

**BY LAWS OF
EASTER SEALS - CENTRAL TEXAS, Inc.**
(A not-for-profit corporation organized under the laws of the State of Texas)

ARTICLE I

NAME
EASTER SEALS - CENTRAL TEXAS, Inc.

The name of this corporation is Easter Seals - Central Texas, Inc. (hereinafter referred to as "ESCT"). Pursuant to a Membership Agreement, ESCT has been granted a license to use the trade mark "Easter Seals" and the registered symbol, the stylized Easter Lily, which along with all other intellectual property rights of Easter Seals, Inc., ("Easter Seals") are the sole and exclusive property of Easter Seals, Inc. (hereinafter referred to as "Easter Seals" or "Easter Seals National Headquarters"). ESCT is affiliated with Easter Seals by means of a Membership Agreement between ESCT and Easter Seals (the "Membership Agreement").

ARTICLE II

PHILOSOPHY, OBJECTIVES AND PROGRAM

SECTION 1. PHILOSOPHY. The following statements express the philosophy of ESCT:

- A. ESCT is a not-for-profit corporation providing service to persons with disabilities or other special needs and to their families and caregivers.
- B. ESCT recognizes that persons with disabilities or other special needs and their families and caregivers want and need to be a part of their community life, and be accepted by their communities as individuals with rights and responsibilities.
- C. ESCT supports services provided to help children and adults with disabilities or other special needs and their families and caregivers reach their maximum capabilities and secure opportunities for their education, training and employment.
- D. ESCT is committed to assure the adequacy and effectiveness of programs and services for children and adults with disabilities or other special needs and their families and caregivers with equality, dignity and independence.
- E. To assist persons with disabilities or other special needs and their families and caregivers to find and make effective use of resources, which will be helpful to them in developing their abilities, and in living purposeful lives.
- F. To assist communities in developing necessary and appropriate services and resources for persons with disabilities or other special needs and their families and caregivers.
- G. To establish and maintain programs and services, including affordable housing programs, to meet the needs of persons with disabilities or other special needs and their families and caregivers.
- H. To empower persons with disabilities or other special needs and their families and caregivers by supporting them in obtaining their legal rights.
- I. To support integration of persons with disabilities or other special needs and their families and caregivers into the mainstream of community life.

SECTION 2. PROGRAMS.

- A. GOALS. In harmony with its stated objectives and those of Easter Seals, ESCT shall:
1. Stimulate the development of such programs and services in health, welfare, education, recreation, affordable housing, and employment as are necessary for the rehabilitation of persons with disabilities.
 2. Stimulate the development of, and conduct, educational programs for all who are concerned with services for persons with disabilities including professional personnel, parents, volunteers, and the public-at-large.
 3. Encourage the use of volunteers at all levels of ESCT.
 4. Participate in and encourage research into the causes and prevention of disabilities, and into methods of care, education and treatment of persons with disabilities.
 5. Develop and implement programs of direct services including rehabilitation, education and research.
 6. Conduct necessary fundraising activities.
 7. Cooperate and counsel with other organizations and agencies in appropriate activities relating to persons with disabilities.
 8. Do such other things and perform such other acts as ESCT may deem necessary to accomplish its purposes.
- B. In the advancement of the foregoing, it shall be the responsibility of ESCT to:
1. Comply with the Standards of Membership for Easter Seals Affiliates (as defined in the Membership Agreement) developed and maintained from time to time by Easter Seals.
 2. Develop and maintain standards for all activities carried out under Easter Seals auspices, including programs and services, personnel, membership, administrations, fundraising, communication, advocacy, public affairs and fiscal accountability.
- C. ESCT shall not discriminate on the basis of age, sex, race, color, creed, national origin, marital status, sexual orientation, disability or other classifications protected by applicable law with regard to receipt of services, appointment or election to voluntary office, or hiring, assignment to, or promotion in staff positions. All offices and facilities operating under ESCT's auspices shall be in compliance with the Americans with Disabilities Amendments Act.

