

**CONSTITUTION  
AND  
BYLAWS  
for**

**Cleburne Friends of the Cultural Arts**

Adopted March 1, 2011

Revised February 25, 2014

# CONSTITUTION AND BYLAWS of the Cleburne Friends of the Cultural Arts A TEXAS NON-PROFIT ORGANIZATION

## Article I. OFFICES

### *Section 1.01 Principal Office*

The principal office of the Cleburne Friends of the Cultural Arts (“CFCA”) in the State of Texas shall be located in the City of Cleburne, County of Johnson. The CFCA may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the CFCA may require from time to time.

### *Section 1.02 Registered Office and Registered Agent*

The CFCA shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office may be, but need not be, identical with the principal office of the CFCA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article II. PURPOSES

### *Section 2.01 Organizational Purposes*

**Mission:** to build a strong cultural arts community in Cleburne and Johnson County.

**Definitions:** the “arts community” is represented by:

arts service organizations, community and cultural centers, arts councils, agencies and foundations, dance companies, theaters, music groups, education and training programs, galleries and museums, historic and cultural preservation organizations, horticultural and zoological societies, libraries and archives, literary groups and publications, media arts and multi-disciplinary arts centers.

Art is defined as the expression or application of human creative skill and imagination, producing works to be appreciated primarily for their beauty or emotional power.

**Method:** form an umbrella association of cultural and arts groups with the goals of coordinating and facilitating communications and scheduling between member groups; supporting each other's activities; providing a broad base for seeking funding; and working with other organizations to attract tourists.

The CFCA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the CFCA shall inure to the benefit of any Director of the CFCA, officer of the CFCA, or any private individual (except that reasonable compensation may be paid to a private individual for

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services rendered to or for the CFCA affecting one or more of its purposes), and no Director or officer of the CFCA, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the CFCA. No substantial part of the activities of the CFCA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the CFCA shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of this Constitution and Bylaws, the CFCA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the regulations promulgated there under as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the CFCA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article III. MEMBERS**

### ***Section 3.01 Membership Classes***

The CFCA shall have such classes of members as may be determined by the Board and set forth in the Board Policy Manual.

## **Article IV. MEETING OF MEMBERS**

### ***Section 4.01 Annual Meeting***

An annual meeting of the members shall be held each calendar year for the purpose of electing members of the Board of Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

### ***Section 4.02 Special Meetings***

Special meetings of the members may be called by the President, the Board of Directors or 20% of Members entitled to vote on the matter that is the subject of the meeting.

### ***Section 4.03 Place of Meeting***

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the CFCA in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### ***Section 4.04 Notice of Meeting***

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by facsimile transmission or by mail, to each member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or this Constitution and Bylaws, the purpose or purpose for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the CFCA with postage thereon prepaid.

### ***Section 4.05 Record Dates***

The record date for determining which members are entitled to notice of any meeting of members shall be the day before notice is given or, if notice is waived, the day before such waiver of notice. The record date for determining which members are entitled to vote at any meeting of members shall be the day before such meeting. Within two days after notice of any meeting is given as provided under Section 4.04 of this Constitution and Bylaws, the CFCA shall have prepared a list of all members entitled to notice of such meeting and a list of all members entitled to vote at such meeting but not entitled to notice of such meeting. These lists shall be available for inspection and copying by any voting member, at a reasonable time and at the expense of such member, prior to the meeting; and the lists shall also be available during the meeting.

### ***Section 4.06 Voting***

Each member shall be entitled to one (1) vote on any matter to be determined by the members of the CFCA.

### ***Section 4.07 Manner of Acting***

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by this Constitution and Bylaws.

### ***Section 4.08 Quorum***

One - tenth (10%) of the members entitled to vote at any meeting shall constitute a quorum at such meeting. In the absence of a quorum of members at the annual meeting as prescribed in Section 4.01, the Board of Directors shall continue "as is" in conducting the affairs of the CFCA.

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### ***Section 4.09 Informal Action by Members***

Any action required by law to be taken at a meeting of the Members, or any action which may be taken at such of meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Members as would be necessary to take that action at a meeting at which all of the Members were present and voted. Each written consent shall be delivered, by hand or certified mail, return receipt requested, to the Secretary or other officer or agent of the CFCA having custody of the CFCA's minute book(s). A written consent signed by less than all of the Members is not effective to take the action unless, within sixty (60) days after the date of the earliest dated consent delivered to the CFCA in the manner required by this Article, a consent or consents signed by the required number of Members is delivered to the CFCA as provided in this Article. For purposes of this Article, a telegram, telex, cablegram, or similar transmission by a Member or a photographic, photo static, facsimile or similar reproduction of a writing signed by a Member shall be regarded as signed by the member.

## **Article V. BOARD OF DIRECTORS**

### ***Section 5.01 General Powers***

The property, business and affairs of the CFCA shall be managed by its Board of Directors and, subject to the restrictions imposed by law, the Constitution and Bylaws, the Board of Directors shall exercise all of the powers of the CFCA. The Board of Directors, with assistance from the officers of the CFCA, shall publish a Board Policy Manual to direct normal operations of the CFCA. Directors need not be residents of Texas.

