federal, state, and local laws.
- 9.03.00. Equal Employment Opportunities.** The Corporation and its agents shall not discriminate in the securing or offering of employment against any persons due to race, creed, national origin, gender, color, religious affiliation, sexual, or affectional orientation.

ARTICLE 10 ANNUAL REPORT

- 10.01.00. Preparation.** The Board of Directors, or designated committee, may oversee and prepare an annual report of the business of the Corporation.

ARTICLE 11
CONTRACTS, DEPOSITS, AND FUNDS

- 11.01.00. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 11.02.00. Funds.** Checks, drafts and transfers from the deposit account of the Corporation to cover ongoing expenses of the Corporation shall be authorized by the President, Chairman, Executive Director, or Treasurer. Telephone transfers of funds from one account to another shall be routinely and contemporaneously recorded on the appropriate form (ASD-043, or its successor form) and such record shall include the following information:
- a. the account number from which the transfer was made;
 - b. the account number into which the transfer was made;
 - c. the exact amount of the transfer;
 - d. the bank officer/employee making the transfer;
 - e. the date and time the transfer was made; and
 - f. the signature of the Chairman, President, or Executive Director, or person authorized to make such transfer and shall be inspected by the Treasurer of the Corporation on a quarterly basis.
- 11.03.00. Deposits.** All funds of the Corporation may be deposited in any number of interest-bearing accounts that fall within FDIC-protected limits and transferred in accordance with these bylaws and standard operating procedures. All deposits shall be timely made.
- 11.04.00. Gifts.** The Board of Directors may accept on behalf of the Corporation, any contributions, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE 12
ACCOUNTS, MINUTES, ETC.

- 12.01.00. Books and Records.** The Corporation shall keep complete and correct books and records of accounts and the Corporation shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected and copies by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 13
FISCAL YEAR

- 13.01.00. Calendar Year.** The fiscal year of the Corporation shall be the calendar year.

**ARTICLE 14
DISCRIMINATION**

15.01.00. Discrimination. The Corporation and its agents shall not discriminate in the securing or offering of services or employment against persons or organizations due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation, or persons with disabilities.

**ARTICLE 15
AMENDMENTS TO THE BYLAWS**

16.01.00. Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board present in person or by teleconference at any regular meeting or at any special meeting, if at least seven days' written notice is given of the intention to alter, amend, ~~or~~ repeal or ~~to~~ adopt new bylaws at any such meeting. Bylaws may be suspended only by a majority vote of Directors at any regular or specially called meeting of the Board of Directors.

**ARTICLE 16
PARLIAMENTARY AUTHORITY**

17.01.00. Rules. The rules contained in Robert's Rules of Order, as may be revised and amended from time to time, shall govern all cases wherein they do not conflict with the law, the charter, or these Bylaws. The President or Chairman has the authority to appoint a Parliamentarian as needed.

**ARTICLE 17
PROXY**

18.01.00. Proxy. Directors shall not be permitted to vote in elections by proxy.

**ARTICLE 18
PERSONAL LIABILITY**

20.01.00. Liability. No Director shall be held personally liable for any debts of the Corporation.

ARTICLE 19

LOANS

- 21.01.00. Loans.** The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer, or Employee, provided, however, that the Corporation may advance money to a Director, Officer, or Employee of the Corporation for expenses reasonably anticipated to be incurred in the performance of his/her duties so long as such individual would be entitled to be reimbursed for such expense absent that advance.

ARTICLE 20 DISSOLUTION

- 22.01.00. Dissolution.** In the event that the Corporation is dissolved or for any reason ceases to operate, the assets of the Corporation, if any, are to be transferred to the State of Texas or to an educational, religious, charitable, or similar organization that is qualified for exemption under Section 501(c)(3) of the IRC, as amended, or any successor statute.