ARTICLE III

MEMBERS

The Directors on the Board of Directors are considered members of ESCT. Membership is restricted to the Board of Directors and individuals appointed members by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE OF DIRECTORS. The Board of Directors of ESCT shall consist of at least ten (10) but not more than twenty-one (21) Directors elected by vote of the Board at the annual meeting of the Board or at such other time as the Board may determine. All Directors shall be elected from nominees submitted by the Executive and Governance Committee. Directors shall be chosen by the vote of the Board of Directors at the annual meeting. At each annual meeting of ESCT, one-third of the Board shall be elected for a term of three (3) years. Subject to the provisions for Section 3 of Article V, additional Directors shall be elected to fill existing vacancies. Notwithstanding the above, the Board may elect one additional Director, upon the recommendation of the Executive and Governance Committee, as the M.D. Anderson Youth Leadership Chairperson Director. The election of such Director shall be for a term of one year.

SECTION 2. QUALIFICATIONS. No employee or immediate family member of an employee (including spouse, domestic partner or companion living in the same household, children or step-children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) of Easter Seals, Easter Seals Central Texas, or any other Affiliate shall be eligible to serve as a Director (elected, honorary or ex officio) of ESCT. No President/CEO of ESCT, any other Affiliate or Easter Seals shall be eligible to serve as a Director for three (3) years after his or her employment as President/CEO has ended. A Director who has served a full term of three (3) years shall be eligible to succeed himself/herself in office for one additional term of three (3) years. For the purpose of the foregoing limitation, time served by a Director in filling a vacancy or as a Director elected for a short term of less than three (3) years shall be disregarded, whether such time be served before or after his first or second full term of three (3) years; nor shall said limitation preclude the Chairperson of the Board of ESCT from serving in the Directorship conferred upon him/her by virtue of his office as Chairperson of the Board. A former Director, who has not served as Director for at least one (1) year, shall again be eligible to serve as a Director.

SECTION 3. NOMINATION AND ELECTION OF DIRECTORS. From among individuals who are interested in the work of ESCT and who are broadly representative of community interests within Central Texas, the Executive and Governance Committee appointed by the Chairperson of the Board, shall elect nominees to fill vacancies occurring in the Board at the Annual Meeting. The provisions of said Section 3 of Article VII relating to procedures for nominating and electing Delegates and Alternates shall also apply to the nomination and election of Directors.

SECTION 4. VACANCIES. A vacancy in the office of Director may be temporarily filled by the Board until a successor shall be elected for the unexpired term by the Board at an election to be held at its next annual meeting following such vacancy.

SECTION 5. EX-OFFICIO MEMBERS. The immediate past Chairperson of the Board of ESCT may be a member of the Board or an ex-officio member of the Board, and the President/CEO shall be an ex-officio member of the Board. The election of each such ex-officio member of the Board shall be for a term of one year. Ex-officio members shall be entitled to participate in the deliberation of the Board but shall have no vote unless any such person shall then be serving a term duly elected by members of the Board.

SECTION 6. POWERS. The Board, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of ESCT. It shall cause the books and financial statements of ESCT to be audited annually by independent certified public accountants. It shall have power to receive, use, hold, invest and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for ESCT or any of its activities, or as specifically designated. The members of the Board shall conduct all of their activities in accordance with the Code of Ethics as adopted by ESCT. All Board members must complete orientation through the Volunteer Program within three months of becoming a member of the Board.

SECTION 7. MEETINGS. The ESCT Board shall hold an annual meeting. Other regular meetings, not fewer than three (3) per year, shall be held at the call of the Chairperson of the Board at the place and date specified in such call. Special meetings of the Board may be called by the Chairperson of the Board. Special meetings of the Board shall be called upon the written requests of one-third or more members of the Board. Notice of the time, place, and, in the case of a special meeting, the purpose thereof, shall be given by the Secretary or designee of ESCT to each member of

the Board not fewer than five (5) days before the date specified for such meeting. Such notice shall be by mail, telegram, facsimile or e-mail to each member at his address last recorded with the Secretary. Notice may be waived if all members of the Board individually or collectively consent in writing. Written consent or consents will be filed with the minutes of the proceedings of the Board.

