Disability Rights TEXAS

ARTICLES & BYLAWS

Adopted April 22, 2017

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DISABILITY RIGHTS TEXAS BYLAWS

ARTICLE I. NAME

The name of this corporation shall be Disability Rights Texas.

ARTICLE II. PURPOSES AND INTENT

Section 1. The purposes for which the corporation is organized are as follows:

(a) To advocate for and protect the human and legal rights of the citizens of Texas who are disabled, as that population may be defined by Acts of Congress or of the Texas Legislature;

(b) To promote public awareness and acceptance of persons with disabilities as equally entitled members of society;

(c) To advise and aid persons with disabilities and their guardians, parents, and attorneys to obtain and protect the rights of individuals with disabilities;

(d) To provide education, training, and technical assistance to persons with disabilities, agencies which serve them, attorneys, professional persons, courts, and others regarding the rights of persons who are disabled;

(e) To serve as a statewide clearinghouse for gathering and distributing information regarding the rights of persons who are disabled;

(f) To cooperate with all public, private, and religious agencies and organizations in furtherance of these ends; and

(g) To solicit and receive funds for the accomplishment of the above purposes.

Section 2. The corporation shall be non-political, shall not support any political party or candidate for public office, and shall take no position on matters of governmental policy or legislation other than those relevant to its purposes. The corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, or devote more than an insubstantial part of its activities to influencing legislation.

Section 3. The corporation shall be a non-profit, non-sectarian corporation, and no part of the net earnings, contributions, funds, or other property shall inure to the benefit of any officer or director. No officer or director shall be remunerated for services, other than the reimbursement for expenses actually incurred in the discharge of official duties by voting members of the Board of Directors. No employee of the corporation may serve as an officer or director.

Section 4. The corporation shall not discriminate in its practices of employment, board membership, or advisory council membership, on the basis of race, color, ethnicity or national origin, religion, gender, age, or disability.

ARTICLE III. AREA OF ACTIVITY

The area of activity of the corporation shall be the State of Texas.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors of the corporation shall consist of thirteen (13) to sixteen (16) persons, which number shall include the officers, as provided in Article V of these Bylaws.

Section 2.

(a) At the April meeting each year, the Chairperson will provide a charge to the Nominations Committee to begin to develop the slate of candidates for the director and officer positions to be considered by the Board at its September meeting.

(b) Nomination and election to the Board of Directors should be based on the person's knowledge of and demonstrated commitment to ensuring the legal and human rights of persons with disabilities; and further, on the person's knowledge or willingness to become

knowledgeable about the goals, purposes, and activities of the corporation.

(c) In the nomination process, consideration should be given to the recruitment of qualified candidates who are themselves disabled or who have shown themselves to be advocates for the legal and human rights of persons with disabilities.

Section 3.

(a) The Board of Directors shall consist of:

(1) The Chairperson of the Mental Illness Protection & Advocacy Advisory Council, as required by P.L. 99-319, the Protection and Advocacy for Mentally Ill Individuals Act of 1986, as amended, (referred to in this document as the PAIMI Advisory Council);

(2) Thirteen (13) to Fifteen (15) directors-at-large, at least two of which must be attorneys licensed to practice in the state of Texas, to be elected by the Board of Directors based on the Nominations Committee policy established by the Board. The Nominations Committee shall seek a board composition reflective of the diverse geographic, regional, ethnic and minority populations of our state. A majority of the members of the Board shall be:

Individuals with disabilities who are eligible for the corporation's services, or have received or are receiving services through the system (other than from the corporation); or

Parents, family members, guardians, advocates, or authorized representatives of individuals referred to in the above paragraph.

Section 4. The Board of Directors shall be the governing body of the corporation and shall, by the enactment of policy, plans and priorities, and adoption of the budget control, regulate, and direct all activities and responsibilities of the corporation subject to any restriction imposed by (i) law, (ii) the Articles of Incorporation and any amendments thereto filed with the Secretary of State of the State of Texas, or (iii) or these Bylaws and any amendments thereto; and the Board of Directors shall exercise all of the powers of the corporation.

