

**Bylaws
of
Dignity/Houston, Inc.
A Texas Not for Profit Corporation**

These Bylaws are the continuing and permanent code of rules adopted by the Corporation for the regulation and management of the day-to-day affairs of the Corporation.

Article I. Name of the Corporation

1.01 **Name.** The name of the Corporation shall be “Dignity/Houston, Inc.” (hereinbefore and hereinafter referred to as the “Corporation”). The Corporation shall also be known as “Dignity Houston.”

1.02 **Assumed Name.** The Corporation shall have the right to conduct its business under an assumed name or names; provided, that, any persons with whom the Corporation is conducting business are not misled.

Article II. Offices of the Corporation

2.01 **Principal Office** The principal office of the Corporation shall be situated within the City of Houston, Texas, at an address or location as the members may, from time to time, determine to be in the best interest of the Corporation.

Article III. Purposes of the Corporation

3.01 **Purposes.** The Corporation is organized for the purpose of promoting an active spiritual life and a reaffirmation of the faith of the Roman Catholic Church by providing to its members’ religious, sacramental, educational, social and recreational services.

3.02 **Limitations of Purposes.** The Corporation, however, shall not engage in discrimination (of any kind or nature), or conduct its activities in a manner that contradicts the rules and regulations of the Internal Revenue Service that are applicable to an organization exempt from taxation, or take any action that contravenes the laws of any governmental authority having jurisdiction over the affairs of the Corporation.

Article IV. Membership

4.01 **Categories.** There are two (2) categories of membership in the Corporation, namely:

- a) Active Member
- b) Honorary Member

The Corporation may, at any time, create additional categories of membership and define the rights and privileges of these additional categories. In this event, these Bylaws shall automatically be amended to include the additional categories and their rights and privileges.

4.02 **Active Member.** Each active member shall be a natural person who is a current member of DignityUSA, Houston Chapter.

4.03 **Honorary Member.** An individual who has distinguished himself or herself by meritorious service to the Corporation may be named an Honorary Member of the Corporation. Any member may nominate an individual to become an Honorary Member by delivering a written letter of nomination to the Board of Trustees. The Board of Trustees must act upon the nomination at its next Regular Meeting. The decision of the Board of Trustees in this matter shall be final. All honorary members shall be exempt from the payment of any fees or dues. He or she shall be entitled to attend all meetings of the Corporation and shall enjoy all privileges of membership in the Corporation.

4.04 **Application for Membership.** The Board of Trustees may require that an Application Form be completed by all prospective members, signed by the applicant, in a form and containing the information that the Board of Trustees may consider necessary. All Application Forms shall be maintained at the principal address of the Corporation and shall, at all times, remain confidential.

4.05 **Termination of Membership.** An individual's membership in the Corporation may be terminated for:

- a) non-payment of dues, provided that, any member terminated for non-payment of dues may be reinstated by request and upon payment of all sums owed to the Corporation upon his or her approval by the Board of Trustees; or
- b) any reason that the Board of Trustees may deem to be sufficient by vote of not less than two-thirds of the Board of Trustees at a meeting called for that purpose; provided that, the member shall be given at least ten (10) days notice in writing of the potential action of the Board and shall be afforded an opportunity to appear before the Board of Trustees and to submit to the Board of Trustees a response, written or otherwise, to the proposed action of the Board of Trustees. If the Board of Trustees terminates his or her membership, the member shall be notified in writing of that action and shall have the right to appeal the decision of the Board to the general membership. The Board of Trustees shall create a set of rules to govern this circumstance and shall make a copy of those rules generally available to the membership upon the request of any member.

4.06 **Resignation.** Any member may resign from membership in the Corporation at any time. The resignation must be in writing addressed to the President or Secretary of the Corporation.

4.07 **Membership Fees, Dues and Assessments.** The Board of Trustees shall, from time to time, determine the amount of an annual membership fee due from each member. All membership fees, dues and assessments are nonrefundable.

Article V. Meetings of Members

5.01 **Annual Meeting.** The annual meeting of the members shall be held during the month of September in each year on a date, at the hour and at the place specified in the Notice of the Meeting. At the meeting, the members shall elect Trustees and shall transact any other business as may properly come before the meeting. If the annual meeting is not held as provided by these Bylaws, an annual meeting may be called for a subsequent date and the business transacted at that meeting shall be valid as if transacted at the annual meeting.; and (AMENDED: July 18, 2015)

5.02 **Special Meetings.** Special meetings of the members MAY be called by the President or by the Trustees, and **shall** be called by the President upon the written request of not less than twenty-five percent (25%) of all members in good standing of the Corporation. Business transacted at a special meeting must be confined to the matters specifically set out in the Notice of the Meeting.

