

# BYLAWS

## **Paralyzed Veterans of America Texas Chapter**

### **ARTICLE I – NAME AND HEADQUARTERS**

The name by which this organization shall be the Texas Chapter Paralyzed Veterans of America, (TPVA), also to be called Paralyzed Veterans of America – Texas Chapter, and hereinafter referred to as “the Corporation.”

The headquarters and principle place of business of the Corporation shall be in the Houston area. However, the activities of the Corporation are not to be confined to the Houston area.

### **ARTICLE II - PURPOSES**

Among the purposes of the Corporation shall be the following:

- A. To aid and assist in every way veterans of the Armed Forces of the United States who have suffered injuries or diseases of the spinal cord.
- B. To publicize the needs of such veterans through every means and channel available in order to effectuate the fulfillment of such needs as far as possible.
- C. To promote the full participation of the spinal cord injured or diseased into society by carrying out educational programs and by acquainting the public with their needs and problems by aiding and assisting such constituent associations which may be organized for the same purposes.
- D. To advocate and foster thorough and continuing medical research in the fields connected with injuries and diseases of the spinal cord, including research in neurosurgery, genitourinary, orthopedic, and prosthetic appliances.
- E. To advocate and foster a comprehensive and effective reconditioning program for its members, as well as all paraplegics, to include a

thorough physical reconditioning program; physiotherapy; competent walking instructions; an active sports program; adequate guidance, both vocational and educational; academic and vocational education, both in hospitals and educational institutions; psychological orientations and readjustment to family and friends, and functional and diversional occupational therapy.

- F. To cooperate with other Corporations and groups engaged in similar activities with a view toward carrying out the purposes described herein above in the most effective manner.

### **ARTICLE III - MEMBERSHIP**

*Section 1: Eligibility.* Any American citizen who was regularly enlisted, inducted, or commissioned, and who was accepted for, or was on, active duty in the Army, Navy, Marine Corps, Air Force, or Coast Guard of the United States, or its allies shall be eligible for membership in the Corporation.

*Section 2: Class of Membership.* There shall be the following forms of membership:

- A. Voting Members: Any American citizen shall be eligible for membership in the Corporation who was regularly enlisted, inducted, or commissioned, and who was accepted for, or was on, active duty in the Army, Navy, Marine Corps, Air Force, or Coast Guard of the United States, or its allies. Service with the Armed Forces must have been terminated by discharge or separation from service under conditions other than dishonorable. Membership shall be limited to such persons as have suffered spinal cord injuries or diseases whether service connected or non service connected in origin.

Persons otherwise eligible for membership who are on active duty or who must continue to serve after the cessation of hostilities are also eligible for membership.

- B. Associate Member: Any individual may become an associate member with the consent of the Board.

*Section 3: Qualifications for Membership.* The members of the Corporation shall be subject to such qualifications and shall be governed by such rules and regulations and shall have such rights and privileges as may be fixed and

prescribed by Articles of Incorporation, Bylaws, and Standing Rules of the Corporation.

*Section 4: Admission of New Members.* Voting membership shall be granted to veterans who otherwise meet the qualifications set forth in the *Administrative Guide* upon submission of written application on a form supplied by the Corporation. All new members are subject to approval by the Board.

*Section 5: Suspension and/or Exclusion of Members.* The Board of Directors shall, by two-thirds (2/3) vote majority have the power to suspend or expel any member of the Corporation for justifiable and proven reason.

*Section 6: Dues.* Voting Members: There shall be no dues.

Associate Members: Annual membership dues and life membership dues shall be set by a resolution of the Board of Directors, duly approved by a majority vote of the members of the Corporation, such approval to be expressed at a meeting of the members of the Corporation.

*Section 7:* This article and section has been deleted.

#### **ARTICLE IV - OFFICERS**

*Section 1: Number and Duties.* The Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer, whose duties shall be as follows:

- A. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business affairs of the Corporation. He/she shall preside at all meetings of the membership and Board of Directors, and shall represent the Corporation in all instances wherein the Corporation has an interest. He/she shall annually prepare a full and true statement of the affairs of the Corporation which shall be submitted at the end of the fiscal year to the Board and General Membership. In general, he/she shall perform such other duties as, from time to time, may be assigned to him/her by the Board of Directors and/or the General membership. The President may delegate to other officers of the Corporation such duties as he/she sees fit without divesting himself/herself of ultimate responsibility and authority. He/she may

from time to time appoint such committees as he/she shall consider necessary to assist him/her in the Business of the Corporation. At least one (1) member of each committee shall be a member of the Board of Directors, at the discretion of the President.