Section 5.

(a) In the event a board member chooses to resign, the member shall immediately send written notice of his/her decision to the Executive Director of the corporation, and the Chairperson of the Board, with the effective date of their resignation.

(b) If a resignation or other vacancy occurs during a term of a member, the position will remain vacant for the remainder of the board year, and will be filled effective October 1 of the next board year.

(c) It shall be the responsibility of the board member to notify the corporation's office when the board member will be unable to attend any meeting of the Board. Whenever a board member fails to attend a regularly scheduled Board meeting in a Board year (i.e., one of the July, September, January and April board meetings) this shall be counted as an absence; and the board member shall be required to submit a written excuse. The Board shall decide whether a member's absence is excused or unexcused. If the board member fails to obtain an excused absence from the Board, the secretary of the board shall notify the board member in writing, including a statement that a second unexcused absence during that Board year will result in forfeiture of the member's position pursuant to the provisions of Article IV, Section 5 (d).

(d) Notwithstanding any other provisions of these Bylaws, if a board member has two unexcused absences in any Board year, the position on the Board occupied by that board member shall become and remain vacant until duly filled. However, the Board may, upon receipt of a written request from the board member, by two-thirds (2/3) vote, suspend this provision of vacancy upon a finding of mitigating or extraordinary circumstances.

(e) By a two-thirds (2/3) vote of all board members of the corporation, the Board may at a regularly scheduled meeting remove any board member from membership on the Board for any reason which, in the view of such two-thirds (2/3) of the board members, justifies removal. Notwithstanding anything else in these Bylaws to the contrary, notice of a meeting to consider and vote on the removal of a director must be given by the Executive Committee no less than thirty (30) calendar days prior to such meeting. Any vacancy on the Board created by such removal shall be filled for the unexpired term as provided in Section 5(b) above.

ARTICLE V. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The officers of the corporation shall be the Chairperson, Vice Chair, Secretary, and Treasurer.

Section 2. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. He/she shall appoint the Chairpersons of all committees, as provided in Article XI of the Bylaws, and shall ensure that the work of all committees is properly discharged. He/she shall authenticate by his/her signature, when necessary, all acts, orders, and proceedings of the corporation and shall have such powers and perform such duties as may be associated with his/her office. The Chairperson shall serve as a non-voting member of all committees except the Nominations Committee. The Chairperson may serve on the Nominations Committee pursuant to Article XI, Section 4.

Section 3. The Vice Chair shall assist the Chairperson in discharging the duties of that office, as he/she may be directed by the Chairperson. He/she shall perform the duties of the Chairperson in his/her absence.

Section 4. The Secretary shall ensure that accurate minutes are permanently maintained for all meetings of the Board of Directors and Committees. He/she shall ensure that appropriate attendance records and reports are maintained, under such policies as may be adopted by the Board of Directors.

Section 5. The Treasurer shall be the Chairperson of the Finance Committee and ensure that financial records and reports are maintained under such policies as may be adopted by the Board of Directors.

Section 6. The officers and one (1) additional director (the Immediate Past Chair or an At-Large Director) of the corporation shall comprise the Executive Committee. The Executive Committee may meet between regular meetings of the Board of Directors, at such time as may be determined by the Chairperson. The Executive Committee shall exercise all powers of the Board of Directors not expressly reserved or restricted in these Bylaws. All actions of the Executive Committee shall be reported in writing to the Board of Directors at its next meeting, and the Board shall have the power to alter or rescind any action of the Executive Committee, provided no irrevocable rights of third parties shall be affected.

ARTICLE VI. FISCAL YEAR - BOARD YEAR

The fiscal and board year shall begin October 1 and shall end September 30.

ARTICLE VII. TERMS OF OFFICE

Section 1.

(a) Board members shall serve a term of three (3) years beginning October 1 of the Board year of their appointment. Board members' terms of office shall be staggered on a three (3) year basis. Board members are eligible for nomination by the Nominations Committee for a second three (3) year term.