SECTION 8. TELEPHONE MEETINGS. Subject to the provisions for notice required by these Bylaws for notice of meetings, Directors may participate and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meetings can hear each other. Participating in the meeting constitutes presence in person at the meeting, except when a person participates in the meeting for the purposes of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 9. ATTENDANCE AT MEETINGS. Inasmuch as attendance at Board meetings by the Directors is desirable and necessary to the proper functioning of ESCT, any Director who fails to meet the following attendance criteria may be considered for removal: 5 out of 6 Board meetings (includes Board Retreat and Budget Work Session, 3 out of 4 Committee meetings, and 2 out of 3 core events. There will be no excused or unexcused absences.

SECTION 10. QUORUM AND VOTING. A quorum for the transaction of business shall exist whenever a majority of the Board (exclusive of ex-officio members) is present in person. Each Director (excluding ex-officio Directors) shall be entitled to one vote, to be cast in person and not by proxy. Unless a greater vote is required by the Bylaws, any proposal to come before the Board shall be deemed to be adopted upon the affirmative vote of the majority of the Director's present and voting, quorum being present.

SECTION 11. FUNDAMENTAL ACTION. To approve a fundamental action, an affirmative vote of the majority of the directors in office will be required. Fundamental actions include amending the certificate of formation, and adopting or approving a plan of merger, a sale of all or substantially all of the assets, a plan of conversion, and decisions surrounding the winding up of the corporation.

SECTION 12. ACTION WITHOUT MEETING. Action may be taken by the board without a meeting if a written consent, stating the action to be taken, is signed by a majority of directors. The consent must state the date of each director's signature. Prompt notice of the taking of an action by directors without a meeting shall be given to each director who did not consent in writing to the action.

SECTION 13. CONFLICT OF INTEREST. Easter Seals Central Texas shall endeavor not to enter into business relationships with persons or entities in which its Directors, officers, staff, or members of immediate families of any of the foregoing (including spouse, domestic partner or companion living in the same household, children or step-children, siblings or step-siblings, parents, in-laws, grandparents or grandchildren) have a direct or indirect interest ("Related Transactions"). However, in the event of a potential Related Transaction, the Director holding such an interest shall fully disclose the nature of the conflict and the interest to the Board, and such Director shall not participate in, or attend, the discussions or votes regarding the proposed Related Transaction.

SECTION 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board under the provisions of the applicable State Code, the Articles of Incorporation or these Bylaws may be taken without a meeting, upon the affirmative vote in writing of not less than two-thirds (2/3) of the entire voting members of the Board to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as a unanimous vote of such Directors.

SECTION 15. COMPENSATION. No voting member of the Board will receive compensation other than reimbursement from time to time for expenses incurred on behalf of ESCT.

SECTION 16. REMOVAL OF DIRECTORS. Any Director may be removed from office at any time for any reason, upon the affirmative vote of not less than two-thirds (2/3) of the entire voting members of the Board.

ARTICLE V

OFFICERS

SECTION 1. NUMBER AND TERM. The officers of ESCT shall consist of a Chairperson of the Board, one (1) or more Vice-Chairperson (who shall be designated “First,” “Second,” etc.), a Treasurer, and a Secretary. All officers shall be elected from the Board of Directors at the annual meeting thereof to serve until the next annual meeting of the Board of Directors and until their successors shall have been elected and qualified.

The Chairperson, Vice-Chairperson, Treasurer may succeed themselves in office for one additional term if fully eligible and elected. The Secretary may succeed herself/himself/herself in office without limitation of number of terms.

