

**BYLAWS
OF
disABILITYsa**

**ARTICLE 1
NAME**

The name of the corporation is DISABILITYSA, and it is called the "Corporation" throughout these Bylaws.

**ARTICLE 2
OFFICE**

The principal business office of the Corporation shall be located 12715 Country Oaks, San Antonio, TX 78216. The location of such principal office may be changed from time to time by the Directors of the Corporation.

**ARTICLE 3
ACTIVITIES**

The Corporation's operations shall be confined to the purposes set forth in Article 3 of the Corporation's Certificate of Formation.

3.1 Grants and Programs. The Corporation shall carry out the purposes and programs allowed in its Certificate of Formation by: 1) Sharing information, resources, ideas and support between people with all types of disabilities and the organizations that serve them; 2) Advancing public attitudes, awareness, respect and consideration for success of individuals with disabilities; 3) Strengthening organizations that provide services which benefit people with disabilities and 4) Engaging individuals with disabilities as active participants in their communities.

3.2 Limitations. No portion of the funds, net earnings, or property of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any private individual, and no substantial part of the direct or indirect activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE 4
MEMBERS**

The Corporation shall not have members.

**ARTICLE 5
BOARD OF DIRECTORS**

5.1 Governing Body. The Board of Directors of the Corporation shall be the Corporation's governing body and shall have such powers and authority as shall be

conferred upon the Directors by the Certificate of Formation, the Bylaws, and the general law of the State of Texas.

5.2 Directors. The number of Directors shall be not less than three (3) nor more than eight (8). *[Amended 11-18-19]*

(1) Qualifications and Procedures for Appointment. Directors shall be informed about the charitable purposes and activities of the Corporation and the general charitable interests of the nonprofit and people with disabilities, their family members and caregivers in the area served by the Corporation.

(b) Initial Directors and Successor Directors. The three (3) initial Directors are Cynthia Hamilton, Melanie Cawthon and Kathleen Finck. The Directors and their successors shall nominate and elect all successor individuals who serve as Directors. If any individual serving as a Director dies, resigns, or is unable or unwilling to continue to serve as a Director of the Corporation, the remaining Directors may, but shall not be required to, nominate and elect a successor Director. The three initial Directors and all subsequent Directors shall be established so as to have at least one term expire annually. When a replacement is made for a Director that has vacated, the Director filling the vacancy shall serve the remainder of the term of the Director that was vacated. Each Director shall serve until his or her successor has been elected and assumes the duties of a Director.

(c) Number of Terms. Each director shall serve for a term of two years. Directors may serve unlimited consecutive or non-consecutive terms. The term begins on the first day of the Corporation's fiscal year.

(d) Disqualified Directors Prohibited. No person shall be appointed or elected to the Board of Directors if the appointment or election would cause the Corporation to be controlled, directly or indirectly, by one or more persons who would be a "disqualified person" with respect to the Corporation if the Corporation were a private foundation. As used in this subsection 5.2(d), the term "disqualified person" shall have the same meaning as used in § 4946(a) of the Internal Revenue Code except that the term shall not include "foundation managers" as defined in § 4946(b) of the Internal Revenue Code or one or more organizations described in paragraph (1) or (2) of § 509(a) of the Internal Revenue Code; the term "private foundation" shall have the same meaning as used in § 509(a) of the Internal Revenue Code; and references to "Internal Revenue Code" mean the Internal Revenue Code of 1986, as amended, and corresponding provisions of subsequently enacted federal Internal Revenue Codes.

5.3 Resignation. The Board of Directors may accept the resignation of any Director which is submitted, either in writing or orally, to any meeting of the Board.

5.4 Removal. Any Director may be removed at any time, with or without cause, by majority vote of the remaining Directors.

5.5 Committees. The Board of Directors, by majority vote of the Board, may designate and appoint, change or dissolve one (1) or more standing or ad hoc committees to advise the Board.