(b) When Board turnover, excluding the PAIMI Chair position, is five or more board members in the same year, the Nominations Committee shall be charged with analyzing the impact of board turnover and, if needed, recommending a plan for board approval to rebalance board terms, thus staggering board turnover so that no more than four board member vacancies are filled in a given year. Examples of rebalancing include:

i. Add no more than two years to existing board members who are in their last year of service, but at no point can board service exceed eight consecutive years; and/or

ii. Create a board position that has a three-year first term and a two-year second term, for a total of five consecutive years of service; and/or

iii. Create a board position that has a single four-year term of service.

(c) The Immediate Past Chairperson serves a 1-year term on the corporation's Board and the Board's Executive Committee. The At-Large director shall serve a 1-year term in the absence of an Immediate Past Chairperson.

(d) The Chair of the PAIMI Advisory Council serves a 1-year term on the Board of the corporation. The PAIMI Chairperson may serve an additional five years on the Board of the corporation, if elected Chair of the PAIMI Advisory Council by the PAIMI Council.

Section 2. Officers, who shall be elected by the Board, shall serve a one (1) year term beginning October 1 following their election at the annual meeting of the Board year and expiring at the time of the taking of office of the new officers. No officer may serve more than two (2) consecutive one (1) year terms in the same office.

Section 3. With the exception of the immediate Past Chairperson who may serve one (1) additional year on the board, and board members whose terms are extended under the provisions in Article VII, Section 1 (b), persons who have served six (6) consecutive years may not be re-elected to the Board for a period of two (2) years.

Section 4. Vacancies in Board positions shall be filled as provided in Article IV, Section 5. Except for the office of Chairperson, vacancies in officers' positions during terms of service shall be filled by Board elections. A vacancy in the office of Chairperson shall be filled as provided in Article V, Section 3 of these Bylaws.

ARTICLE VIII. ELECTIONS

Section 1. Members of the Board of Directors shall be elected at the annual meeting.

Section 2. The officers shall be elected by the Board of Directors at the annual meeting (Article X, Section 1). Persons must be members of the Board of Directors in order to be elected as an officer. No person may be elected to serve as Board Chairperson who has not served on the Executive Committee for at least one (1) year. The Chairperson shall preside over the election process. Voting shall be by written ballot for those officer positions for which there is more than one nominee. The newly elected officers' terms of office shall begin on October 1, the first day of the new Board year.

ARTICLE IX. CONFLICT OF INTEREST

Section 1. General

(a) No person shall be elected to serve or shall serve as director:

(1) who is a contractor of the corporation;

(2) who has an interest that conflicts with the purposes and intent of the corporation set forth in Article II;

(3) who has an economic conflict of interest; or

(4) who is involved in a co-counseling relationship (including a plaintiff-intervenor or defendant intervenor relationship) with the corporation's staff. This does not include an attorney or the attorney's law firm that is directly representing a client of the corporation or serving in a co-counseling relationship with the corporation's staff on a pro bono basis. Simply requesting information, materials, or advice will not rise to the level of a co-counseling relationship.

(b) In addition, any director with a loyalty conflict of interest shall disclose such conflict and abstain from voting on or deliberating in any action involving an agency or entity that provides treatment, services or habilitation to individuals with disabilities which causes the conflict. Finally, no director may vote on or deliberate in any Board action which would result in the director becoming a contractor of the corporation.

(c) Furthermore, in the event an issue is presented to the Board of Directors which involves a potential conflict of interest between the corporation and a member of the Board, the affected director shall disclose such conflict to the Board of Directors and shall abstain from the deliberations and voting on the matter.

(d) **Definitions.** The following definitions are used in order to assist the Board members in determining whether or not they are ineligible to serve on the Board of Directors.

(1) **Contractor of the corporation** shall mean any person who is an employee, officer, director, or owner of any public or private entity which receives a grant from and/or contracts directly with the corporation, whether or not such person is an agency or entity that provides treatment, services or habilitation to individuals with disabilities. The Board of Directors may waive this provision in situations involving grants or contracts that cumulatively total less than one thousand dollars ($1,000.00) in any one year.

