

**BYLAWS  
OF  
GATEWAY TO CARE**

**ARTICLE I**

**NAME AND PURPOSE**

**1.1 Name**

The name of the corporation is Gateway to Care (“Corporation”).

**1.2 Purpose**

This Corporation is organized exclusively for charitable purposes as set forth in the Articles of Incorporation of the Corporation and as defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). More specifically, the Corporation is organized solely as an organization described in section 501(c)(3) of the Code, and exempt from taxation under section 501(a) of the Code. The Corporation shall be operated exclusively for such purposes, and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of charitable and educational purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

### **1.3 Registered Office**

The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the board of directors may from time-to-time determine or as the activities of the Corporation may require.

## **ARTICLE 2**

### **MEMBERS**

#### **2.1 Number, Powers and Duties**

This Corporation shall have the members set forth on Attachment A to these Bylaws, which is hereby incorporated by reference into this Agreement. The members shall exercise such rights and perform such duties as required or permitted by law, the Articles of Incorporation of Corporation, or these Bylaws.

#### **2.2 Classes of Members**

The members of this Corporation shall be divided into two classes: Members and Affiliates. The identity of the initial Members and Affiliates is set forth on Attachment A. The composition of Attachment A may change from time-to-time in accordance with these Bylaws.

#### **2.3 Annual Meeting**

The Members shall hold an annual meeting at such date and time as may be designated from time-to-time by the Members to transact any business as may lawfully come before the meeting.

#### **2.4 Special and Additional Meetings**

The Members may call in their discretion special and additional meetings. The chair of the Board, Executive Director, or the secretary shall give two days notice of any such regular or special meeting either personally or by mail, email, telecopy, telex or telegraph.

## **2.5 Action Reserved by the Members**

The following matters are reserved to the Members and shall require the affirmative action of a majority of the Members present at a meeting subject to due notification of the meeting to be effective:

- (a) Restatement or amendments to Articles of Incorporation or Bylaws of Corporation.
- (b) Any change in the tax-exempt status of Corporation.
- (c) Merger, sale, conveyance, consolidation, or dissolution of Corporation.
- (d) Any transfer or conveyance of assets, financial commitment, or incurrence of debt or other liability of Corporation in excess of \$100,000.
- (e) Addition or removal of any Member or Affiliate Organization.
- (f) Election of the board of directors.

## **2.6 Conference Telephone**

The Members may participate in a meeting through use of a conference telephone or similar communications equipment so long as all participants in such a meeting can hear one another.

## **2.7 Action by Members**

Any action which may be required by law, the Corporation's Articles of Incorporation, or these Bylaws to be taken by the Members shall be evidenced in writing, signed by an authorized representative of the Members for and on behalf of the Members and shall be filed in the minute book of the Corporation as part of the permanent records of the Corporation.

## **2.8 Non-Liability of Members**

The Members shall not be individually or collectively liable for the debts, liabilities, or obligations of the Corporation.

## **2.9 Member Responsibilities**

Members must agree in writing (i) to support the mission of the Corporation, (ii) to attend at least 60% of all meetings of the Members, (iii) to pay the membership contributions if any, and, (iv) to cooperate and work with other Members, as appropriate and reasonable and as consistent with each such Member's own mission and purposes, to achieve the objectives of the Corporation.

## **2.10 Addition and Termination of Members**

Any Member may at anytime in its sole discretion withdraw as a Member of the Corporation. Any Member that fails to make a required membership contribution, as established by the Board, will be deemed to be automatically removed as a Member. The Members may in their sole discretion add or remove Members in accordance with Section 2.5 above. In any of these events, Attachment A will be automatically amended accordingly.

## **2.11 Affiliate Members**

One or more representatives from Affiliate Members and individual Affiliate Members may attend all meetings of the Members but Affiliates have no reserved powers or any rights to vote on any matter. All Affiliate Members must agree (i) to support the mission of the Corporation and (ii) to attend meetings of the Members that are relevant to such Affiliate Member's interests or mission. Affiliate Members will not be subject to a membership contribution.

