

Cal Farley's Boys Ranch Alumni Association
BYLAWS
Dedicated to the Memory of Cal and Mimi Farley
(As Amended 1/16/2021)

Article I - Membership

Section 1: Voting Membership

Any boy, girl, or staff child who resided at Cal Farley's Boys Ranch or Girlstown USA (BR/GT), who has paid his or her annual dues is entitled to membership in Cal Farley's Boys Ranch Alumni Association (CFBRAA).

Section 2: Associate Membership

Any current or former employee of BR/GT who has paid his or her annual dues is entitled to membership in the CFBRAA as an Associate Member.

Any current Director or former Director of Cal Farley's Inc who has paid his or her annual dues is entitled to membership in the CFBRAA as an Associate Member. An Associate member is entitled to all the benefits as a Voting Member except the right to vote or serve as a director or officer of the Association.

Section 3: Honorary Lifetime Membership

Any individual may be nominated by a member of the Association and approved by the BOD or at the General Membership Meeting for Honorary Lifetime Membership.

Section 4: General Membership Meeting

CFBRAA shall hold an annual General Membership Meeting in conjunction with the Cal Farley's Rodeo on Labor Day weekend. Unless otherwise designated, the General Membership Meeting shall be held on the Saturday of the weekend at the site designated by the BOD and published on the Association web site.

Section 5: Voting

Any alumnus who is a current, dues-paid Voting member of the CFBRAA is allowed to vote at the General Membership Meeting. All voting shall be in accordance with Robert's Rules of Order.

Section 6: Chartered Chapter Affiliates

- a. The BOD shall grant charters to local or regional chapters in accordance with Board-adopted policies. Bylaws of local chapters must not conflict with the provisions of these bylaws. The BOD shall not exercise direct governance or oversight of said chapters, but reserves the right to govern the use of the Association's emblem and marks and to revoke the charter of local chapter.
- b. Local dues shall not supplant Association dues. The CFBRAA shall not be involved or hold any responsibility for the financial affairs of any local chapter, nor shall any local chapter be held responsible for any obligation of the Association.

Article II - BOD

Section 1: Powers

The CFBRAA BOD shall have authority to formulate and administer policy for, the CFBRAA.

Section 2: Eligibility

No person shall be eligible to be a director unless that person is an active member.

Section 3: Number of Directors

The BOD shall be comprised of not more than eighteen (18) directors.

Section 4: Election of Directors

- a. Active members at the General Membership Meeting shall elect directors.
- b. The Executive Committee will submit names of members to be considered as Directors at the General Membership Meeting.
- c. Nominations by CFBRAA Members for Directors may also be taken from the floor at the General Membership Meeting.
- d. Vacancies occurring on the BOD between General Membership Meetings may be filled by a two-thirds affirmative vote of the remaining Board members. Such vacancies filled by the BOD shall be for the un-expired term only.

Section 5: Terms of Directors

- a. Members of the BOD shall be elected at the General Membership Meeting to serve for a term of three (3) years.
- b. Approximately one-third (1/3) of the BOD shall be elected each year.

Section 6: Removal of Directors

Members of the BOD may be removed from service on the Board in any of the following ways:

- a. Death
- b. Resignation
- c. For cause; by a two-thirds affirmative vote of the BOD:
 - For this to occur
 1. Seventy-five percent of the qualified BOD must be present at the meeting to remove any other BOD member from his/her position.
 2. The cause and intention to remove the Director shall be sent to the last known address of said Director no less than thirty days prior to the meeting to remove.
 3. The member shall be entitled to sit before the body considering his/her removal, and make any presentation before that body that he/she may desire.
 4. There is no appeal after a two-thirds voted has been taken by the BOD.
 5. After this vote concerning said Director, the incident or circumstances justified as cause for removal may not be brought against them again within the remainder of the Director's term.

Section 7: Meetings of the BOD

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- a. **Presiding Officers:** At all meetings of the BOD, the President shall preside as Chairperson, and the Secretary of the BOD shall take minutes of the meetings.
- b. **Roll of Persons Present:** the Secretary shall note in the minutes of all BOD meetings, the names of all persons present at the meeting.
- c. **Quorum:** A majority of the BOD, shall constitute a quorum. Except where specifically provided otherwise in these Bylaws, the vote of a majority of the Directors present and voting shall be necessary for the adoption of any matter voted upon by the BOD. Voting by proxy shall not be allowed.
- d. **Rules of Order:** To the extent that they are not contrary to the Texas Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the latest edition of Robert's Rules of Order shall govern procedure at all meetings of the BOD.

Section 8: Called Meetings

The BOD shall meet upon the call of the President or upon the call of any three (3) members of the BOD. The call shall be forwarded to all BOD members at their most current email address and shall include an agenda of items to be considered at the meeting. The business conducted at each meeting shall be limited to those items listed in the agenda, except upon a majority vote of those directors present and voting. The agenda for each meeting of the BOD shall be made available to all BOD members via email and/or posting on the CFBRAA website, at least 4 days prior to regularly scheduled or called meetings unless the subject is urgent, requiring immediate attention.