(2) **Economic conflict of interest** shall apply to any person who derives income or earnings from, or has an investment or ownership interest in, any agency or entity that provides treatment, services or habilitation to individuals with disabilities.

(3) **Loyalty conflict of interest** shall apply to any person who has no economic conflict of interest but who is a volunteer officer, director or employee of any agency or entity that provides treatment, services or habilitation to individuals with disabilities. A loyalty conflict of interest would adversely affect the independence of the corporation or be an undue influence from any agency or entity that provides treatment, services or habilitation to individuals with disabilities.

Section 2. Situations in which Board member of the corporation has or may appear to have a conflict with client of the corporation.

(a) The Board of Directors of the corporation determines the types of cases that may be undertaken through priority setting and other strategic planning processes. There should not be any interference with the attorney-client relationship by the corporation's Board of Directors. Decisions related to the legal representation of individual clients are the responsibility of its attorneys, managing attorneys, and, ultimately, its Legal Director. Board members shall not be involved or attempt to be involved in individual case advocacy decisions by the staff of the corporation, unless they are the client or the legal representative of the client as set forth in Section 3. Board members shall not be privy to client confidential information, including the identities of clients, unless the Legal Director or the corporation's counsel determines that revelation of client confidential information to the Board is necessary. When the identity of a client becomes publicly known, typically through the filing of litigation, or becomes known through any other means to a board member, the corporation wishes to avoid even the appearance of a conflict between any board member and a party in opposition to that client. Toward that end:

(b) The Executive Director shall advise the Board on a quarterly basis, of the names of clients which have become public knowledge, through the filing of litigation or otherwise. Additionally, the Executive Director shall instruct all staff of the corporation to notify him/her whenever they have information on any other matters which may involve a possible conflict of interest for a Board member.

(c) Whenever any board member of the corporation is or becomes an adverse party, is associated with or represents a party in a case, controversy, or proceeding involving client of the corporation, the board member shall fully and immediately disclose his or her involvement in the matter to the Chairperson of the corporation's Board of Directors and to the corporation's Executive Director.

(d) The proper means of disclosure is by written letter addressed to the Chairperson and Executive Director, copies of such letters to be kept with the corporation's Board of Directors Minutes. In addition, the corporation's Board of Directors Chairperson shall inform all board members, on a periodic basis, of any conflicts of interest brought to his/her attention.

(e) Upon notification that a board member has an association, conflict or potential conflict with client of the corporation, the Chairperson of the Board will immediately consult with Executive Director, Legal Director and, if necessary, outside counsel of the corporation.

(f) There are instances in which staff must convey client confidential information to members of the Board. This occurs routinely when a client grievance reaches the Board's Grievance Committee. Before discussing any client confidential information, as defined by the State Bar Rules of Professional Conduct, with any board member, managers of the corporation have been instructed to advise the board member(s) of the parties involved. When so advised, the board member(s) shall determine if an association, conflict, or potential conflict appears to exist. The board member(s) shall advise the manager of any association, conflict, or potential conflict. Managers have been instructed not to proceed with the discussion with any board member who so advises them. Having identified an association, conflict or potential conflict, the board member(s) shall not participate in any discussion of the matter unless and until advised to do so by the Legal Director or legal counsel of the corporation.

(g) **Definitions**. The following definitions are used in order to assist board members in determining whether or not they have a conflict of interest:

(1) The term "the corporation's client" means anyone who has an attorney-client relationship, as defined by the State Bar Rules of Professional Conduct, with the corporation. It is the responsibility of the managers of the corporation, as ultimately determined by the Legal Director, to advise board members whether someone is a client of the corporation.

(2) The term "associated with" means common employment by or common membership in (a) a law firm or (b) any organization, entity, agency, body, or person which employs a board member of the corporation or (c) any organization in which a board member is an officer, director, or controlling person or otherwise has an active involvement therein.

