

DALLAS SOCIETY FOR
CRIPPLED CHILDREN

Dallas, Texas

BY - LAWS

Adopted: March 21, 1939

Revised: June 10, 1959

CHARTER dated March 7, 1939

**BY - LAWS
OF THE
DALLAS SOCIETY FOR CRIPPLED CHILDREN**

ARTICLE I - NAME

Section 1. The name of this corporation is DALLAS SOCIETY FOR CRIPPLED CHILDREN, and its principal domicile shall be in the City of Dallas in Dallas County, Texas.

ARTICLE II - PURPOSE

Section 1. The general purpose of this Society is to function in behalf of the crippled children and such other physically disabled children as the Society may from time to time desire to include within its scope of activities, and such other purposes as may be outlined in the charter of this Society, or which may be permitted by said Charter.

ARTICLE III - MEMBERSHIP

Section 1. All persons and organizations who subscribe, donate or pay to the Society annually not less than \$25.00 in cash or its equivalent in property shall be known as "Voting Members." The names and number of such Voting Members for a current year shall be determined from the books and accounts of the Society for the preceding fiscal year; provided that any person (or organization) who at any time shall have donated or contributed to the Society the sum of \$2,500.00 or property in an equivalent amount shall become and remain a Voting Member upon filing with the Secretary of the Society written evidence of his desire to become such a member.

Section 2. Membership in the Society shall be open to any interested organization, club, lodge or agency which shall subscribe and pay to the Society annually such a sum of money as may be fixed by the Executive Committee; provided that the qualifications of Voting Members shall be determined in accordance with the provisions of Section 1 of this Article III.

Section 3. A membership for life may be conferred by the Board of Directors upon any person who in its judgment has rendered extraordinary and conspicuous service in behalf of the Society.

Section 4. The voting members of the Society shall hold an annual meeting during the month of June in each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. A quorum shall consist of twelve members and action may be taken by a vote of the majority of those present. Each voting member shall be entitled to cast one vote on all questions coming before a meeting. The exact date of such annual meeting in the month of June shall be fixed by the Executive Committee at least 15 days in advance thereof; and after such date has been so fixed, the Secretary of the Society shall give written notice thereof to each Voting Member at his last known address as shown on the books of the Society at least seven days before the date of such meeting. Meetings of the Voting Members shall be held at such place as shall be designated in the notice of the meeting.

Section 5. During the month of January in each year, the President shall appoint a Nominating Committee to be composed of five members of the Board of Directors. Such committee shall meet and prepare a list of nominees for Directors to be voted on at the next annual election. The Chairman of the Nominating Committee shall file with the Secretary of the Society such list of nominees at least ten days prior to the annual meeting, and the Secretary shall promptly post such list at the principal domicile of the Society and mail a copy thereof to each Director.

Section 6. The list of members of the Society shall be in the custody of such officer or officers as the Executive Committee shall determine; and under no circumstances shall such list be furnished to any person, firm or corporation other than to the Board of Directors as such, the Executive Committee as such, and such officers of the Society as the Executive Committee shall have designated.

ARTICLE IV. - BOARD OF DIRECTORS

Section 1. The number of the Directors of the Society shall be 36, subject to being increased or decreased by a majority vote of the Voting Members at any annual or special meeting of such Members amending this By-Law provision accordingly; provided that such number of Directors shall never be less than three; and provided further that in addition to such regular number of Directors, the retiring President of the Society shall be a member of the Board of Directors during the year ensuing next after the expiration of his term of office as President.

Section 2. In addition to the number of Directors referred to and provided for in Section 1 of this Article IV, the Voting Members may at their annual meeting elect Life Directors who shall have been nominated in writing by the Executive Committee because of extraordinary service in behalf of the Society, and such Life Directors shall enjoy all of the powers and privileges of other members of the Board of Directors.

Section 3. At each annual meeting of members, twelve Directors shall be elected to serve for a term of three years each. A Director may be re-elected for not more than one three-year term after the expiration of his initial term and thereafter shall be ineligible for re-election until the expiration of one year. A Director elected to serve an unexpired term of one year or more shall be considered as having served a full term.

Section 4. Any member of the Board of Directors who shall be absent from three consecutive meetings, without adequate explanation, shall be regarded as thereby having resigned from the Board of Directors.

Section 5. Ten members of the Board of Directors shall constitute a quorum and a majority of the Directors present at any meeting at which there is a quorum shall be competent to transact all business entrusted to the Board of Directors. The Board may fill any vacancy in its membership at any meeting.

Section 6. The Directors shall meet annually as soon as practicable (but within 30 days) after the annual meeting of the Voting Members at which the Directors were elected and at such meeting they shall elect the officers of the Society. Any vacancy in any office may be filled by action of the Board of Directors at any meeting of the Board.

Section 7. The Board of Directors shall have the general management of the affairs of the Society; and in addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Society and do all such lawful acts and things as are not prohibited by statute or by the corporate charter of the Society or by these By-Laws.

Section 8. Directors shall not receive any compensation for their services.

Section 9. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be fixed by the Board of Directors.