# **ARTICLE 3**

## **BOARD OF DIRECTORS**

### **3.1 Numbers, General Powers and Membership Contribution**

Except as provided by applicable law, the Articles of Incorporation, or in these Bylaws, the direction and management of the affairs of the Corporation and the control and disposition of

its properties and funds shall be vested in a board of directors (“Board”) which shall consist of not less than three (3) persons. Such number of directors shall from time-to-time be fixed and determined by the Members and shall be set forth in the notice of any meeting of the Members held for the purposes of electing directors. Until changed by the Members in accordance with these Bylaws, the number of directors constituting the Board shall be three. This initial three-person Board (“Organizational Board”) shall serve until such time as the Nominations Committee has designated and the Members appointed nine persons (“Initial Board”) to replace the Organizational Board and has determined the specific terms of these nine persons as contemplated in Section 3.2. Thereafter, the number of directors constituting the Board shall be *between nine and thirteen* as determined by the Board as needed to support the activities of GTC. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person(s), provided that the business, property and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board may make appropriate delegations of authority to the officers of the Corporation, and may authorize one or more committees to act on its behalf under a specific written delegation of authority. The Board has exclusive power and authority (i) to adopt the original Bylaws of the Corporation, (ii) to authorize the filing of an application for tax-exemption, and (iii) to determine and set the initial and any future membership contributions if any applicable to all Members.

### **3.2 Tenure**

Each director shall serve for a term of three years following the date of appointment and until his or her successor shall have been appointed, unless he or she dies or is sooner removed or resigns pursuant to these Bylaws; however, directors constituting the Initial Board shall serve original terms of office as follows:

- (f) Three shall serve an original term of office commencing upon the inception of the Corporation and ending upon the date of the 2007 annual meeting of the Board thereafter or until their successors have been appointed;
- (g) Three shall serve an original term of office commencing upon the inception of the Corporation and ending upon the date of the 2008 annual meeting of the Board thereafter or until their successors have been appointed; and
- (h) Three shall serve an original term of office commencing upon the inception of the Corporation and ending upon the date of the 2009 annual meeting of the Board thereafter or until their successors have been appointed.

The determination of which directors named as initial directors in the Articles of Incorporation shall serve original terms of office as set forth hereinabove shall be determined in accordance with Section 3.1.

### **3.3 Term**

No director may serve more than two consecutive terms. Notwithstanding the foregoing, a former director who has served two consecutive terms shall be eligible for reappointment as a director after an absence from serving as a director for one year or more.

### **3.4 Vacancies, Election**

A vacancy shall be declared in any seat on the Board upon the death, resignation or removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable (as defined in Section 11.7) of participating in the management and affairs of the Corporation. Any vacancy occurring in the Board shall be filled in accordance with the following procedure: The Nominations Committee of the Board shall nominate a director for consideration by the Board. The Board shall then elect and appoint a candidate to fill the vacancy. In case of election to fill a vacancy, the term of the successor shall be for the unexpired term for which the former occupant thereof was elected. A director elected by virtue of an increase in the number of directors of the Corporation shall hold office until the next

annual meeting of the Board. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

### **3.5 Resignation of Directors**

Each director shall have the right to resign at any time upon written notice thereof to the chair or secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **3.6 Removal of Directors**

The Members may remove at any time a director from the Board when such removal is determined by a majority of the Members present at a meeting subsequent to due notice of the meeting to be in the best interest of the Corporation. The Board may remove a director from the Board at any time when such removal is determined by the Board to be in the best interest of the Corporation.

### **3.7 Annual Meeting**

The annual meeting of the Board for the election of officers and the transaction of such other business as may lawfully come before the meeting shall be held at such time and on such day as established from time-to-time by the Board. The chair of the Board or the secretary of the Corporation shall give a minimum of two days notice of such meeting to each director, either personally or by mail, email, telecopy, telex or telegraph.

### **3.8 Order of Business**

The order of business at the annual meeting shall be as follows:

- (i) Roll call.
- (j) Reading of the notice of the meeting.
- (k) Reading of the minutes of the preceding meeting and action thereon.

- (l) Election of directors by Board.
- (m) Reports of officers.
- (n) Election of officers.
- (o) Miscellaneous business.

### **3.9 Additional Meetings**

Regular meetings of the Board shall be held no less than quarterly and additional special meetings shall be held whenever called by a majority of the Members, chair of the Board of the Corporation or upon written request of any two directors. The chair of the Board, Executive Director, or the secretary shall give two days notice of any such regular or special meeting either personally or by mail, email, telecopy, telex or telegraph.

### **3.10 Quorum for Meetings**

A majority of the directors shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws. Attendance by a director in the form approved in Section 3.12 shall constitute their presence for purposes of determining a quorum.

### **3.11 Voting**

The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law or these Bylaws.