5.03 **Place of Meetings.** The place of meeting shall be the principal office of the corporation, unless designated otherwise in the Notice of Meeting.

5.04 **Notice of Meetings.** A written or printed Notice of Meeting stating the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be posted on the corporate Web site and delivered (either personally, by email or by United States Postal Service mail) not less than ten (10) nor more than thirty (30) days before the date of the meeting.

5.05 **Members Entitled to Vote at a Meeting.** In order to vote at an annual or at any special meeting, a member must have paid all fees and dues owing to the Corporation or must be up for membership renewal during the month in which the meeting is held and must have been a member of the corporation for at least thirty (30) days prior to the date of the meeting. The Corporation shall, at least two (2) days before each meeting, compile a complete list of members entitled to vote at that meeting which shall be arranged in alphabetical order, which shall be available for inspection by any member and which shall be kept on file at the principal office of the Corporation following the meeting.

5.06 **Quorum.** Twenty-five percent (25%) of the members, in good standing, of the Corporation, present in person, shall constitute a quorum at any annual or special

meeting. The members present at a duly called meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be held because there is not a quorum, those members present may adjourn the meeting to a time and place as they may determine. Upon that adjournment, it shall not be necessary to give any notice of the adjourned meeting or of the normal business to be transacted, other than by announcement at the meeting at which the adjournment is taken.

5.07 Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting, the vote of a majority of the members having voting power shall decide any question brought before the meeting, unless the question is one for which the statutes of the State of Texas or the Articles of Incorporation or these Bylaws, require a higher vote in which case the express provision shall govern. At all annual and special meetings of the members, each member of the Corporation shall be entitled to one vote. Members entitled to vote shall have the right to vote by written absentee ballot at these meetings. This absentee ballot shall be in a form that has been approved by the Board of Trustees and shall be made generally available to the members prior to the meeting.

5.08 Order of Business. The order of business at all meetings of the members, shall be as follows:

- a) Roll call.
- b) Proof of notice of meeting.
- c) Determination of quorum and examination of absentee ballots.
- d) Announcement of availability of voting list.
- e) Distribution of the annual statement (if applicable).
- f) Reading of minutes of previous meeting (if applicable).
- g) Reports of Officers.
- h) Reports of Committees.
- i) Unfinished business.
- j) New business.
- k) Other business.
- l) Adjournment.

Article VI. Board of Trustees

6.01 Management. The day-to-day business of the Corporation shall be handled by the Board of Trustees who may perform all acts and things as are not (by statutes

or by the Articles of Incorporation or by these Bylaws) required to be done by the members.

6.02 Board of Trustees; Number; Qualification; Election; Term. The Board of Trustees shall consist of five (5) persons, each of whom must be a member in good standing of the Corporation. Two (2) Trustees shall be elected at the Annual Meeting Of The Members in each even numbered year, and three (3) Trustees shall be elected at the Annual Meeting Of The Members in each odd numbered year. Each Trustee shall hold office for a term of two (2) or until his or her successor shall be elected. (AMENDED: September, 1992; September, 2007).

At its sole discretion and at any time, the Board of Trustees may elect such ex officio trustees, by a two-thirds vote, as it deems appropriate. Such ex officio trustees shall not have the right to vote on any matters before the Board and shall not have the right be elected as an officer of the corporation but do have all the other rights and privileges as any other member of the Board of Trustees. Ex officio trustees shall be elected because they have general knowledge and experience that is deemed vital to the Board's functions. At the time ex officio trustees are elected, the Board shall designate a term of office for each trustee. The Board may designate any appropriate title for each such member. (AMMENDED: September, 2015)

6.03 Appointment of Principal Officers. At the first board meeting following each Annual Meeting, the Board of Trustees shall elect or appoint principal officers (President, Vice-President, Secretary and Treasurer) from among the Trustees. Each principal officer shall hold office for a term of one (1) year or until his or her successor shall be appointed. (AMENDED: September, 1992)

6.04 Change in Number. The number of Trustees may be increased or decreased, from time to time, by amendment of these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Trustee. Any Trusteeship to filled by reason of an increase in the number of Trustees shall be filled by election at a special meeting of the members called for that purpose.