- B. The Vice President, in absence, resignation, or removal of the President, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
- C. The Secretary shall be charged with the keeping of complete and proper records of all business of the Corporation with the exception of financial records.
- D. The Treasurer shall be charged with the responsibility for the funds of the Corporation. It shall be his/her duty to act as financial officer of the Corporation, to oversee the deposit of all monies received in a bank or trust company designated by the Board of Directors, and to oversee the disbursement of funds subject to the regulations set forth by the Board of Directors and the membership.
- E. The Treasurer shall be charged with the submission of an annual financial report to the Board of Directors and to the Membership, and more often if directed by the membership or the Board of Directors. It shall be his/her responsibility to personally assure the accuracy of each financial report prior to delivery of said report. The Treasurer may delegate the power of signing checks from the operating fund to the Executive officers and other authorized personnel for counter signatures, with approval of the Board of Directors.

*Section 2: Election and Term.* All active members of TPVA in good standing may vote on any issue which comes before the membership. A General Mail Ballot following the General Rules set forth in *Robert's Rules of Order*, Newly Revised, will be utilized for election of officers and directors TPVA. Prior notice of not less than thirty (30) days nor more than sixty (60) days shall be given members preceding a General Mail Ballot. This notice may be published in the official newsletter of TPVA (*Speedy Gazette*) or disseminated by direct mail. The Board of Directors in each instance shall appoint a special committee to oversee voting by General Mail

Ballot. Each officer shall begin his/her term on October 1<sup>st</sup> and shall serve two (2) years.

*Section 3: Resignation.* Any officer of the Corporation may resign by submitting a written resignation to the Secretary, this resignation shall become effective upon the date fixed therein without further action. The Secretary may resign in the same manner aforesaid by submitting his/her written resignation to the President.

*Section 4: Removal.* Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interest of the corporation will be served. The officer shall be removed only at a meeting called for the purpose of removing the officer and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the officer. Notice of the proposed removal must be submitted in writing to the removing authority ten (10) days prior to the meeting. Removal shall be effective at such time it is approved by a majority vote of the removing authority at the meeting.

*Section 5: Vacancies.* Any vacancies among officers, excluding the office of President, shall be filled by appointment by the President, subject to the approval of the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall assume this office. Any person or persons appointed to fill a vacancy as an officer of this organization shall legally hold office until the next regular election or until their successors are duly elected and qualified, whichever shall occur first.

*Section 6: Compensation.* There is no compensation allowed for any elected official.

## **ARTICLE V - DIRECTOR TO PVA**

*Section 1: Election.* The Board of Directors shall elect one person as Director to the Paralyzed Veterans of America. This person must be a member in good standing of this Chapter and must be certified eligible for membership in PVA.

*Section 2: Terms of Office.* The elected Director to PVA shall serve for a period of three (3) year.

*Section 3: Powers and Duties.* The elected Director shall be empowered by this Chapter, in writing, to cast this Chapter's votes in matters requiring a vote by the Board of Directors of the Paralyzed Veterans of America.

*Section 4: Removal.* The elected Director to PVA may be removed at any time, with cause, by a vote of two-thirds (2/3) of the Directors present at a meeting where a quorum is present.

*Section 5: Vacancies.* A vacancy in the position of Director to PVA shall be filled by a vote of the Board of Directors of this Chapter. The Director so voted shall serve the remainder of the term as vacated.

## **ARTICLE VI - MEETINGS**

*Section 1: Annual Meeting.* The Annual Meeting of the membership shall be held during the month of October, at a time and place to be designated by the Board of Directors.

*Section 2: Regular Meetings.* Regular meetings of the membership shall be held at a time and place to be designated by the Board of Directors.

*Section 3: Special Meetings.* Special meetings of the membership may be called by the Board of Directors of the Corporation for time to time upon written notice sent to all voting members at least ten (10) days prior to the date of such meeting.

