

**AMENDED AND RESTATED BYLAWS**

**OF**

**FT. BEND COUNTY CHILD ADVOCATES, INC.**

**A NONPROFIT CORPORATION**

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# AMENDED AND RESTATED BYLAWS

## OF

### FT. BEND COUNTY CHILD ADVOCATES, INC. A NONPROFIT CORPORATION

#### ARTICLE I. NAME AND PURPOSES

##### 1.1 Name

The name of the corporation is Ft. Bend County Child Advocates, Inc. ("**CAFB**"). CAFB may operate under one or more assumed names, including "Child Advocates of Fort Bend County," "Child Advocates of Fort Bend," and such other assumed name as the Board of Directors of CAFB (the "**Board**"), may determine; provided, however, that such usage may not occur until CAFB complies with all applicable laws relating to the recordation of assumed names.

##### 1.2 Purposes

CAFB is a Texas nonprofit corporation organized and operated exclusively for charitable and civic purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding provisions of any future federal tax code. CAFB exists to serve abused and neglected children who are referred to CAFB through Children's Protective Services or law enforcement agencies that serve Fort Bend County, Texas.

Within the scope of the foregoing purposes, and not by limitation, CAFB provides court appointed volunteer advocates for children who are involved in the court system, conducts interviews with children referred to CAFB and performs such other acts as may be necessary or incidental to the stated purposes other than legal representation.

Notwithstanding any other provision of these Bylaws, CAFB will not conduct any activities not permitted to be conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or any corresponding provisions of any future tax code.

No substantial part of the activities of CAFB will attempt to influence legislation, except as provided by Section 501 (h) of the Code. CAFB will not participate in any way in any political campaign on behalf of any candidate for public office.

##### 1.3 Tax-Exempt Status

CAFB will be organized and operated in such a manner as to be a nonprofit corporation exempt from United States federal income tax. Therefore, CAFB will operate without profit. No part of its net earnings or assets will be distributed as a dividend.

#### ARTICLE II. OFFICES

##### 2.1 Principal Office

The principal office of CAFB will be located in Fort Bend County, Texas at such place as may be determined from time to time by the Board.

## **2.2 Registered Office and Agent**

CAFB will have a registered office and registered agent in Texas with the location to be determined by the Board. The address of the registered agent will be the same as the registered office.

## **2.3 Other Offices**

CAFB may have, in addition to its principal office and its registered office in the State of Texas, such other offices and places of business, both within and without the State of Texas, as the Board may from time to time determine or the activities of CAFB may require.

# **ARTICLE III. BOARD OF DIRECTORS**

## **3.1 Management of CAFB**

The activities, property, and affairs of CAFB will be managed by the Chief Executive Officer and staff under the authorization of the Board and its officers. The Board may exercise all such powers of CAFB and do all such lawful acts and establish procedures and policies that are not prohibited by statute, the Articles of Incorporation of CAFB or these Bylaws.

## **3.2 Number of Directors, Election, Term of Office and Qualifications:**

### **a. Number of Directors:**

The Board will consist of not fewer than nine (9) and not more than thirty (30) directors. In addition, the Chief Executive Officer will serve as a non-voting, ex-officio member of the Board. The Board may set the number of directors at a regular or special meeting at which a quorum is present for which not less than thirty (30) day notice is given.

### **b. Election:**

The election and re-election of directors shall be by recommendation and motion to the Board by the Nominating Committee at any regularly scheduled meeting of the Board of Directors and shall be decided by a vote of the majority of the directors at the following month's directors meeting.

### **c. Term:**

1. Each director will serve a three (3) year term effective the month after election.
2. A person nominated by the Nominating Committee and elected by the Board to fill a vacancy of an unexpired term of a director will complete the unexpired term. A person nominated by and approved by the Board to fill a vacancy, other than the vacancy with an unexpired term, or a director elected to the Board during the course of the year, shall be considered as having completed one year of the three year term as of December 31 of the year of election.
3. Terms begin throughout the year on the month following election by the board of directors and end on December 31 of each calendar year.