### **3.12 Conference Telephone or other Remote Communications Technology**

Directors may participate in a meeting through use of (a) a conference telephone or similar communications equipment so long as all participants in such a meeting can hear one another; or (b) another suitable electronic communications system, including video conferencing technology or the Internet, only if (i) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (ii) the system provides access to the

meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Attendance by a director in this form shall constitute their presence for purposes of determining a quorum.

### **3.13 Compensation**

Directors, as such, shall not be entitled to any stated salary for their services but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each meeting of the Board.

## **ARTICLE 4**

### **COMMITTEES**

#### **4.1 Committees**

The Board may designate one or more committees as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board upon its designation. Each committee shall consist of two or more persons appointed by the Board who may, but need not be, directors of the Corporation. The appointed members may invite other persons to be on the committee. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board. Upon the completion of the task for which designated, such committee shall stand dissolved. The Board will create a standing Nominations Committee to nominate persons to fill vacancies on the Board of Directors.

#### **4.2 Delegation of Power**

In the event the Board delegates any of its powers to a committee, any actions by such committee shall be subject to approval by the Board and, if required by these Bylaws, the Articles of Incorporation or law, the members.

### **4.3 Quorum and Voting**

A majority of the members of any committee in attendance in the form approved in Section 3.12 shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

### **4.4 Meetings and Notices**

Meetings of any committee may be called by the chair of the Board or the chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meetings. Each committee shall keep minutes of its proceedings.

### **4.5 Resignations and Removals**

Any member of any committee may resign at any time by giving notice to the chair of the committee or the secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board as provided in these Bylaws.

### **4.6 Vacancies**

A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

## **ARTICLE 5**

### **GENERAL OFFICERS**

#### **5.1 Election**

The officers of the Corporation shall be an executive director, a chair, and a secretary of the Board of Directors and may include a vice chair, a treasurer and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of one year and until their successors are elected and qualified. The offices of chair and secretary may not be filled by the same person, but all other offices may be filled by the same person.

#### **5.2 Attendance at Meetings**

The chair of the Board, and in his or her absence, the vice chair, shall call meetings of the Board to order, and shall act as chair of such meetings. The secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the secretary, the chair of the Board may appoint any person present to act as secretary of the meeting.

#### **5.3 Duties**

The principal duties of the several officers are as follow:

- (a) Chair of the Board. He or she shall preside at all meetings of the Board, and may exercise the powers vested in him or her by the Board, by law or these Bylaws, or which usually attach or pertain to such office.
- (b) Vice Chair of the Board. He or she shall preside at all meetings of the Board in the absence of the Chair, will perform the duties of the Chair in the event that the Chair resigns or is incapacitated until a new Chair is selected by the Board, and may exercise the powers vested in him or her by the Board, by law or these Bylaws, or which usually attach or pertain to such office.
- (c) Secretary. The secretary shall (i) have charge of the records and correspondence of the Corporation under the direction of the president, (ii) shall be the custodian of the seal of the Corporation, if one is adopted, (iii) give notice of and attend all

meetings of the Members and Board, (iv) take and keep true minutes of all meetings of the Members and Board of which, ex officio, he or she shall be the secretary, and (v) shall perform such other duties as may be assigned to him or her from time-to-time by the Board. Any of the above duties may be delegated to a staff member of the corporation as long as the secretary retains oversight.

- (d) Treasurer. The treasurer shall (i) keep account of all moneys, credits and property of the Corporation which shall come into his or her hands and keep an accurate account of all money received and discharged, (ii) except as otherwise ordered by the Board, have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate, (iii) keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Members and Board, (iv) submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Members and Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, provided, however, that any such checks must be signed by the treasurer and president, (vi) make such transfers and alterations in the assets of the Corporation as may be ordered by the Members or Board, (vii) in general, perform all the duties which are incident to the office of treasurer, subject to the Board, and (viii) perform such additional duties as may be prescribed from time-to-time by the Board. Any of the above duties may be delegated to a staff member of the corporation as long as the treasurer retains oversight. The treasurer shall give bond only if required by the Board.
- (e) Executive Director. The executive director shall be the chief executive officer of the Corporation and serves in an ex-officio capacity on the Board. He or she shall have general charge and supervision of the business, property, and affairs of the Corporation. The executive director shall see that all orders and resolutions of the Board are carried into effect. The executive director shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time-to-time by the Board. The selection and supervision of the Executive Director is the responsibility of the Board.
- (f) An immediate past chair of the Board may at the discretion of the Board, have the opportunity to serve an additional year on the Board with a vote after reaching his or her term limit.