*Section 4: Quorum.* At all meetings of the membership, the statutory requirement of twenty (20) members of the voting membership shall constitute a quorum.

*Section 5: Proxies.* A member may vote in person or by proxy executed in writing by the member or his/her attorney-in-fact, and submitted to the Secretary prior to the start of the meeting. Such proxy shall bear the member's signature, along with the date of execution. The proxy shall designate the subject matter it covers and the person holding the power of attorney. A proxy shall be valid for one Board of Directors meeting.

*Section 6: Order of Business.* All meetings of the Corporation shall have the following order of business. This prescribed order of business may waived by the majority vote of the membership present.

1. Reading an adoption of minutes of previous meeting.
2. Reading of minutes of all Board of Directors' meetings occurring since the last membership meeting.
3. Report of Officers.
4. Reports of Standing Committees.
5. Reports of Special Committees.
6. Old Business.
7. Introduction of new members.
8. New Business.
9. Adjournment.

## **ARTICLE VII - BOARD OF DIRECTORS**

*Section 1: Number* The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and three (3) Board Directors. The Immediate Past President, Director to National PVA, and the Program Directors shall have a place on the Board of Directors as ex-officio members. All members of the Board of Directors must be voting members in good standing of this Chapter and must be certified eligible for membership in PVA.

*Section 2: Election.* The President, Vice President, Secretary, Treasurer and the three (3) Board Director positions shall be elected by General Mail Ballot as mentioned in Article IV, Section 2.

*Section 3: Employees.* No member of the Board of Directors except those voted on and approved by the Board of Directors may be a salaried employee of PVA or TPVA.

*Section 4: Powers and Duties.* The Board of Directors shall have the power and responsibility to develop and to initiate policy and/or programs, to enter into contractual agreements and to conduct such other business as shall be deemed desirable to promote and achieve the goals of the Corporation. Said development and initiation of policy and/or programs, contractual agreements, and other business, cited heretofore, shall be effected within the framework of, and in accordance with, the Articles of Incorporation and Bylaws. It shall be their duty to develop and approve an annual budget projecting Income and Expenditures for the coming year including financial assistance from the National organization (if any). The Board may make such changes in spending within operating funds budgeted for the year as they deem necessary for the proper operation of the organization. It shall be their duty to report to the membership at all times concerning the operation

of the Corporation. The Board of Directors shall not have the right to delegate their full authority and responsibility, or the authority and responsibility of any officer holding office, to any other person or groups of persons. No person may hold more than one position on the Board of Directors, except that the National Director may be elected from among the Board of Directors. In the event of dual positions, only one vote will be allowed on the Board of Directors.

*Section 5: Removal.* Any director elected or appointed may be removed by the persons authorized to elect or appoint such director whenever in their judgment the best interest of the corporation will be served. The director shall be removed only at a meeting called for the purpose of removing the director and the meeting notice must state that purpose, or one of the purposes, of the meeting is the removal of the director. Notice of the proposed removal must be submitted in writing to the removing authority ten (10) days prior to the meeting. Removal shall be effective at such time is approved by a majority vote of the removing authority at the meeting.

*Section 6: Resignation.* Any director of the Corporation may resign by submitting a written resignation to the Secretary, which resignation shall become effective upon the date fixed therein without further action.

*Section 7: Vacancies.* Any Vacancies among directors shall be filled by appointment by the President, subject to the approval of the Board of Directors. Any person appointed to fill a vacancy as a director of this organization shall legally hold office until the next regular election, or until their successors are duly elected and qualified, whichever shall occur first.

*Section 8: Regular Meetings.* The Board of Directors will meet at least five (5) times a year. All Board of Directors meetings will be held in a city and at a time and place designated by the Board of Directors. The October Board of Directors meeting should be held in conjunction with the yearly meeting of the membership.

*Section 9: Special Meetings.* The President may call a special meeting of the Board of Directors by giving all Board members at least ten (10) days notice.

*Section 10:* At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum.

*Section 11: Proxies.* A member may vote in person or by proxy executed in writing by the member or his/her attorney-in-fact, and submitted to the Secretary prior to the start of the meeting, and approved by the majority vote of the Board of Directors. Such proxy shall bear the members' signature, reason for request, along with the date of execution. The proxy shall designate the subject matter it covers and the person holding the power of attorney. The proxy shall be valid for one Board of Directors meeting.