4. A director may serve unlimited successive three (3) year terms if duly nominated by the Nominating Committee and elected by the majority of all of the directors. Renewals shall be presented to the Board for election in November.
5. The Board Governance committee will maintain a record of each director's term.

d. **Qualifications:**

The Board will adopt criteria for directors. Each director must be at least twenty-one (21) years of age and possess such skills as legal, fiscal, personnel, management, and marketing; connected to the Fort Bend Community; committed to devoting time as a leader, officer, and/or committee member; not be related or married to any employee of CAFB or director; and not be employed by CAFB.

### **3.3 Removal**

Any director may be removed from office at any time, with or without cause, by an affirmative vote of the majority of all the directors, with the director to be removed not voting.

### **3.4 Place of Meetings**

Meetings of the Board will be held at such places, within or without the State of Texas, as may from time to time be determined by the Board and communicated to all directors, or as may be specified in the respective notices or waivers of notice of such meetings.

### **3.5 Notice of Meetings**

Notice of all annual and regular meetings shall be given at least ten (10) days in advance in any manner provided by these Bylaws.

### **3.6 Annual Meetings**

An annual meeting of the Board will be held in the month of December of each year upon at least ten (10) days written notice to each director of a date and at such place as determined by the Board. Such annual meetings will include the installation of directors and officers and the transaction of such other business as may be brought before such meetings.

### **3.7 Regular Meetings**

Regular meetings of the Board will be held as determined by the Board. Except as otherwise provided by statute, the Articles of Incorporation of CAFB or these Bylaws, any and all business may be transacted at any regular meeting, and neither the purpose of nor the business to be transacted at any regular meeting need be specified in any notice or waiver of notice of such meeting.

### **3.8 Special Meetings**

Special meetings of the Board may be called by any officer or one-third (1/3) of the directors. Written notice stating the place, date, and time of each special meeting will be given to each director, not less than three (3) days before the date of such meeting. Except as otherwise expressly provided by statute, the Articles of Incorporation of CAFB or these Bylaws, any and all business may be transacted at any special meeting and must be specified in the notice or waiver of notice of such meeting.

### **3.9 Alternative Forms of Meeting**

Subject to the notice provisions of these Bylaws, the Board may hold an annual, regular or special meeting by means of conference telephone or similar communications equipment or another suitable electronic communications system (such as videoconference or the internet) that permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in any such meeting shall constitute presence in person at such meeting and waiver of notice of such meeting, except when a person participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that such meeting is not lawfully called or convened. Any committee provided for in these Bylaws or established by the Board may also hold its meetings by means of such conference telephone or similar communications equipment.

### **3.10 Quorum and Manner of Acting**

At all meetings of the Board the presence of a majority of the number of directors then serving will constitute a quorum for the transaction of business, except as otherwise expressly provided by statute, the Articles of Incorporation of CAFB or these Bylaws. Directors present by proxy will be counted for the purpose of determining the existence of a quorum. The act of a majority of the directors present, in person or by proxy, at a meeting at which a quorum is present will constitute the act of the Board unless the act of a greater number is required by statute, the Articles of Incorporation of CAFB or these Bylaws.

A director may vote at any meeting in person or by proxy. At any meeting, each director is entitled to one (1) vote. No proxy will be valid after three (3) months from the date of its execution. Each proxy will be revocable unless its irrevocability is expressly provided or unless otherwise made irrevocable by law.

If a quorum is not present at any meeting of the Board, then a majority of the directors present at such meeting may adjourn the meeting without notice, other than announcement at the meeting that a quorum is not present.

### **3.11 Compensation**

Directors shall not receive compensation, but may be reimbursed from CAFB funds for reasonable expenses properly incurred by them on behalf of CAFB if approved by the Board.

### **3.12 Expectations**

- a. Each director is expected to serve on at least one committee, task force, or council.
- b. Each director is expected to participate in the fund raising efforts of CAFB.
- c. Each director is expected to make an annual personal contribution to CAFB consistent with his financial means.
- d. Each director is expected to attend all meetings of the Board. Any director missing three (3) consecutive or a total of five (5) meetings in a year may be removed at the discretion of the Board. The Board Governance Committee may recommend removal of the director to the Board for non-participation.
- e. Each director is expected to attend Volunteer Training and/or Board Orientation or a portion thereof to obtain sufficient knowledge of CAFB's programs within one (1) year of being elected as a director.