SECTION 2. QUALIFICATIONS. No salaried employee of the National Headquarters or of any intermediary or local service member thereof shall be eligible to serve as any officer of ESCT.

SECTION 3. VACANCIES. All vacancies in any office of ESCT arising from any cause shall be filled for the unexpired term by election by the Board.

SECTION 4. REMOVAL OF OFFICE. Any officer may be removed from office for cause by the affirmative vote of a majority of the entire Board.

SECTION 5. DUTIES OF OFFICERS.

- A. **CHAIRPERSON OF THE BOARD.** The Chairperson of the Board shall preside at all meetings of the ESCT Board of Directors and shall act as Chairperson of the Board. The Chairperson of the Board shall be an ex-officio member of all committees, except the Executive and Governance Committee of ESCT. The Chairperson of the Board shall perform such duties as usually pertain to such office or as may from time to time be assigned to him/her by the Board. The Chairperson of the Board shall be directly responsible to the Board and shall report to the Board all important matters pertaining to the welfare of ESCT.
- B. **VICE-CHAIRPERSON.** The Vice-Chairperson, in order of designation, shall perform the duties of the Chairperson in his/her absence and shall perform such other duties as the Chairperson of the Board or the Board of Directors may from time to time designate.
- C. **TREASURER.** The Treasurer shall be responsible for all the funds and securities of ESCT, shall authorize the paying out of monies on such approvals and signatures as the Board may determine, shall be responsible for the maintenance of adequate books of account, shall present to the Board regular financial statements of receipts and expenditures and at the close of the fiscal year shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement audited by a certified public accountant.
- D. **SECRETARY.** The Secretary shall attend and be responsible for the preparation and preservation of the minutes of all meetings of the Board. The Secretary shall serve ex-officio on such committees as may be appointed by the Chairperson of the Board except the Executive and Governance Committee. The Secretary or designee shall give all notices which may be required by law or by these Bylaws. The Secretary may sign on behalf of ESCT, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Secretary shall have charge of such books, documents and papers as the Board may determine and shall do and perform such other duties as may be assigned to him/her from time to time by the Board.
- E. **ASSISTANT SECRETARY.** The Board may from time to time elect an Assistant Secretary. The Assistant Secretary may sign on behalf of ESCT, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Assistant Secretary shall do and perform such other

duties as may be assigned from time to time by the Board or by the Secretary. In the case of the Secretary's (i) absence or (ii) inability or refusal to serve, resignation, removal from office or death, the Assistant Secretary shall perform the Secretary's duties during the Secretary's absence, or for the remainder of the unexpired term, respectively.

ARTICLE VI

PRESIDENT/CEO

The Board shall employ a President/CEO of ESCT for such period of time and upon such terms and conditions as the Board may determine. No Director who served on the Board of the National Headquarters, or on the Board of any intermediary member of the National Headquarters, or on the Board of any local service member of an intermediary member shall be eligible to serve as President of the National Headquarters or of any intermediary member of the National Headquarters or of any local service member of an intermediary member for three (3) years after the Director's term of service has ended. However, where extraordinary circumstances warrant and upon approval of the Affiliates Service Committee, a Board member may temporarily assume the position of President, without pay, for a maximum of a six (6) month period. The President shall be the Chief Executive Officer of ESCT and shall have authority to employ and discharge employees of ESCT. The President shall exercise such other powers customarily given to the Chief Executive Officer of a business organization. The President/CEO shall serve ex-officio, without vote, on all committees of ESCT and shall do and perform such other duties as may be assigned to him/her from time to time by the Board.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. APPOINTMENT AND TENURE. The Chairperson shall appoint annually standing committees and such special committees as may be authorized by the Board for such period as may be necessary. Committee members shall serve until the designation of their successors, except as otherwise provided herein. The Chair of each committee shall be a member of the Board. Other committee members may be appointed by the Board Chair from among the membership of the Board and as Easter Seals Leadership Network Members or Committee members from outside of the Board. Each committee member, with the exception of ex-officio members and consultants, shall be entitled to vote at committee meetings.