## **ARTICLE VIII - EXECUTIVE DIRECTOR**

*Section 1: The Hiring.* The Executive Director shall be hired by the President and ratified by the Chapter Board of Directors in accordance with Section 5 or ARTICLE VIII.

*Section 2: Executive Director Responsibilities.* The Executive Director is responsible for exercising day to day administrative organizational control and shall manage and promote all programs in which the chapter has a vested interest. He/she shall also ensure that all reports due to the National Organization are timely and accurately submitted. He/she shall accept other duties as may be assigned by the President of Board of Directors, and shall take his/her instructions from and report directly to the President of the Corporation.

*Section 3: Voting Status.* The Executive Director shall not be eligible for membership on the Corporations Board of Directors.

*Section 4: National Board of Directors.* The Executive Director shall not be eligible for membership on PVA's Board of Directors while participating in this program.

*Section 5: Authorization for Hiring.* A two-thirds (2/3) vote of approval is necessary from the Corporation's Board of Directors to authorize the hiring of the Executive Director and a two-thirds (2/3) vote of the chapter's Board of Directors is required to confirm the removal of the Executive Director for justifiable and provable cause.

*Section 6: Office Hours.* The Corporation's office will be a full-time business office outside of any private residence. A minimum of 37.5 hours is set for the chapter office weekly hours, preferably during normal business hours.

*Section 7: Funds.* The Corporation shall provide the necessary funds, personnel and equipment to carry out the operations of the Executive Director position.

*Section 8: Standards of Conduct for the Executive Director.*

- A. The Executive Director with discretionary authority shall discharge his/her duties under that authority:
1. In good faith;
  2. With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
  3. In a manner he/she reasonably believes to be in the best interest of the Corporation.
- B. In discharging his/her duties the Executive Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
1. One or more officers or employees of the Corporation whom the Executive Director reasonably believes to be reliable and competent in the manner presented; or
  2. Legal counsel, public accountants, or other persons as to matters the Executive Director reasonably believes are within the person's professional or expert competence.
- C. The Executive Director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection [B] unwarranted.
- D. The Executive Director is not liable for any action taken as an officer, or any failure to take any action, if he/she performed the duties of his/her office in compliance with this section.

## **ARTICLE IX – COMMITTEES**

*Section 1:* The President shall have the authority, in accordance with Article IV, Section 1 of these Bylaws, and subject to the approval of the Board of Directors, to appoint any special or standing committees to assist him/her with the business of the Corporation.

*Section 2:* The Board of Directors shall have the power to establish any special or standing committee(s), and to prescribe the power of such committees so far as that consistent with the Bylaws.

*Section 3:* AT least one (1) member of each committee shall be a member of the Board of Directors.

## **ARTICLE X - RESPONSIBILITIES TO PARALYZED VETERANS OF AMERICA**

*Section 1:* As a Chapter of PVA, we must perform the duties set forth in the Bylaws of the Paralyzed Veterans of America, to include the requirements outlined in the *PVA Administrative Guide* of the Paralyzed Veterans of America concerning “Chapter Operations.” Additionally, a written report must be submitted to the chapter membership and to the officers and Board of Directors of Paralyzed Veterans of America at least quarterly. This report may be in the form of a newsletter.

## **ARTICLE XI - RULES OF PROCEDURE**

The rules contained in *Robert’s Rules of Order*, Newly Revised, shall govern the actions of this Corporation in all instances to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws and Standing Rules of the Corporation.

## **ARTICLE XII - INDEMNIFICATION**

*Section 1:* The Corporation may indemnify any person who was or is a party or is threatened to be made a part of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation in which this Corporation at such time owned shares of stock or of which it was creditor, and their respective heirs administrators, successors and assigns, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him/her in such action, suit or proceeding if he/she acted in good faith and in a manner or reason believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, at no reasonable cause to believe his/her conduct was unlawful.

*Section 2:* To the extent that director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any

action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him/her in connection therewith. Such indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the members of the Corporation.

*Section 3:* Such indemnification shall be in addition to any other rights to which the indemnified person may be entitled under any law, bylaw, agreement, vote of members of the Corporation disinterested or otherwise.