### ***Section 5.02 Election, Number, Tenure and Qualifications***

Directors shall be elected by the affirmative vote of a majority of the Members present in person or by proxy at each annual meeting of the members. Each person serving as a Director shall hold office until the earlier to occur of (a) the expiration of the term for which he is appointed and until his successor had been appointed and qualified or (b) his death, resignation, or removal as hereinafter provided. The number of Directors shall be not less than three (3) or more than thirty (30). Directors shall serve terms as determined by policy or procedure but not less than one (1) year as set forth in the Board Policy Manual.

### ***Section 5.03 Regular Meetings***

The Board of Directors shall provide for by resolution and set forth in the Board Policy Manual the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there shall never be less than one annual meeting of the Board of Directors.

### ***Section 5.04 Annual Meetings***

An annual meeting of the Board of Directors shall be held at the date, time and place determined by the Board of Directors.

### ***Section 5.05 Special Meetings***

Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. Notice of Special Meetings shall be required.

### **Section 5.06 Meetings Utilizing Electronic Media**

Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

### **Section 5.07 Policies and Procedures**

The Board shall enact policies and procedures as deemed appropriate to conduct the affairs of the CFCA. Approval of said policies and procedures, and changes thereto, shall require a majority of the Board of Directors at which a quorum is present. These policies and procedures will be published in the Board Policy Manual.

### **Section 5.08 Notice**

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by oral or written notice delivered personally or sent by mail or facsimile to each Director at his or her address as shown by the records of the CFCA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Constitution and Bylaws.

### **Section 5.09 Quorum**

A majority of the Board of Directors, but never less than five (5), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## ***Section 5.10 Manner of Acting***

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by this Constitution and Bylaws.

## ***Section 5.11 Vacancies***

Any vacancy (other than resulting from completion of a term) occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors as approved by a quorum of the membership, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than five (5) remaining on the board.

## ***Section 5.12 Compensation***

Directors as such shall not receive any stated salaries for their services. Directors, however, shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the CFCA in any other capacity and receiving reasonable compensation therefore.

## ***Section 5.13 Informal Action by Directors***

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

## ***Section 5.14 Resignation***

Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

## ***Section 5.15 Removal***

Any Director may be removed with or without cause by a majority of the members of the Board of Directors at which a quorum is present. The criteria for such removal shall be defined in the Board Policy Manual. Two or more unexcused absences during the calendar year will be grounds for removal.

# **Article VI. OFFICERS**

## ***Section 6.01 Officers***

The officers of the CFCA shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint, by a majority of the Board of Directors at which a quorum is present, such other officers as it shall deem desirable to have the authority and perform the duties as prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

## ***Section 6.02 Election and Term of Office***

The officers of the CFCA shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and the term of office for each officer shall be until the next succeeding annual meeting at which officers are elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

### ***Section 6.03 Removal***

Any officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors at which a quorum is present, but not less than six (6), whenever in its judgment the best interest of the CFCA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### ***Section 6.04 Vacancies***

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term by a majority of the Board of Directors at which a quorum is present.

### ***Section 6.05 President***

The President shall be the principal executive officer of the CFCA and shall, in general, supervise and control all of the business and affairs of the CFCA. He or she shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the CFCA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by this Constitution and Bylaws or by statute to some other officer or agent of the CFCA; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the CFCA.

### ***Section 6.06 Vice President(s)***

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Board of Directors, or by policy or procedure.

### ***Section 6.07 Treasurer***

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the CFCA; receive and give receipts for moneys due and payable to the CFCA from any source whatsoever, and deposit all such moneys in the name of the CFCA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of this Constitution and Bylaws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the CFCA, all of which books shall be open at all times to the inspection of the Board of Directors; he or she shall also submit



a report of the accounts and financial condition of the CFCA at each annual meeting of the Board of Directors; 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 him or her by the President or by the Board of Directors.

### ***Section 6.08 Secretary***

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of this Constitution and Bylaws or as required by law; be custodian of the corporate records and of the seal of the CFCA, and affix the seal of the CFCA to all documents, the execution of which on behalf of the CFCA under its seal is duly authorized in accordance with the provisions of this Constitution and Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **Article VII. COMMITTEES**

### ***Section 7.01 Appointment***

The President shall appoint members of committees established by the Board of Directors, except for the Executive Committee. The Board of Directors shall appoint the chairperson of each Committee, or the President shall call the Committee to order and call for the election of a chairperson by the committee members present. These Committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Both Directors and members may serve on all Committees except the Executive Committee.