- f. Each director is expected to contribute to the "Sunshine Fund," as requested by the President, to be used for incidentals such as flowers for a sick director, etc.
- g. Each director is expected to attend such programs as Strategic Planning and retreats designed to continue the education, orientation, and development of directors.
- h. Each director is expected to review and execute a Compliance Agreement and Conflict of Interest Statement annually.

## **ARTICLE IV. NOTICES**

### **4.1 Manner of Giving Notice**

Whenever, under the provisions of any statute, the Articles of Incorporation of CAFB or these Bylaws, notice is required to be given to any director or any committee and no provision is made as to how such notice must be given, such notice requirement will not be construed to require personal notice. Notice may be given by mail, email or fax, addressed to such director or committee member at his or her address as it appears on the records of CAFB. Any notice required or permitted to be given by mail, email, or fax will be deemed to be given at the time when it is deposited in the United States mail, emailed or faxed. Service by fax or email after 5:00 p.m. local time of the recipient will be deemed served on the following day.

### **4.2 Waiver of Notice**

Whenever, under the provision of any statute, the Articles of Incorporation of CAFB or these Bylaws, notice is required to be given to any director or any committee, a waiver thereof in writing signed by the person or persons entitled to such notice will be deemed equivalent to the giving of such notice, regardless of whether the waiver is executed before or after the time of such meeting. Attendance by a director or committee member at a meeting with respect to which such person was entitled to notice will constitute a waiver of notice to such meeting, unless the director's attendance is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called and convened.

## **ARTICLE V. OFFICERS**

### **5.1 Principal Officers**

The officers of CAFB will be President, one or more Vice Presidents as may be determined from time to time by the Board (and in the case of each Vice President, with such descriptive title, if any, as the Board may deem appropriate), Secretary, Parliamentarian, Treasurer, and immediate past President. The principal officers must be directors of CAFB.

### **5.2 Other Officers**

The Board may elect one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it may from time to time deem necessary, advisable or appropriate, and such officers and agents may exercise such powers and perform such duties as will be set forth in these Bylaws or determined from time to time by the Board. Such officers and agents may, but need not be, directors of CAFB.

### **5.3 Election of Officers**

All officers will be elected by the Board in November, installed at the Board's annual meeting in December, and assume office on January 1. The Board Governance Committee will recommend a slate of officers at the October Board meeting, and nominations will also be taken from the floor.

### **5.4 Term of Office: Removal: Vacancies**

Each elected officer of CAFB will hold office for one (1) year. Any officer may be removed from office at any time, with or without cause, by the Board without limiting the foregoing, an officer may be removed if the officer has abused or not fulfilled his position of trust, has otherwise created a negative image for CAFB, and it is determined that the best interest of CAFB will be served. No person may hold the same office for more than two (2) consecutive one (1) year terms or one (1) partial and two (2) consecutive full terms unless an exception is approved by the Board. If the office of any officer becomes vacant for any reason, then the vacancy will be filled by the Board. No two (2) offices may be held by the same person.

### **5.5 President**

The President has the following duties:

- a. Supervise the activities and affairs of CAFB, subject to the provisions of applicable statutes, the Articles of Incorporation of CAFB and these Bylaws.
- b. Preside at meetings without voting rights, except in the case of a tie vote, consistent with Roberts Rules of Order.
- c. Subject to the limitations expressly provided by statute, the Articles of Incorporation of CAFB or these Bylaws, the President will have general authority to execute bonds, deeds, contracts and other instruments and documents in the name of and on behalf of CAFB as the Board may from time to time direct, and to affix the corporate seal.
- d. In general, exercise all the powers usually appertaining to the President.

Unless otherwise determined by the President or the Board, the duty of the President may be performed by another officer in the following order: Vice President, Treasurer, Secretary and Parliamentarian.