*Section 4:* The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of another corporation in which the Corporation at which time owned shares of stock which it was a creditor, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable provisions of law.

### **ARTICLE XIII - FISCAL**

*Section 1: Fiscal Year.* The Fiscal year shall begin on the first (1<sup>st</sup>) day of October and end on the last day of September of each year.

*Section 2: Books and Records.* The Corporation shall keep correct and complete books and records of account, and shall keep, at the registered principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time. All persons handling the funds of the Corporation must be bonded.

*Section 3: Bookkeeping Procedures.* The Corporation shall establish uniform bookkeeping procedures, subject to the law and in accordance with generally accepted accounting principles for a non-profit organization.

### **ARTICLE XIV - AMENDMENTS**

These Bylaws may be altered, amended, or repealed by two-thirds (2/3) vote of Directors present at any annual or regular special meeting of the Board of Directors, providing that the proposed bylaw change was announced and

discussed at a previous meeting of the Corporation, and/or published in the official publication of the organization if there be one.

**ARTICLE XV - DISSOLUTION**

In the event of dissolution of this corporation or in the event that it shall cease to carry out the objectives and purposes herein set forth, all the business, assets and properties of the Corporation shall be distributed to Paralyzed Veterans of America.

**Revised December 2008**

## **V. Who Can Sue, And Why**

### **Derivative Suits**

Any individual or entity that can show a significant relationship with the chapter may be able to sue on its behalf. Board members may be sued derivatively by (i) fellow board members, (ii) the State Attorney General (on behalf of the state which incorporated the entity), (iii) members, (iv) trustees in bankruptcy, (v) other persons or groups that could show that they are direct beneficiaries of the organization's activities.

Derivative suits against individual board members allege violations of one or more of the fiduciary duties resulting in actual damages to the organization. Derivative suits which merely express disagreement about a policy or action, but do not claim or prove a breach of the fiduciary duties will generally not succeed.

### **Third-Party Suits**

Generally, board members are protected from liability to third parties for the actions of the organization through its employees and agents. The third party must look to the organization, and not its officers and board members, for redress.

The exception to this general rule are where the director has taken the action or caused the action to be taken which results in civil or criminal liability.

## **VI. Protections Indemnification**

### **By The Corporation**

#### **ARTICLE XII - INDEMNIFICATION - (Mandatory)**

*This section explains the concept of indemnification and when it may be applied. This section is mandatory for all chapters.*

*Section 1:* The Corporation may indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of

the Corporation as director, officer, employee, or agent of another corporation in which this Corporation at such time owned share of stock or of which it was creditor, and their respective heirs administrators, successors and assigns, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him in such action, suit or proceeding if he/she acted in good faith and in a manner or reason believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, at no reasonable cause to believe his/her conduct was unlawful.

*Section 2:* To the extent that director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him/her in connection therewith. Such indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the members of the corporation.

*Section 3:* Such indemnification shall be in addition to any other rights to which the indemnified person may be entitled under any law, bylaw, agreement, vote of the members of the corporation disinterested or otherwise.

*Section 4:* The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of another corporation in which the Corporation at which time owned shares of stock which it was a creditor, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law.

### **Volunteer Protection Act**

A volunteer for purposes of the Act is anyone who (i) performs services (including officers and directors) (ii) for a nonprofit organization and (iii) either receives no compensation (reasonable compensation for expenses is allowed) or does not receive anything of value in lieu of compensation in excess of \$500 per year.

Except as otherwise provided in the Act, a volunteer is not liable for harm if the volunteer was (i) acting within the scope of their responsibilities, (ii) was properly licensed or certified, if applicable, (iii) was not guilty of willful or criminal conduct, gross negligence, reckless misconduct or a conscious, flagrant indifference to the rights or safety of the individual harmed, (iv) the harm was not caused by the operation of a vehicle, vessel or aircraft where the state requires an operator's license and insurance, and (v) any other state requirements.

### **Director And Officer Insurance**

Under a D&O insurance policy, coverage is provided for the defense of actual or alleged wrongful acts by directors, officers and other insureds under the policy. While D&O insurance may provide defense against allegations of fraudulent, criminal or dishonest acts, those acts are not insurable (not indemnifiable) as a matter of public policy. In some policies, this exclusion only applies when a final adjudication establishes such acts.