6.05 Resignation. A Trustee may resign at any time by giving written notice to the Board of Trustees, the President or the Secretary of the Corporation to be effective upon receipt and not upon acceptance by the Board of Trustees.

6.06 Removal. Any Trustee may be removed either for or without cause at any special meeting of members, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote at any special meeting.

6.07 Vacancies. Any vacancy on the Board of Trustees may be filled by an affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired terms of his or her predecessor in office.

6.08 **Election of Trustees.** Trustees shall be elected by plurality vote.

6.09 **Compensation.** The Trustees shall receive no compensation for their services to the Corporation; however, Trustees shall be reimbursed for all out-of-pocket expenses incurred by them for and on behalf of the Corporation.

Article VII. Meetings of Trustees

7.01 **Place of Meeting.** All meetings of the Board of Trustees shall be held at the principal place of business of the Corporation unless otherwise designated in the Notice of Meeting.

7.02 **Regular Meetings.** Regular meetings of the Board of Trustees shall be held once each calendar month, on a day and date and at a time and place as may be set by the Board of Trustees.

7.03 **Special Meetings.** Special meetings of the Board of Trustees may be called, from time to time, to act upon such matters as may be necessary or desirable. Except as required by statute, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at nor the purpose of any special meeting need be specified in the Notice of Meeting.

7.04 **Notice of Regular Meeting.** The Board of Trustees shall establish the day, time, and place of regular meetings at its first meeting following each Annual Meeting. Exceptions to the established day, time, and place of regular meetings will be posted on the corporate Web site. No other notice of regular meetings is required.

7.05 **Notice of Special Meeting.** Notice of any special meeting shall be given at least three (3) days prior to the meeting by notice delivered personally, whether in person or by telephone, or delivered by email or United States Postal Service mail to each Trustee. The attendance of a Trustee at a meeting shall constitute a waiver of notice of that meeting, except where a Trustee attends a meeting in order to object to the meeting.

7.06 **Quorum; Majority Vote.** At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum unless a greater number is required by statute, the Articles of Incorporation or these Bylaws. The act of a majority of the Trustees shall be the act of the Board of Trustees. If a quorum is not present at a meeting of the Board of Trustees, the Trustees present at that meeting may adjourn the meeting without notice other than an announcement at the meeting until a quorum is present.

7.07 **Minutes.** The Board of Trustees shall maintain books of records and minutes of its proceedings with all these books and minutes being placed in the permanent records of the Corporation.

7.08 **Action Without Meeting.** Any action of the Board of Trustees may be taken without a meeting if a written consent, setting forth the action taken, is signed by all members of the Board of Trustees. This consent may have the same effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with any governmental authority or other entity.

7.09 **Presumption of Assent.** A Trustee who is present at a meeting of the Trustees at which an action is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to the action with the Secretary before the adjournment of the meeting or shall forward the dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Trustee who voted in favor of the action.

7.10 **Waiver.** Whenever notice of a meeting must be given to a Trustee, a written waiver of notice, signed by the Trustee entitled to the notice shall be equivalent to the giving of the notice.

7.11 **Telephone and Similar Meetings.** Members, Trustees and Committee Members may participate in and hold a meeting (whether special or regular) by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting in order to object to the meeting.

Article VIII. Officers and Agents

8.01 **Officers.** The Corporation shall have a President, a Vice President, a Secretary and a Treasurer as are elected by the Board of Trustees and who shall also be Trustees of the Corporation, and such other Officers (including additional Vice Presidents) and Assistant Officers and agents as the Board of Trustees may deem necessary.

8.02 **President.** The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board of Trustees are carried into effect, and shall perform any other duties and have other authority as the Board of Trustees may prescribe.

8.03 **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties of the President and have the authority of and exercise the powers of the President, and shall perform any other duties as the Board of Trustees may prescribe or as the President may delegate.

8.04 **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and all meetings of the members and record the minutes of all proceedings, shall give notice of all meetings of the members and special meetings of the Board of Trustees, shall keep in safe custody the seal of the corporation and, when authorized, shall affix the seal to any instrument requiring it. The Secretary shall be under the supervision of the President and shall perform any other duties as the Board of Trustees may prescribe or as the President may delegate.