### **5.6 Vice-President(s)**

The Board may elect one or more Vice Presidents. If more than one Vice President is elected, then the Board must designate a first Vice President, a second Vice President, and so forth. The Vice President (or in the case of multiple Vice Presidents, the first Vice President) will be the President Elect of the Board. The President Elect of the Board will succeed the incumbent President and serve as the next President of the Board subject to a majority vote of the Board. If the President Elect is not confirmed by a majority vote by the Board at the annual meeting, then the Board will elect a President from among the directors of CAFB. The Vice President (or each Vice President when more than one) will generally assist the President and will exercise such powers and perform such duties as may from time to time be assigned to, or required of, such Vice President(s) by the President or the Board.

## **5.7 Secretary**

The Secretary has the following duties:

- a. Provide notice of all meetings to directors.
- b. Keep, certify, and attest to the true records of all proceedings at all such meetings.
- c. Have charge of the corporate seal, if any, and attest to any written instruments.
- d. Keep and account for all books, documents, papers and records of CAFB, except for those which some other officer or agent is properly accountable.
- e. Keep accurate records of attendance of directors at meetings and report to the Board when absences under 3.12 (d) have accrued.
- f. Perform all general secretarial duties that may be assigned from time to time by the President or the Board.

In the event of the absence or disability of the Secretary, his duties may be performed, unless otherwise determined by the President or the Board, by the Assistant Secretaries in the order of their seniority.

## **5.8 Treasurer**

The Treasurer will have charge and custody of and be responsible for all funds and securities of CAFB; oversee the accounting and reporting for CAFB in compliance with all local, state and federal agencies; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board.

## **5.9 Parliamentarian**

The Parliamentarian will review the Bylaws and policies and procedures annually, recommend changes and answer questions regarding Parliamentary procedures of meetings.

## **5.10 Additional Powers and Duties**

In addition to the foregoing expressly enumerated duties, services and power, the officers of CAFB will exercise such further powers and perform such other duties as may be provided by statute, the Articles of Incorporation of CAFB or these Bylaws, or as the Board may from time to time determine.

## **5.11 Compensation**

Officers shall not receive compensation, but may be reimbursed from CAFB funds for reasonable expenses properly incurred by them on behalf of CAFB if approved by the Board.

## **ARTICLE VI. EMPLOYEES & AGENTS**

### **6.1 Employment**

The Board may employ, evaluate and discharge the Chief Executive Officer upon such terms and conditions as the Board may determine.

### **6.2 Authority**

The Chief Executive Officer of CAFB is responsible to the Board. With the advice and consent of the Board, the Chief Executive Officer will hire employees and agents of CAFB as the proper conduct of operations may require, recommend employee compensation, and remove or suspend any employee or agent. The Chief Executive Officer may not employ relatives or spouses of any director or other employee of CAFB.

### **6.3 Compensation**

The Board may approve wage compensation in a reasonable amount to CAFB employees and agents for services rendered. The Chief Executive Officer, with the approval of the President or Treasurer, may reimburse CAFB employees and agents from CAFB funds for reasonable expenses properly incurred on behalf of CAFB.

## **ARTICLE VII. COMMITTEES AND OTHER SUPPORTING GROUPS**

### **7.1 Committees and Task Forces of the Board of Directors**

The following committees are established: Executive, Board Governance, Nominating, Personnel, Audit & Compliance, and any other committee or task force the Board deems necessary. Each committee will perform all duties incident to the purpose of the committee and such other duties as may be assigned to the committee from time to time by the Board. The chair of each committee must be a member of the Board.

The President or the Board may appoint ad hoc –task forces from time to time. The term of each ad hoc –task force expires at the conclusion of the project or assignment or at the discretion of the Board. -

### **7.2 Executive Committee**

The Executive Committee will consist of the President, Vice-President, Immediate Past President, Secretary, Parliamentarian, Treasurer, Chairperson of the Board Governance Committee, Chairperson of Voices for Children, Chairperson of the Nominating Committee, and such other Chairpersons as the Board designates. The Chief Executive Officer and the Finance Director of CAFB will serve as nonvoting members of the Executive Committee. The President will serve as Chairperson of the Executive Committee. The Executive Committee has all the power and authority of the Board, except that it may not (a) select members of any standing committee or task force, (b) fill any vacancy in any office, or vacancy on the Board (c) approve the annual budget, or (d) employ or discharge the Chief Executive Officer. It is responsible for reviewing and evaluating current goals and objectives of CAFB and facilitating Board involvement in the strategic planning process of future goals and objectives for CAFB.

