

# BYLAWS OF SENIOR AMBASSADORS COALITION

## Article I. Offices

The principal office of the corporation in the State of Texas will be located in the City of Amarillo. The corporation 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 corporation may require from time to time.

The corporation will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article II. Members

The corporation will have no members.

## Article III. Board of Directors

Section 1. **General Powers.** The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the State of Texas.

Section 2. **Number, Tenure and Qualifications.** The maximum number of Directors will be 15, although less may serve, and all shall be selected by the Board of Directors. The term of the Directors will be three years except for the initial Board elected at formation which shall have one-third with one-year terms, one-third with two-year terms, and one-third with three-year terms. Each Director will hold office until his successor will have been elected and qualified. A Director may be re-elected to the Board of Directors no earlier than one year after the expiration of his term.

Section 3. **Regular Meetings.** A regular annual meeting of the Board of Directors will be held without other notice than this bylaw in the month of January of each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of regular meetings of the Board without other notice than such resolution.

Section 4. **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 meeting of the Board called by them.

Section 5. **Notice.** Notice of any special meeting of the Board of Directors will be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice will

be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where 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 these bylaws.

Section 6. ***Quorum.*** A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. ***Manner of Acting.*** The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. ***Vacancies.*** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

Section 9. ***Compensation.*** Directors as such will not receive any compensation for their services. Nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. ***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 action so taken, is signed by all the Directors.

Section 11. ***Termination and Removal of a Director.***

The service of a member of the Board of Directors shall be terminated and removed as follows:

1. Any Director convicted of a Class B Misdemeanor or higher offense by a trial court, regardless of the pendency of any appeal, shall be automatically, immediately terminated and removed from the Board of Directors effective on the day the judgment is entered by the court.

2. Any Director who, by absence from all regular or called meetings in any combination thereof, satisfies either of the following shall be automatically, immediately terminated and removed from the Board of Directors, without notice, effective at the last meeting that causes the satisfaction of either:

- (a) Absence from three consecutive meetings of the Board of Directors unless expressly excused in advance by the President for

- (1) being out of the area in his/her employment at the time of a meeting,
  - (2) sickness, or
  - (3) caring for a sick family member, or
- (b) Absence from three meetings (regular or called) during any consecutive six month period regardless of reason.

3. Any Director may be terminated and removed from the Board of Directors by a two-thirds vote of the total number of members of Board of Directors then serving (whether or not all Directors are present at the meeting in which such vote is taken), with or without cause.

#### **Article IV. Officers**

Section 1. **Officers.** The officers of the corporation will be a President, one or more Vice Presidents (the number 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 such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority and to perform the duties prescribed, from time to time, 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 2. **Election and Term of Office.** The officers of the corporation will be elected every year by the Board of Directors at the next regular annual meeting of the Board of Directors prior to the expiration of such term. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor will have been duly elected and will have qualified.

Section 3. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President will be the principal executive officer of the corporation and will in general supervise and control all of the business and affairs of the corporation. He will preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation 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 is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. ***Vice President.*** In the absence of the President or in event of his inability or refusal to act, the Vice President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The Vice President will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice President shall also be the President-elect and shall succeed the President at the next annual election and serve as President for the following one-year term.

Section 7. ***Treasurer.*** If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. He will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article VII of these bylaws; 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 by the President or by the Board of Directors.

Section 8. ***Secretary.*** The Secretary will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director; 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 by the President or by the Board of Directors.

Section 9. ***Assistant Treasurers and Assistant Secretaries.*** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers 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 V. Committees**

Section 1. ***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 Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets

of the corporation; 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 the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. ***Other Committees.*** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of each such committee shall be one or more Directors of the corporation and such other interested persons as may be deemed qualified and willing to serve. The President shall appoint the Chairperson of each such committee who must be a member of the Board of Directors. Any members thereof may be removed by the President whenever in the President's judgment the best interests of the corporation shall be served by such removal.

***Subcommittees.*** Any committee established by the Board of Directors as provided above may establish one or more subcommittees to assist in carrying out the purpose of the committee. The committee or the Board of Directors may terminate any subcommittee at any time. The Chairperson of the committee with responsibility for oversight of the subcommittee shall serve as the liaison between such subcommittee and the Board of Directors and shall serve as an ex-officio member of the subcommittee. The Chairperson shall be responsible for reporting each month to the Board of Directors on any activities of the subcommittee, submit all requests for funding to the Board of Directors as needed and submit timely accounts of expenditures.

Each subcommittee will be comprised of one or more participants in the corporation that have currently paid their participation fees as well as others from the community who have interest in furthering the purpose of the subcommittee and demonstrate ability to contribute thereto. Any members thereof may be removed by the President whenever in the President's judgment the best interests of the corporation shall be served by such removal.

The subcommittee members shall choose the Chairperson of the subcommittee from its members who are participants in the corporation that have currently paid their participation fees and shall serve for one year. The Chairperson of the subcommittee shall communicate regularly with the Chairperson of the committee with oversight responsibility and provide all information requested by the Chairperson for reporting to the Board of Directors. All funding requests and accounts of expenditures shall be submitted to the Chairperson of the Committee for submission to the Board of Directors.

Section 3. ***Term of Office.*** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his 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 4. ***Chairman.*** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. ***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 6. ***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. ***Rules.*** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **Article VI. Contracts, Checks, Deposits and Funds**

Section 1. ***Contracts.*** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. ***Checks, Drafts, etc.*** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 corporation.

Section 3. ***Deposits.*** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. ***Gifts.*** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## **Article VII. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **Article VIII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article IX. Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Approved by the Senior Ambassadors Coalition Board of Directors and effective on November \_\_\_\_\_, 2005

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President

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Secretary

**HISTORY:**

Original Bylaws adopted November, 2005

First Amendment adopted March 18, 2008 replacing Article V, Section 2 – Other Committees