8.05 **Treasurer.** The treasurer shall have the custody of the corporate funds and securities, 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 the credit of the Corporation in the depositories as may be chosen by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for the disbursements, and shall render to the president and Trustees, at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions of the treasurer and of the financial condition of the Corporation. In case of his or her resignation, retirement or removal from office, the treasurer shall deliver 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. The treasurer shall perform any other duties as the Board of Trustees may prescribe or as the president may delegate. In the event of death of the treasurer, the President shall have all rights, duties, and privileges of the treasurer until another treasurer is appointed.

8.06 **Removal.** Any officer may be removed either for or without cause at any meeting of members, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote at any meeting.

8.07 **Vacancies.** Any vacancy occurring in any office of the Corporation shall be filled by the Board of Trustees.

8.08 **Compensation.** There shall be no compensation paid to the Officers of the Corporation. However, the Corporation shall reimburse the Officers for any out-of-pocket expenses incurred by the Officers for and on behalf of the Corporation.

Article IX. Committees

9.01 **Committees.** To assist the Trustees and Officers of the Corporation, the Trustees and/or the President may create any committees as are deemed necessary and proper. The designation shall enumerate clearly the purpose of the Committee and shall specify the duties of the Committee. Each Committee shall be composed of not less than three (3) persons who shall be nominated by the President and approved by the Board of Trustees. Each Committee shall be responsible for the adoption of rules

of conduct by which it shall conduct business so long as these rules do not contradict the Articles of Incorporation and these Bylaws.

9.02 **Minutes.** Each Committee shall maintain books of records and minutes of its proceedings with all these books and minutes being turned over to the Secretary of the Corporation for insertion into the records of the Corporation.

Article X. Corporate Record Keeping

10.01 **Books and Records.** The Corporation shall keep correct and complete books and records of account.

10.02 **Annual Statement.** The Board of Trustees shall present at each Annual Meeting of Members a full and clear statement of the condition of the Corporation, including a reasonably detailed report of the financial condition of the Corporation.

Article XI. Contracts, Loans

11.01 **Contracts.** The Trustees may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument for the Corporation, and this authority may be general or confined to specific instances.

11.02 **Loans.** No loans shall be contracted for unless authorized by a resolution of the members. This authority may be general or confined to specific instances.

Article XII. Indemnification; Insurance

12.01 **Persons.** The Corporation shall indemnify any person who is or was a Trustee, Officer or Volunteer of the Corporation from and against any cost or loss of expenses (including attorneys' fees but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of a suit brought against him or her arising out of his or her actions on behalf of the Corporation, but only if:

- a) he or she is successful on the merits; or
- b) he or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified with respect to any claim, issue or matter about which he or she has been judged liable because of negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the decision but in view of all the circumstances, he or she is fairly and reasonable entitled to indemnity for such expenses as the court shall deem proper.

12.02 **Continuation.** This indemnification shall continue for a person who has ceased to hold a position in the Corporation and shall inure to his heirs, executors and administrators.

Article XIII. Fiscal Year

13.01 **Year.** The fiscal year of the corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December. (AMENDED: July 18, 2014)

Article XIV. Disbursement of Funds

14.01 **Disbursement of Funds.** Other than for purposes of purchasing supplies and materials and services necessary for operations, the funds of the Corporation may only be disbursed to individuals and organizations that have demonstrated support of gay, lesbian, bisexual, and transgendered issues.

Article XV. Amendment

15.01 **Amendment of Bylaws.** These Bylaws may be amended or new Bylaws may be adopted at any meeting of the Board of Trustees at which a quorum is present, by the affirmative vote of a majority of the Trustees present at the meeting, provided that any amendment is subject to the ratification of the members at the next Annual or Special Meeting, with such meeting to be held not more than 120 day following the adoption of any amendments.

Article XVI. Rules of Procedure

16.01 **Robert's Rules.** The rules of procedure a meetings of the members of the Corporation, the Board of Trustees of the Corporation and any Committees of the Corporation shall be according Robert's latest book on parliamentary procedure, so far as applicable and when not inconsistent with these Bylaws. The rules of procedure may be suspended by a majority vote of those present and voting at any meeting.

Adopted by the Board of Trustees, Dignity/Houston, Inc. at it's Board Meeting on July 18, 2015. Ratified by the membership, Dignity/Houston, Inc. in its annual meeting on September 12, 2015 and entered into the corporate records.

Frank Aguilar, Secretary
Board of Trustees
Dignity/Houston, Inc.