(3) In assessing whether one has an "indirect" interest, consideration should be given as to whether there is a real possibility of an appearance of impropriety, even though no actual impropriety may exist.

(h) Board members shall not knowingly discuss matters in the corporation represents a party, is a party, or might become a party with anyone other than fellow board members, the corporation's managers, and the corporation's legal counsel or the board member's own legal counsel. The Board, in writing, or the Executive Director may authorize a board member to speak publicly on such matters.

Section 3.

(a) Board members or their immediate family members may become clients of the corporation, but only pursuant to the same rules affecting eligibility, priorities, and other selection criteria applied to all other prospective clients. In such circumstances, the Board member shall not use his or her Board position to influence the services provided by the corporation's staff but must disclose their membership on the Board of Directors when applying for services. In the event of Board discussion of policies, procedures, priorities, or similar issues which would have a direct or immediate impact on individual services to a Board member or his or her immediate family member, the Board member shall indicate a conflict situation and shall refrain from debating or voting on the issues. Immediate family member means one's spouse, children, parents, grandchildren, grandparents or siblings.

(b) If at anytime, a Board member's role as a client conflicts with his or her role as a Board member, he or she shall either resign as a Board member or terminate his or her client relationship with the corporation. A Board member may file an appeal regarding his or her client matter, but in such instance the decision of the Legal Director shall be final and the matter shall not be submitted to the Executive Director or Board of Directors for review.

Section 4. The Chairperson is empowered to act in accordance with the advice of outside counsel regarding conflicts of interest, including advice from counsel to request the immediate resignation of a board member. In the event of such a request and the failure of the board member to resign, the board will consider removal of the board member by majority vote, with the Executive Committee empowered to act for the Board until a meeting of the full Board can be convened.

Section 5. Board members and members of PAIMI Advisory Council must resign their board or Council positions before applying for staff position of the corporation. Such job application cannot be submitted within ninety (90) days of the board or Council member's resignation or termination date from the Board or Council.

ARTICLE X. MEETINGS, QUORUMS, AND VOTING

Section 1. The annual meeting of the Board of Directors shall be the last meeting in each Board year, during the month of September. Election of directors and officers shall be conducted at the annual meeting.

Section 2. The Board shall meet at least four (4) times annually, which are the regularly scheduled meetings of the Board, which can be in-person or teleconference meetings. The Board shall meet in January, April, July, and September.

Section 3. A quorum is defined as a simple majority of the members of the Board in attendance for the conduct of business at meetings of the Board of Directors. In meetings of the Executive Committee, a quorum shall consist of three (3) members of the Executive Committee.

Section 4. With the exception of the Board Retreat, members may participate by teleconference in one (1) meeting per year. The Board may modify the in-person requirement for a member upon the member's request or in accordance with the ADA as a response to a request for reasonable accommodation under state or federal law.

Section 5. Special meetings of the Board of Directors shall be called by the Chairperson. The Secretary shall call a special meeting of the Board within ten (10) days of receipt of written notice by the Executive Director or any three (3) board members. Such special meetings may not be called upon less than forty-eight (48) hours notice.

Section 6. At meetings, a majority vote of the board members present shall be sufficient for the passage or defeat of all proposals other than amendments to the Bylaws.

Section 7. When a decision by the Board of Directors or Executive Committee is needed, and it is not necessary or practical to call a meeting, the Chairperson may issue a written consent to the Board of Directors stating the action to be taken. If signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are participating and voting in a meeting held in accordance with Section 8 herein, the action is effective. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 8(a). The Directors or a committee of the Corporation may hold meetings by using a conference telephone, 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.

(c) If voting is to take place at the meeting, the entity 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 action taken.

ARTICLE XI. COMMITTEES

Section 1. The following shall be the standing committees of the corporation. The Chairperson of the Board shall appoint the Chair and the members of each of these standing committees, except as other procedures may be set forth.

(a) Executive Committee is composed of the Chairperson, Vice Chair, Secretary, Treasurer, and Immediate Past Chairperson or one at-large director.