### **7.3 Board Governance Committee**

The Board Governance Committee will consist of the President, Vice-President, Immediate Past President, and such additional directors appointed annually by the President and approved by the Board. The Chief Executive Officer shall serve as a nonvoting ex-officio member. The Board Governance Committee will be responsible for matters relating to board membership.

Renewals. In September the Board Governance Committee shall begin notifying directors with expiring terms. In October, the director must deliver to the chairperson of the Board Governance Committee a request to be considered for renewal. If approved by the Board Governance Committee, the nominee's name will be presented to the Board for election in November.

Prior to the October Board meeting, the Board Governance Committee will solicit names of potential candidates for officers, committee chairpersons and members of the Nominating Committee. A slate of officers shall be presented at the October Board meeting and voted on at the November Board meeting. Provided the consent of the nominee has been obtained in advance, nominations for officer in addition to those submitted by the Board Governance Committee may be made from the floor by any director.

At the November Board meeting, the Board Governance Committee shall present for approval the members of the Nominating Committee. Chairpersons requiring approval by the Board shall also be presented for approval at this time.

### **7.4 The Nominating Committee**

The Nominating Committee will consist of five (5) directors elected annually by the Board in November. The Board will elect one member of the Nominating Committee to serve as chairperson of the Committee. Not more than two (2) members of the Executive Committee, in addition to the Vice President, may serve on the Nominating Committee at the same time. The immediate past chairperson of the Nominating Committee will serve as a nonvoting ex-officio member.

The Nominating Committee will establish qualifications and attributes for directors and officers, actively seek and maintain a roster of diverse potential candidates, explain to nominees the duties and responsibilities of directors, and provide nominees with copies of major organizational and operational documents of CAFB, including but not limited to the Articles of Incorporation, the Bylaws, the Strategic Plan, the most recent financial audit, the most recent management audit, and the most recent unaudited financial statements.

The report of the Nominating Committee will be presented to the Board from time to time as is necessary to report on filling vacancies resulting from resignation or removal. The Nominating Committee will nominate persons to fill any vacancies of directors.

### **7.5 Personnel Committee**

The Personnel Committee will consist of at least two (2) directors and one chairperson, all recommended by the Board Governance Committee. The President may serve as a member of the Personnel Committee. A director who serves as a volunteer advocate cannot vote on personnel matters.

The Personnel Committee will recommend personnel policies to the Board and assist the Chief Executive Officer in developing and maintaining sound programs of personnel administration by reviewing personnel policies annually.

An evaluation of the Chief Executive Officer will be made annually by the Personnel Committee and the President. The evaluation shall be submitted to the Board at the November regular meeting of the Board. In closed session, the Board will review the evaluation and take appropriate action.

#### **7.6 Audit & Compliance Committee**

The Audit & Compliance Committee will consist of a minimum of three (3) directors appointed annually by the President. One or more members must be from the Executive Committee. The currently serving Treasurer may serve on the Committee as a non-voting member. The Committee will oversee CAFB's financial reporting processes, monitor the choice of accounting policies and principles; and select, retain and evaluate performance of any external auditor who must be a CPA with an independent accounting firm. The Audit & Compliance Committee will present the completed audit to the Executive Committee and the Board. The Audit & Compliance Committee will annually review the risk management status of CAFB programs, employees, management, board, and insurance coverage. The Committee will review and evaluate current risk management issues and compliance of the organization with the *Principles for Good Governance and Ethical Practice*, published by the Panel on the Nonprofit Sector.

#### **7.7 Removal of Chairperson**

Any chairperson of any Committee may be removed at any time, with or without cause, by a majority of the directors.