### ***Section 7.02 Committees of Directors***

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of who are Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the CFCA of the Board of Directors. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Constitution and Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the

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CFCA; adopting a plan of merger or adopting a plan of consolidation with another Corporation or Organization; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the CFCA; authorizing the voluntary dissolution of the CFCA or revoking proceedings therefore; adopting a plan for the distribution of the assets of the CFCA; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

### ***Section 7.03 Executive Committee***

The Board of Directors may from among its members appoint an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Committee. The Committee shall meet at the call of the President or the Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the CFCA to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority but never less than six (6) of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting

shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive committee shall be filled by appointment by the Board of Directors by a majority of the Board of Directors at which a quorum is present. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

### ***Section 7.04 Nominating Committee***

The President shall, with thirty (30) days advance notice to the Board of Directors, appoint the members of the Nominating Committee. The committee members shall be members of the Board of Directors and other members from the general membership appointed to nominate candidates for officers and directors. Additional nominations may be made by Directors at the annual meeting.

Absent the appointment of a Nominating Committee, Directors will be nominated from the floor and elected by a majority of members present at the appropriate meeting of the general membership.

### ***Section 7.05 Advisory Committee***

The Board of Directors may appoint an Advisory Committee at such times as it deems necessary. The function and purpose of the Advisory Committee shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the CFCA may undertake.

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### **Section 7.06 Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the CFCA may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the CFCA shall appoint the members of each such committee. Any member thereof may be removed by the person or

persons authorized to appoint such member whenever in their judgment the best interests of the CFCA shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

### ***Section 7.07 Term of Office***

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### ***Section 7.08 Chairperson***

Subject to Section 7.03, one member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

### ***Section 7.09 Vacancies***

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### ***Section 7.10 Quorum***

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### ***Section 7.11 Rules***

Each committee may adopt rules for its government not inconsistent with this Constitution and Bylaws or with rules adopted by the Board of Directors.

### ***Section 7.12 Committee Dissolution***

The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of Directors present at a meeting at which a quorum is present. The Executive Committee shall only be dissolved by approval of sixty six percent (66%) or more of all members of the Board of Directors.

## **Article VIII. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

### ***Section 8.01 Contracts***

The Board of Directors may authorize any officer or officers, agent or agents of the CFCA, in addition to the officers so authorized by this Constitution and Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CFCA. Such authority may be general or confined to specific instances.

### ***Section 8.02 Checks and Drafts, Etc.***

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the CFCA shall be signed by such officer or officers, agent or agents of the CFCA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the CFCA.

### ***Section 8.03 Deposits***

All funds of the CFCA shall be deposited from time to time to the credit of the CFCA in such banks, trust companies, or other depositories as the Board of Directors may select.

### ***Section 8.04 Gifts***

The Board of Directors may accept on behalf of the CFCA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the CFCA.

## **Article IX. BOOKS AND RECORDS**

### ***Section 9.01 Books and Records***

The CFCA shall keep correct and complete books and records of account of the activities and transactions of the CFCA including, a minute book which shall contain a copy of the CFCA's application for tax exempt status (IRS Form 1023), copies of the organization's IRS information return (Form 990), and a copy of the Constitution and Bylaws, and Amendments. The CFCA shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the CFCA shall be kept at such place or places within the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the CFCA's principal office in the State of Texas. Such books and records may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990.

## **CONSTITUTION AND BYLAWS of the Cleburne Friends of the Cultural Arts A TEXAS NON-PROFIT ORGANIZATION Article X. FISCAL YEAR**

### ***Section 10.01 Fiscal Year***

The fiscal year of the CFCA shall be determined by the Board of Directors and recorded in the Board Policy Manual.

## **Article XI. SEAL**

### **Section 11.01 Seal**

The Board of Directors may authorize a corporate seal but is not required to.

## **Article XII. WAIVER OF NOTICE**

### ***Section 12.01 Waiver of Notice***

Whenever any notice is required to be given under the provisions of the Texas Non Profit Corporations Act or under the provisions of the Articles of Incorporation or the Bylaws of the CFCA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

## **Article XIII. INDEMNIFICATION**

### ***Section 13.01 Indemnification***

The CFCA may indemnify and advance reasonable expenses to directors, officers, employees and agents of the CFCA to the fullest extent required or permitted by Article 2.22A of the Texas Non Profit Corporations Act, subject to the restrictions, if any, contained in the CFCA's Articles of Incorporation. The CFCA shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non Profit Corporations Act. [Any amendment to this Article XIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

## **Article XIV. AMENDMENTS TO CONSTITUTION AND BYLAWS**

**Section 14.01 Amendments to Constitution and Bylaws**

This Constitution and Bylaws may be altered, amended, or repealed and a new Constitution and Bylaws may be adopted by two thirds (2/3) vote of the of the Board of Directors at which a quorum is present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of an intention to alter, amend, or repeal this Constitution and Bylaws or to adopt a new Constitution and Bylaws at such meeting.

**CERTIFICATE**

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of this Constitution and Bylaws of the CFCA, a Texas nonprofit organization, as adopted on March 1, 2011, and amended on February 25, 2014, and in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand this twenty fifth day of February, 2014.

\_\_\_\_\_ Alden Nellis, President  
Date

\_\_\_\_\_ Jim McHale, Vice  
President Date

\_\_\_\_\_ Estelle Stepherson,  
Treasurer Date

\_\_\_\_\_ Sherry Clark,  
Secretary Date