(b) The Finance Committee develops and recommends the agency's budget, compensation, fringe benefits, and reviews the annual audit and other financial statements. The Treasurer shall serve as the Chair of the Finance Committee.

(d) The Bylaws and Policies Committee shall meet on intervals scheduled and when requested by the Board, to review and recommend changes and additions to the organization's bylaws and operating policies.

(d) The Priorities/Strategic Planning Committee develops the agenda for the Board's annual priority planning retreat and recommends to the Board the process for determining the program priorities for the agency.

(e) The Personnel Committee shall handle matters related to agency personnel practices not covered under the Collective Bargaining Agreement. The Personnel Committee determines the process for and conducts the annual performance evaluation of the Executive Director. This committee will also recommend to the Board the compensation package for the Executive Director.

(f) The Client Grievance Committee is delegated the authority for final review and decision making of all client appeals from any final staff review and determination.

(g) The Resource Development Committee shall guide resource development and work with the Executive Director to implement a resource development plan.

(h) The Labor Negotiations Committee shall negotiate the union contract and decide other issues including the Collective Bargaining Agreement.

Section 2. The Chairperson, with the advice of the Board, may appoint other ad-hoc, advisory or special Board committees as may be necessary to carry out the purposes of the corporation. The Chairperson shall define the duties of such committees, determine the membership, which may include individuals not serving on the Board of the corporation, and fix the time of their service within his/her term of office.

Section 3. The Chairperson of the Board shall appoint such committees, boards, or other designated groups as may be required to comply with applicable state and federal laws or regulations governing funds obtained by the corporation by gift, grant, or contract.

Section 4. There shall be a Nominations Committee of board members appointed by the Chairperson. The Nominations Committee shall recommend directors and officers under the Nominations Committee policies adopted by the Board. The Chairperson may serve as a member of the Nominations Committee if the Chairperson in not seeking an executive officer position during the following term.

Section 5. All Chairpersons of committees shall be members of the Board of Directors of the corporation.

Section 6. The term of service of all committees of the corporation shall expire on September 30, unless a shorter term of service may be fixed by the Chairperson.

ARTICLE XII. EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall establish the duties and fix the salary of the Executive Director, who shall be employed under contractual agreement.

Section 2. The Executive Director shall be the administrative head of the corporation and, in consultation with the Board, shall be responsible for

implementing the policies of the corporation and for developing the protection and advocacy program in Texas.

ARTICLE XIII. EMERGENCY BYLAWS

The purpose of emergency bylaws is to make any provision that may be practical and necessary for the circumstances of the emergency.

Section 1. Unless the articles of incorporation provide otherwise, the directors of the corporation may adopt, amend or repeal bylaws to be effective only in an emergency, which is defined as when a quorum of the corporation's directors cannot be readily assembled in person or by other electronic methods because of catastrophic event. The emergency bylaws may provide special procedures for managing the corporation during the emergency including:

(a) how to call a meeting of the board

(b) quorum requirements for the meeting

(c) designation of additional or substitute directors; and

(e) lines of succession and location of offices

Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation and may not be used to impose liability on a corporate director, officer or employee. The provisions of the regular bylaws consistent with the emergency bylaws remain in effect during the emergency. The emergency bylaws are not effective after the emergency ends. A corporate director, officer, or employee is not liable for deviation from normal procedures if the conduct was authorized by the emergency bylaws adopted as provided in the article.

Section 2. Emergency Executive Committee

In the event that a quorum of three (3) officers are not available, the Emergency Executive Committee shall be comprised of three (3) directors that are available and able to act during the emergency. During such an emergency period, if the board is unable to meet, any action appropriate to the circumstances may be taken by the Emergency Executive Committee. Questions as to the existence of

the catastrophe and the number of persons capable of acting shall be conclusively determined at the time by the directors so acting.