5.6 Conflicts of Interest. A Director or Officer with a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 6

MEETINGS OF THE BOARD OF DIRECTORS

6.1 Number, Date and Place. The Corporation shall hold at least one regular meeting of the Board of Directors in each calendar year. Special meetings of the Board of Directors may be called by the President or by at least one-third (1/3) of the Directors then holding office. All regular and special meetings of the Board shall be held in San Antonio, Texas, at the principal office of the San Antonio Area Foundation. The President and/or Directors calling any meeting shall designate the date, time and place of the meeting in the meeting notice.

6.2 Notice. Notice of all meetings of the Board of Directors of the Corporation, stating the date, time and place of such meeting, shall be given by any officer of the Corporation by mailing or emailing the notice to each Director at his or her address as it appears on the records of the Corporation. Notice of regular meetings shall be given at least ten (10) days' prior to the date of the meeting. Notice of special meetings shall be given at least five (5) days' prior to the date of the meeting. Notice of a special meeting to be held as a telephone meeting shall be given at least three (3) business days' prior to the meeting. No notice need be given to any Director from whom a written waiver of notice has been received.

6.3 Quorum. A quorum of the Board of Directors shall be a majority of the Board of Directors.

6.4 Action by Directors Without a Meeting.

(a) Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Directors or committee members entitled to vote. The writing may be electronic.

(b) Non-Unanimous Written Consent.

(i) Board Action. Any action that may be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting as permitted by Section 22.220 of the Texas Business Organizations Code if a consent in writing, setting forth the action to be taken, is signed by a majority of Directors and the individuals who consent to the action constitute a sufficient number of the Board of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted.

(ii) Committee Action. Any action that may be taken at a meeting of a committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a majority of the committee members.

(iii) Procedures. The written consent for action by the Board or committee must state the date of each director's or committee member's signature. The written consent of the directors or committee must be delivered to the Corporation no later than the sixtieth (60th) day after the date of the earliest dated consent. The written consent shall be delivered to the Corporation:

- (1) at the Corporation's registered office or principal place of business; or
- (2) to the officer or agent of the Corporation who has custody of the books in which proceedings of meetings of directors or committees are recorded.

Delivery of the consent to the location or individual described in the preceding sentence must be by hand, by postal mail, or by electronic mail. Postal or hand delivery must be addressed to the Corporation's President or principal executive officer at the corporation's address. Notice of the actions shall be given promptly by the President, by the Secretary, or by the principal executive officer of the Corporation to each director or committee member who did not consent in writing to the action.

6.5 Meetings by Electronic Communication. Subject to the provisions of these Bylaws for notice of meetings, members of the Board of Directors of the Corporation and members of any committee designated by the Board may participate in and hold a meeting of the members of the board or committee by means of conference telephone, video, or other remote electronic communication systems equipment by means of which all persons entitled to participate in the meeting can hear and communicate concurrently with each other. Participation in a meeting pursuant to this Section 6.5 shall constitute presence in person at such meeting, except for a person who participates in the meeting for the express purpose of objecting to the meeting being held by means of such system or objecting to transaction of any business on the ground that the meeting is not properly called or convened.

6.6 Compensation. Directors of the Corporation shall perform the normal duties associated with their respective offices without compensation. Directors who perform special or extraordinary services for the Corporation may be compensated for such services if, and only if, two-thirds (2/3rd) of all of the Directors then holding office (excluding for this purpose any Director who is also an officer and whose compensation is to be established) determine, before such services are performed, that the services are extraordinary or special in scope and also establish, before the services are performed, the amount to be paid to the Director for the full and proper performance of such services. A Director whose compensation is to be considered shall not be present for the discussion of such issue or vote on such issue.

ARTICLE 7 **OFFICERS**

7.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Any person may hold more than one office provided that the duties thereof can be consistently performed by the same person except that no one person shall at the same time hold the two offices of President and Vice President or the two offices of President and Secretary. Officers are not required to be members of the Board of Directors.

7.2 Election. The officers shall be elected by the Directors of the Corporation at each annual meeting of the Board of Directors and shall hold office for one year and until their successors have been elected and have qualified.