SECTION 2. EXECUTIVE AND GOVERNANCE COMMITTEE. The Executive and Governance Committee shall be comprised of the officers of the Board and up to three (3) other Board members appointed annually by the Chairperson. A majority of the Executive and Governance Committee shall constitute a Quorum. The Executive and Governance Committee shall have the authority to act on the business of ESCT in emergencies and where time constraints may not permit a meeting of the entire Board. The Executive and Governance Committee may not, however, spend ESCT's money beyond amounts budgeted by the Board of Directors, or take action contrary to established current policies of the Board of Directors. Any action taken by the Executive and Governance Committee shall be ratified by the Board at its next meeting.

The Executive and Governance Committee will be notified by the Chairperson of the Board at least seven (7) days in advance of the meeting or by phone when the business of ESCT is of a critical nature. Minutes of the Executive and Governance Committee and actions of the Executive and Governance Committee shall be reported within three (3) working days to the Board of Directors in writing.

The Executive and Governance Committee shall have the following duties and responsibilities: (1) preparation of a multi-year Board development plan; (2) develop a description of duties and expectations for Board members; (3) planning and conducting annual strategic planning retreats for Board members; (4) implement Board training and development programs; (5) review and consider Easter Seals policies, affiliate service agreements, by-laws and other documents pertaining to Easter Seals; (6) design and conduct a process for self-evaluating the activities and conduct

of the entire Board; and (7) review these Bylaws and recommend amendments as necessary.

In addition, the Executive and Governance Committee shall have responsibility for ongoing recruitment of Board members and nominating candidates for (1) those Directorships on the Board required to be filled at the annual meeting and any additional vacancies then existing, (2) for the various offices of the Board, and (3) for the number of delegates to the National House to which ESCT is entitled and as many alternate delegates as are deemed necessary to act in the absence of delegates. A list of nominees for Director, delegate, and alternate delegate shall be presented to the members of the Board of Directors thirty (30) days prior to its annual meeting, and a list of nominees for officers of the Board shall be presented to the Board thirty (30) days prior to its annual meeting.

SECTION 3. STANDING COMMITTEE. The following committees, each of which shall have at least one Board member, shall be appointed annually by the Chairperson of the Board.

Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board for action.

- A. Development & Marketing Committee. The Development & Marketing Committee shall have responsibility for the financial support of ESCT's programs and services, the quality and quantity of volunteer participation in ESCT, and the internal and external image of ESCT. It shall oversee the fund-raising programs of ESCT. It shall review and make recommendations to the Board regarding fund-raising standards and regulations for ESCT.

The Development & Marketing Committee shall also oversee the management of a volunteer program for ESCT, assist in meeting the volunteer needs of ESCT, and maintain an awards program for such volunteers.

The Development & Marketing Committee shall further be responsible for creating a positive image with the public, professionals and customers of services of ESCT and for helping to increase the understanding of the objectives and programs of ESCT.

- B. Operations Committee. The Operations Committee shall have supervision on behalf of the Board of all matters relating to the funds, securities and investments of ESCT, and people strategy including but not limited to human resources policies, objectives, EEO compliance, employee development, and succession planning, as deemed necessary. It will act as the Audit Committee. It shall maintain a continuous and overall review of income and expenditures and shall make recommendations to the Board relating thereto. This committee shall annually present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, review regularly ESCT's fiscal position and make recommendations to the Board relating thereto. It shall also consider and advise upon any other matters relating to fiscal management of ESCT and shall ensure that a certified audit, performed by an independent certified public accountant, which includes Statements of Financial Position, Statements of Activities and Changes in Net Assets, Statements of Cash Flows and Statements of Functional Expense is completed and submitted to Easter Seals by December 1 following the end of the fiscal year.