ARTICLE XIV. INDEMNIFICATION AND INSURANCE

The corporation shall indemnify and insure its directors, officers, agents, and other persons to the maximum extent permitted under Chapter 8 of the Texas Business Organization Code entitled "Indemnification and Insurance" as such Chapter exists or shall be from time-to-time amended. The text of Chapter 8 is expressly incorporated herein. The Board shall adopt specific policies to ensure implementation of this article.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, as most recently revised, shall govern the conduct of business unless in conflict with any express provision of these Bylaws or any formally adopted Board Policies.

ARTICLE XVI. AMENDMENTS

Section 1.

(a) These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at a regular meeting or at a special meeting called for such purpose.

(b) The proposed amendment(s) shall be presented in writing to all members of the Board at least five (5) days prior to the meeting at which the vote is to be taken.

(c) The notice requirements of subsection (b) of this section may be suspended by a two-thirds (2/3) vote of the members, and proposed amendments may be voted upon without such notice.

Section 2. Amendments may be proposed by any member of the Board of Directors. Any such proposed amendment(s) shall be written and shall include a written explanation of the reason(s) for the proposal.

Section 3. Amendments shall become effective upon the date of adoption by the Board of Directors, unless another effective date is adopted.

ARTICLE XVII. DISABILITY RIGHTS TEXAS HOLDING COMPANY

Section 1. Disability Rights Texas Holding Company ("Holding Company"), a Texas non profit corporation, exempt from federal income tax under Section 501 (c) (2) of the Internal Revenue Code, was created to hold title to real estate, to collect income from the real property, and to turn-over the entire amount less expenses to Disability Rights Texas. Disability Rights Texas is the sole corporate member of Holding Company who controls the corporation by electing the Board of Trustees of Holding Company. Through this arrangement, Disability Rights Texas endeavors to reduce its expense for office space and earns equity in the real property.

Section 2. Article 1, Section 2 of Holding Company's Bylaws confirms that Disability Rights Texas, as sole corporate member of Holding Company, has both sole and plenary authority for the operations of Holding Company.

Section 3. The Board of Directors of Disability Rights Texas shall appoint the Trustees of the Holding Company, acting pursuant to Article IV, Section 2a) of Holding Company's Bylaws. Appointments shall be made on an annual basis to provide Holding Company with staggered appointments as required by Holding Company's Bylaws.

Section 4. The Board of Directors shall approve certain actions of Holding Company, as is reflected in Article II, Section 3 of Holding Company's Bylaws. This is to insure that Disability Rights Texas shall manage Holding Company to maintain Holding Company's primary mission, which is to construct or purchase an office building to be leased by Disability Rights Texas as its main office, to maintain it and to distribute excess revenues over expenses to Disability Rights Texas on at least an annual basis after maintaining appropriate reserves as provided in Article IV, Section 6 of Holding Company's Bylaws.

ARTICLE XVIII. DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes hereto set forth, all the unobligated property and assets of the corporation shall go to and be distributed to a lawfully established Texas non-profit corporation which is exempted under Article

501(c)(3) of the Internal Revenue Code, the primary purpose of which is to promote and support services for persons with disabilities.

In the event there shall not be then in existence such a state corporation, then all property and assets shall go and be distributed to any federal agency from which the funds were obtained to purchase any such property or assets. Under no circumstances shall any of the property and assets of this corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, employee, or subsidiary of the corporation.

VERIFICATION

We, the undersigned, verify that these Bylaws constitute the sole governing document of the corporation.

Articles & Bylaws – Adopted May 1977
As Amended
01/18/1978
05/17/1980
10/27/1984
10/25/1985
11/23/1985
06/06/1987
03/04/1989
10/27/1990
04/28/1991
05/09/1992
11/13/1992
01/21/1995
01/27/1996
09/26/1998
04/15/2000
01/26/2002
04/26/2003
01/29/2005
04/23/2005
09/30/2006
04/26/2008
03/27/2009
09/26/2009
07/23/2010
01/29/2011
09/29/2012
04/26/2014
04/25/2015
07/23/2016
04/22/2017

Chairperson: _____
Joseph Muniz

Secretary: _____
ileta Sumner