#### **7.8 Term of Committees**

All members of Committees appointed by the President, as stated in these Bylaws, will be appointed in December and assume their positions in January. All other chairpersons and members will be elected by the Board at the November meeting and assume their positions in January.

#### **7.9 Other Committees**

One or more committees may be established by resolution adopted by the affirmative vote of a majority of the directors or by the President if authorized by resolution adopted by the Board. The members of such committees will be appointed by the President and may include persons who are not directors of CAFB. Each committee, provided by resolution, will make recommendations to the Board and may implement any instructions, policies, plans, and programs approved, authorized, and adopted by the Board.

#### **7.10 Existence: Change of Authority**

The Board may at any time terminate the existence or change the power and authority of any Committee established pursuant to this Article VII.

#### **7.11 Quorum and Manner of Acting**

At all meetings of any Committee established pursuant to this Article VII, the presence of a majority of the voting members of such Committee will be necessary and sufficient to constitute a quorum for the transaction of business, unless otherwise provided by resolution adopted by vote of a majority of the directors then serving.

#### **7.12 Records**

Each Committee established pursuant to this Article VII may keep a written record of its acts and proceedings and may report the same to the Board from time to time.

### **7.13 Rules**

Each Committee established pursuant to this Article VII may adopt rules for its own governance, provided such rules are not inconsistent with any statute, the Articles of Incorporation of CAFB, these Bylaws, or any resolution adopted by the Board.

## **OTHER SUPPORTING GROUPS**

### **7.14 Friends of Child Advocates of Fort Bend ("Friends")**

Friends is comprised of volunteers from the community. Its purpose is to support the children served by Child Advocates of Fort Bend in a number of ways through a special needs fund, a network of volunteers and other special projects. Friends functions under the governance of the Friends Officers in accordance with their bylaws (Friends Guidelines). A member of Friends may be considered for election as a director under the criteria outlined in these Bylaws.

### **7.15 Children's Advocacy Center Advisory Council**

The Children's Advocacy Center Advisory Council is comprised of representatives of partner agencies and community members. The Advisory Council functions under the oversight of the Board. Council members are eligible to be considered for election as a director under the criteria outlined in these Bylaws.

### **7.16 Court Appointed Special Advocates (CASA) Council**

The Court Appointed Special Advocates Council is comprised of representatives of partner agencies and community members. The Advisory Council functions under the oversight of the Board. Council members, with the exception of representatives from partner agencies, are eligible to be considered for election as a director under the criteria outlined in these Bylaws.

### **7.17 Voices for Children**

Voices for Children is comprised of directors and volunteers from the community who share an interest in the goals and objectives of CAFB. Its purpose is to increase awareness of CAFB's mission and increase funding for its programs. Voices for Children will have a chairperson elected by the Board who will have oversight of the group and report to the Board. The chairperson will also be a member of the Executive Committee

### **7.18 Volunteer Council**

The Volunteer Council is composed of eight to ten CAFB volunteers, with various lengths of service or experience, representing the CASA and CAC programs. The Council serves as a link between CAFB staff and volunteers to facilitate communication and provide volunteer support.

### **7.19 Rules**

The Other Supporting Groups described in paragraphs 7.14 through 7.18 may adopt rules for their own governance, provided such rules are not inconsistent with any statute, the Articles of Incorporation of CAFB, these Bylaws, or any resolution adopted by the Board.

## ARTICLE VIII. MISCELLANEOUS PROVISIONS

### 8.1 Loans Prohibited

No loans will be made by CAFB to anyone.

### 8.2 Declaration of Conflict of Interest

Each director must sign a Declaration of Conflict of Interest statement when he joins the Board. This statement must be renewed annually, in writing. Any potential conflict of interest must be declared to the President and the Chief Executive Officer as it may occur during the year or during a meeting.