#### **5.4 Resignation**

Any officer may resign at any time by giving written notice thereof to the chair or secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take

effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

### **5.5 Removal**

Any officer may be removed, either with or without cause, by the Board at any meeting of the Board at which a quorum is present.

### **5.6 Vacancies**

Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the chair of the Board subject to ratification by the Board at its next meeting subsequent to such appointment. Such new officer shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

## **ARTICLE 6**

### **APPOINTIVE OFFICERS AND**

### **AGENTS**

The Board may appoint such officers and agents in addition to those provided for in Article 5, as may be deemed necessary, who shall have such authority and perform such duties as shall from time-to-time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

## **ARTICLE 7**

### **NOTICES**

#### **7.1 Form of Notice**

Whenever under the provisions of these Bylaws, notice is required to be given to any Member, director, or committee member and no provision is made as to how such notice shall be

given, it shall not be construed to mean personal notice, but any such notice may be given by email or in writing by mail, postage prepaid, addressed to such Members, director, or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid. Except as may be otherwise provided by law, the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

## **7.2 Waiver**

Whenever any notice is required to be given to any Member, director or committee member under the provisions of these Bylaws, 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 equivalent to the giving of such notice. Attendance of a Member, director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a Member, director or committee member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE 8**

### **ACTION BY WRITTEN CONSENT**

#### **8.1 Action by Majority Written Consent**

Any action required to be taken, or which may be taken at a meeting of the Members, Board, or a committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the Members, directors or committee members as would be necessary to take that action at a meeting at which all of the Members, directors, or committee members were present and voted.

## **8.2 Form of Consent**

Each consent shall bear the date of the signature of each Member, director or committee member who signs the consent. A written consent signed by less than all of the Members, directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation, a consent or consents signed by the required number of Members, directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of the Members, Board or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the chair or principal executive officer of the Corporation.

## **8.3 Notice to Members, Directors, and Committee Members**

Prompt notice of the taking of any action by the Members, Board or a committee without a meeting by less than unanimous written consent shall be given to all Members, directors, or committee members who did not consent in writing to the action.

## **8.4 Validity of Consent**

A telegram, telex, cablegram, email or similar transmission by a Member, director, or committee member or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Member, director, or committee member shall be regarded as signed by the Member, director, or committee member for purposes of this Article 8.

**ARTICLE 9**  
**INDEMNIFICATION OF**  
**DIRECTORS AND OFFICERS**

**9.1 Indemnification**

Article 1396-2.22A of the Texas Non-Profit Corporation Act permits the Corporation to indemnify its present and former directors and officers to the extent and under the circumstances set forth therein. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by such Article promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make all necessary determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Article and subject to the conditions thereof.

**ARTICLE 10**  
**AMENDMENTS**

The initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal these Bylaws or to adopt new bylaws shall be vested in the Members, but such power may be delegated by the Members to the Board.

**ARTICLE 11**  
**GENERAL PROVISIONS**

**11.1 Annual Review**

Annually, the Board and any Board committee with any power of the Board shall conduct a review of its activities to determine that such activities are in accordance with, support and further the charitable purposes of the Corporation.

### **11.2 Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board; provided, that if such fiscal year is not fixed by the Board it shall be the calendar year.

### **11.3 Seal**

The Board may adopt a corporate seal to be in such form and be used in such manner as the Board shall direct.

### **11.4 Books and Records**

The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its Members, its Board, and each committee of its Board. Such records shall contain the names and addresses of all past and current member(s) of the Corporation and the number of member interests, if any, issued by the Corporation held by each of them.

### **11.5 Invalid Provisions**

If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be added automatically as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

### **11.6 Headings**

The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

### **11.7 Permanent Incapacity**

Any member of the Board who shall be incapable of participating in the management and affairs of the Corporation for a continuous period of six months shall be deemed to be “permanently incapacitated” within the meaning of that term as used in Section 3.4 of these Bylaws.

**CERTIFICATE**

I, the undersigned officers of Gateway to Care (“Corporation”), a Texas non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on December 19, 2005 and July 15, 2008, by the amended vote of all of the directors of the Corporation then in offices.

Dated: \_\_\_\_\_

**GATEWAY TO CARE**

Name: \_\_\_\_\_

Title: Secretary of the Board

**ATTACHMENT A**  
**LIST OF MEMBERS AND AFFILIATE MEMBERS**