Section 10. Special meetings of the Board of Directors may be called by the President upon three days' notice to each Director, either personally or by mail, and shall be called in like manner and upon like notice on the written request of 10 Directors.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of nine members who shall be the President, four Vice Presidents, the Secretary, the Treasurer, the Comptroller, and the immediate past President. Said committee may meet at stated times or on notice to all by any of their own number. During the intervals between meetings of the Board of Directors, such committee shall advise with and aid the officers of the Society in all matters concerning its interests and the management of the business of the Society, and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time. The Board of Directors may delegate to such committee authority to exercise all the powers of the Board of Directors when such Board is not in session. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

Section 2. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

ARTICLE VI - OFFICERS

Section 1. The officers of the Society shall consist of a President, four Vice Presidents, a Secretary, a Treasurer and a Comptroller, all of whom shall be chosen from members of the Board of Directors except the Comptroller and the Vice President who serves as Chairman of the Easter Seal Drive. Neither the office of Secretary nor that of Treasurer may be held by one holding any other office of the Society. All officers shall serve for a term of one year from the annual meeting of the Directors at which elected and until their successors are chosen and qualified. The Comptroller's duties will generally be to supervise the bookkeeping and accounting and to maintain adherence to the budget; provided further that the Comptroller shall be subject at all times to the Treasurer who may enlarge or restrict the duties of the Comptroller consistent with the general responsibilities and functions of the Treasurer.

Section 2. The Board of Directors may by resolution appoint such other officers and agents as it may deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board of Directors.

Section 3. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 4. No officer of the Society shall draw any compensation unless such officer shall be employed full time in the work and in the operation of the business of the Society pursuant to resolution of the Board of Directors and at such salary as shall be fixed by it.

Section 5. The President of the Society shall act as the Chairman of the Board of Directors and preside at all meetings thereof.

Section 6. The President shall be the chief executive officer of the Society. He shall preside at all meetings of the Voting Members. He shall be generally responsible for the carrying out of all orders and resolution of the Board of Directors and of the Executive Committee. He shall be an ex officio member of all standing committees and shall have the general powers and duties usually vested in the office of the president of a corporation.

Section 7. The Vice Presidents, unless otherwise provided by the Board of Directors, shall in the absence or disability of the president perform the duties and exercise the powers of the President in the order of their seniority; and the Vice Presidents shall from time to time perform such duties and have such authority as may be designated by the Board of Directors or the Executive Committee.

Section 8. The Secretary shall attend all meetings of the Board of Directors, the Executive Committee and of the Voting Members and act as Secretary thereof. He shall record all votes and the minutes of all proceedings of such bodies. He shall keep in his custody the seal of the Society and shall in general perform all of the duties incident to the office of the secretary of a corporation, subject to the control of the Board of Directors.

Section 9. Assistant Secretaries shall have the powers of the Secretary whenever he is unable to perform the functions of his office, subject to the direction of the President and the Board of Directors.

Section 10. The Treasurer shall have custody of all the funds and securities of the Society. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all monies and other valuable effects, in the name and to the credit of the Society, in such depositories as may be designated by the Board of Directors. He may endorse on behalf of the Society for collection checks, notes and other obligations. Whenever required by the President or by the Board of Directors, he shall render a statement of his accounts. He shall enter regularly in the books of the Society, to be kept by him for that purpose, full and accurate accounts of all monies received and paid by him on the account of the Society. He shall at all reasonable times exhibit his books and accounts to the Directors of the Society and he shall perform all duties incident to the office of the treasurer of a corporation, subject to the control of the Board of Directors. When required by

the Board of Directors, he shall give a bond for the faithful discharge of his duties in such form and with such sureties as the Board of Directors may require.

Section 11. Assistant Treasurers shall have such of the powers and perform such of the duties of the Treasurer as may be prescribed by the Board of Directors.

Section 12. The Comptroller's duties will generally be to supervise the bookkeeping and accounting and to maintain adherence to the budget, provided further that the Comptroller shall be subject at all times to the Treasurer who may enlarge or restrict the duties of the Comptroller consistent with the general responsibilities and functions of the Treasurer.

ARTICLE VII - CONTRACTS, DEEDS, ETC.

Section 1. All contracts, deeds, mortgages and bills of sale shall be made and executed on behalf and in the name of the Society by the President or a Vice President, attested by the Secretary or an Assistant Secretary under the corporate seal of the Society; and when so executed, but not otherwise, shall be valid and binding upon the Society; provided that no contract, deed, mortgage or bill of sale shall be made with respect to the real or personal property belonging to the Society unless authorized by specific resolution of the Board of Directors.

Section 2. All promissory notes and evidences of indebtedness of the Society shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or any Vice President and when so signed shall be binding upon the Society, but not otherwise; provided the issuance or execution of such promissory note or evidences of indebtedness shall have been first authorized by specific resolution of the Board of Directors.

Section 3. Unless otherwise provided by specific recommendation of the Board of Directors, all checks, drafts and bills of exchange and calling for the payment out of funds of the Society shall be signed by any duly elected officer and countersigned by any duly elected officer, two signatures required on each such check, draft or bill of exchange. The Executive Director is also authorized to sign or countersign checks, drafts or bills of exchange on any bank accounts maintained by the Society.

Section 4. The Board of Directors may by specific resolution create and establish such working and special funds as in its judgment may be needed in carrying on and dispatching the business of the Society.

ARTICLE VIII - PROPERTY

Section 1. All property, real and personal, acquired by the Society, whether by purchase, donation or otherwise, shall be and remain the property of the Society, subject to its sole control, and shall be disposed of only in the manner permitted by these By-Laws.

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