### 8.3 Indemnification of Directors and Officers

#### a. When Indemnification Is Required, Permitted, and Prohibited.

- i. CAFB will indemnify a director, officer, member, committee member, employee, or agent of CAFB who was, is, or may be named defendant or respondent in any proceeding as a result of his actions or omissions within the scope of his official capacity in CAFB. For purposes of this article, an agent includes one who is or was serving at CAFB's request as a director, officer, member, committee member, employee or agent of CAFB.
- ii. CAFB will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in CAFB's best interests. In case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe that the conduct was unlawful. CAFB will not indemnify a person who is found liable to CAFB or is found liable to another on the basis of improperly receiving a personal benefit from CAFB. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by CAFB.
- iii. CAFB will pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of CAFB in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting CAFB when the person is not a named defendant or respondent in the proceeding.
- iv. In addition to the situations otherwise described in this paragraph, CAFB may indemnify a director, officer, member, committee member, employee, or agent of CAFB to the extent permitted by law. However, CAFB will not indemnify any person in any situation in which indemnification is prohibited by paragraph 8.4.(a)(ii) above.
- v. CAFB may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 8.4(c), below, have been satisfied. Furthermore, CAFB will not advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by CAFB or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.



- b. Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of CAFB, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- c. Procedures Relating to Indemnification Payments.
- i. Before CAFB may pay any indemnification expenses (including attorney's fees), CAFB must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (iii), below. Such determination shall not be unreasonably withheld or delayed. CAFB may make these determinations and decisions by anyone of the following procedures:
    - (1) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
    - (2) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
    - (3) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (1) or (2), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
  - ii. CAFB will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the Articles of Incorporation, or a resolution of directors or committee of the Board that requires the indemnification permitted by this paragraph 8.4, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
  - iii. CAFB may advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, CAFB may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation must state that he has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by CAFB if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general

obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

#### **8.4 Signature of Negotiable Instruments**

All bills, notes, checks or other instruments for the payment of money will be signed or countersigned by such officers or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution of the Board.

#### **8.5 Fiscal Year**

The fiscal year of CAFB will be fixed by resolution of the Board.

#### **8.6 Corporate Seal**

The corporate seal of CAFB, if any, will be such form as may be adopted and approved from time to time by the Board. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

#### **8.7 Books and Records**

The Treasurer and Finance Director shall keep correct and complete books and records with respect to all financial transactions of CAFB in accordance with generally accepted accounting principles consistently applied. The Board will review and approve the annual audited financial statements. All records, books and annual reports of financial activity of CAFB must be kept at the registered or principal office of CAFB in the State of Texas for at least three (3) years after the closing of each fiscal year and will be available to the public for inspection and copying during normal business hours. CAFB may charge for the reasonable expense of preparing a copy of a record or report and will also keep minutes of the proceedings of its Board and Committees having any of the authority of the Board.

#### **8.8 Designation of Funds**

The Board may set aside funds for special, designated, or future purposes. This action requires a super majority by vote of at least two-thirds (2/3) of all of the directors. These funds may be re-directed as the Board may deem necessary with a similar two-thirds (2/3) super majority vote of all of the directors.

#### **8.9 Weapons**

No weapons may be brought to CAFB meetings, or onto the CAFB property unless authorized specifically by Texas law.

#### **8.10 Whistleblower**

CAFB will not retaliate against, and will protect the confidentiality of any individual who makes a good-faith report of illegal practices or violations of organizational policies, in accordance with the CAFB Whistleblower Policy.

## ARTICLE IX. AMENDMENTS

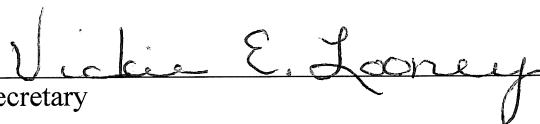
### 9.1 Amendments

The Board may alter, amend, or repeal these Bylaws at any meeting of the Board by a vote of two-thirds (2/3) of the directors present, provided that written notice of the proposed change is given at least ten (10) days prior to such meeting.

### CERTIFICATE

I hereby certify that the foregoing is a true, complete copy of the Bylaws of Ft. Bend County Child Advocates, Inc., a Texas nonprofit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of Ft. Bend County Child Advocates, Inc., this 19<sup>th</sup> day of April 2016 to be effective as of April 19, 2016.

  
Secretary