The Operations Committee, with the Chairperson, shall have authority to act on behalf of the Board on all financial matters which cannot be delayed until the Board's next regularly scheduled meeting. The Operations Committee, with the written consent of the Chairperson of the Board, is authorized to approve (unbudgeted) expenditures of up to no greater than an outstanding unratified total balance of Thirty Thousand Dollars [\$30,000] until and only to the extent any such expenditures have been finally ratified by the Board. For example, if the Operations Committee has approved \$28,000 in such expenditures that have not yet been ratified, the Operations committee shall not approve any more such expenditures in excess of \$2,000.00 until such time and to the extent that the Board ratifies such expenditures. Any action taken by such committee pursuant to the foregoing authority shall be reported to the Board at its next regular meeting.

- D. Social Venture Committee. The Social Venture Committee shall have the responsibility for identifying needs for programs and planning, implementing and evaluating the programs of ESCT. This committee shall determine the quality of services by reviewing and making recommendations to the Board regarding program performance and by monitoring compliance with appropriate standards.

This committee shall have responsibility for assuring an ongoing planning process for ESCT, including coordinating the annual plans and work of each committee, monitoring and modifying when necessary the long range plan of ESCT, and serving as liaison between the Operations Committee and the other committees of the Board.

SECTION 4. EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE.

- A. **APPOINTMENT.** This committee shall consist of the Governance Committee of the Board of ESCT and one or more other board members, who shall be selected by the Chairperson of the Board.
- B. **RESPONSIBILITIES.** This committee shall evaluate the performance and review the compensation of the President/CEO as approved by the Board, in conformity with the ESCT Executive Compensation philosophy and process no less than once a year.

ARTICLE VIII

FISCAL YEAR

The Fiscal Year of ESCT shall begin on September 1 of each year and end on August 31 of the next succeeding year.

ARTICLE IX

USE OF NAME AND SYMBOLS OF ESCT

It is hereby reaffirmed that the name "Easter Seals Central Texas" and the stylized Easter Lily by which it is identified are the lawful property of the National Headquarters. Accordingly, in the event of the dissolution of ESCT or in the event its affiliation with National Headquarters shall be terminated, voluntarily or involuntarily, ESCT shall thereupon immediately discontinue the further usage of such name and symbol, and of any other name or symbol which may hereafter be adopted by the National Headquarters and authorized for use by ESCT, and will promptly take all required action under State law to amend its charter to change its name to a name which does not contain the words "Easter" or " Seal" and which is not otherwise confusingly similar to its present name. ESCT understands and consents that the provisions of this Article may be enforced by injunction at the suit of the National Headquarters in addition to any other remedy which may be provided by law.

ARTICLE X

INDEMNIFICATION

ESCT shall indemnify any and all of its Directors, officers, or staff or former Directors, officers, or staff against all costs and expenses reasonably incurred by them or any of them in conjunction with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors, officers, or staff (such expenses to include the cost of reasonable settlements made with a view toward curtailment of the cost of litigation) except in relation to matters as to which any such Director, officer, or staff shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, or otherwise.

ARTICLE XI

DISSOLUTION

Upon dissolution of this corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time perform services for the benefit of persons with disabilities and qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation 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 XII

AMENDMENTS

These Bylaws may be amended by the affirmative vote of not less than a majority of the Directors at any regular meeting, or at any special meeting called for that purpose, provided copies of the proposed amendment or amendments have been distributed to each Director with the notice of such meeting.

ARTICLE XIII

RULES AND PROCEDURES

Unless otherwise provided in these bylaws, “Robert’s Rules of Order Newly Revised” shall be observed as the rules of procedure for all meetings of the Board and the committees provided for in these bylaws.

(The Bylaws of the Easter Seals - Central Texas, Inc. consists of the foregoing thirteen Articles.)

Approved by the Board of Directors, as revised, on July 29, 2015, in Austin, Texas.