7.3 Removal. Any officer may be removed at any time, with or without cause, by resolution of the Directors of the Corporation at any meeting of the Board.

7.4 President. The President shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation, shall have the power and duty to perform all of the duties commonly incident to such office, and shall have the power and responsibility to perform other duties as the Board of Directors shall designate from time to time.

7.5 Vice President. The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in case of the absence or disability of the President, and shall have such other powers and perform such other duties as the Board of Directors shall designate from time to time.

7.6 Secretary. The Secretary shall keep or cause to be kept accurate minutes of all meetings of the Board of Directors, shall perform or cause the performance of all the duties commonly incident to such office, and shall perform or cause the performance of such other duties and have such other powers as the Board of Directors shall designate from time to time.

7.7 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in the financial books of the Corporation and shall perform or cause the performance of such other duties concerning the collection, custody and disbursement of the funds and other property of the Corporation as the Board of Directors may assign. If required by the Directors, the Treasurer shall give to the Corporation a bond in a sum determined by the Directors, conditioned upon the faithful performance of his or her duties and for the restoration to the Corporation in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, or other property of any kind whatsoever in his or her possession or control belonging to the Corporation.

7.8 Vacancy. If any office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall appoint a successor or successors for the unexpired term or terms.

7.9 Compensation. Officers of the Corporation shall perform the normal duties associated with their respective offices without compensation. Officers who perform special or extraordinary services for the Corporation may be compensated for such services if, and only if, twothirds ($2/3^{\text{rd}}$) of all of the Directors then holding office (excluding for this purpose any Director who is also an officer and whose compensation is to be established) determine, before such services are performed, that the services are extraordinary or special in scope and also establish, before the services are performed, the amount to be paid to the officer for the full and proper performance of such services. A Director whose compensation as an officer is to be considered shall not be present for the discussion of such issue or vote on such issue.

7.10 Delegation of Powers. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties for the time being to any other officer or officers.

ARTICLE 8

INDEMNIFICATION

8.1 Extent of Indemnification. To the greatest extent then permitted by Chapter 8 of the Texas Business Organizations Code and other applicable law, the Corporation shall indemnify and advance reasonable, actually incurred expenses to any governing or former governing person of the Corporation with respect to any proceeding in which the person was, is, or is threatened to be made a respondent because the person is or was a governing person of the Corporation. A "governing person" shall include any person who is serving or has served as a Director, officer or committee member of the Corporation, as a delegate or representative of the Corporation, or in any other capacity described in Section 1.002(35A), 1.002(37), or 8.001(4) of the Texas Business Organizations Code. Indemnification as provided in this Article 8 shall inure to the benefit of the heirs, executors, and administrators of any person who held a position described in this section.

8.2 Other Remedies. Indemnification provided in this Article 8 shall not be exclusive of any other rights to which a person who held a position identified in Section 8.1 may be entitled by law, agreement, vote of disinterested Directors, or otherwise.

8.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person (or may reimburse any such person for the reasonable and necessary cost of obtaining and maintaining personal insurance) against any liability which may be incurred by him or by her arising out of his or her status as a Director, officer, committee member, employee, delegate, or governing person of the Corporation, whether or not the Corporation would have the power to indemnify him or her against any such liability in Section 8.1.

ARTICLE 9
NONDISCRIMINATION POLICY

The Corporation shall not discriminate on the basis of race, color, sex, sexual preference, or national origin.

ARTICLE 10
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year.


ARTICLE 11
PARLIAMENTARY PROCEDURE

All meetings of the Board of Directors and any committee shall be conducted, upon request of any participant, pursuant to the parliamentary authority provided in the most recent revision of "Robert's Rules of Order."

ARTICLE 12
AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors, provided that notice of the proposed amendment or amendments shall have been given in the notice of such meeting. Amendments of the Bylaws shall require the affirmative vote of a majority of the Directors present. Notice of proposed amendments shall be given to the Directors at least ten (10) days' prior to the meeting.

ADOPTED by the Board of Directors on October 27th, 2016. AMENDED by the Board of Directors on November 18th, 2019.


Secretary