Section 9: Telephone Conferences

Telephone conferences of the BOD may be called and shall be considered meetings under Sections 7 and 8 of this Article.

Article III - Officers of the Corporation

Section 1: Officers

The officers of CFBRAA shall consist of a President, a Vice President, a Secretary, and a Treasurer. The BOD may appoint such other officers, as it deems necessary, and in so doing shall define their respective duties and terms of office. All officers serve without pay, volunteering their time and efforts for the benefit of the CFBRAA.

Section 2: Eligibility

No person shall be eligible to be an officer of the Association unless that person is a member of the BOD.

Section 3: Election and Term of Officers

Following the adjournment of the General Membership Meeting, the BOD shall convene for the purpose of holding the organizational meeting. At this meeting, the BOD shall elect from its membership a President, a Vice President, a Secretary, and a Treasurer. The term of office for each of the previously mentioned officers shall be for one (1) year beginning upon election and ending when his or her replacement is elected, or the officer ceases to be an active member of the BOD.

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Section 4: Vacancies

If at any time, the office of President shall become vacant, the Vice President shall become President and the Vice President position shall be filled by a special election at the next meeting of the BOD. If at any time the BOD shall determine that one of the other officers of the Association is unable or unwilling to complete the term to which they were elected or appointed, the BOD shall declare a vacancy, and at the next meeting of the BOD, shall fill that vacancy by special election.

Section 5: Duties

- a. **President:** The President shall preside as Chairperson at all meetings of the BOD and the General Membership Meeting. The President shall sign official documents, and shall perform such other duties as usually pertain to the office of President.
- b. **Vice President:** The Vice President shall perform the duties of the President in the event of the disability, absence, death, resignation, or other inability of the President to perform such duties. The Vice President shall also perform such other duties and further duties as may be assigned to him/her or authorized by the BOD.
- c. **Secretary:** The Secretary shall make and keep, or cause to be made and kept, correct records or minutes of the proceedings of the BOD, and shall perform such other duties as are normally performed by Secretaries of corporations, and such other duties as may be imposed upon him/her or authorized by the BOD.
- d. **Treasurer:** The Treasurer shall have responsibility for handling and accounting of all funds and property of the CFBRAA. The Treasurer shall provide direction and oversight to any and all who handle monies of the Association assuring that the Financial Policies of the Association are followed completely.

Article IV - Projects and Finances

Section 1: Reports

At each meeting of the BOD and at the discretion of the President and the General Membership Meeting, the President shall require an oral or written report from the Chairperson of each committee responsible for any project being carried on by the Association. Each said report shall include a detailed accounting of project finances.

Section 2: Annual Budget

The Finance Committee will prepare and recommend an annual operating budget to the BOD prior to the end of the fiscal year. The BOD will adopt an operating budget for each fiscal year.

Section 3: Financial Policies

The BOD shall adopt Financial Policies and conduct fiduciary responsibilities according to those policies. The Finance Committee will review the Financial Policies at least bi-annually (every two years) and bring recommended changes to the BOD for action.

Section 4: Dues

Dues are set by the BOD and are subject to ratification by a majority of active members during the General Membership Meeting.

Article V - Committees

Section 1: Executive Committees

The Executive Committee shall be composed of the Chairpersons of each Standing Committee and the officers of the BOD. The BOD shall elect the Chairperson of the Executive Committee. This Committee shall provide oversight to the Association between General Membership and BOD Meetings and serve as the Nominating Committee for the Association. The Executive Director may not serve as a voting member of the Executive Committee.

Section 2: Standing Committees

a. Finance Committee:

The Treasurer shall serve as a non-voting member of the Finance Committee. The Finance Committee shall review, direct and coordinate the financial transactions of the Association. Its work shall include supervision of disbursements of all funds for the current fiscal year, the planning of the budget for the coming year, and administering the current budget.

b. Membership Committee:

The primary duty of the Membership Committee is to promote membership in the Association. This Committee is responsible for administering the Association database, and, planning and promoting activities to achieve CFBRAA objectives.

c. Scholarship Committee:

The responsibility of the Scholarship Committee is administration of the CFBRAA scholarships in keeping with the approved Scholarship Policies.

d. Crisis Support Committee:

The responsibility of the Crisis Support Committee is administration of the CFBRAA crisis support services in keeping with the approved Crisis Support Policies.

e. Annual Meeting Committee:

The responsibility of the Annual Meeting Committee is promotion and organization of the General Membership Meeting of the Association and associated events. The Committee will develop and administer a budget for the events, set the schedule, promote sponsorships, arrange for facilities, coordinate activities and staffing.

All Standing Committees shall consist of seven (7) to nine (9) members elected by the BOD. Only active members of the CFBRAA may serve on Standing Committees. The Executive Committee may fill vacancies of unexpired terms as necessary. Members may serve three year terms with approximately one third of the Committee rotating off each year. Members may serve up to three consecutive terms. At least two members of the BOD will be serving on each Standing Committee at all times. The Chairperson of each Standing Committee will be an active member of the BOD.

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Section 3: Other Committees

The BOD may designate and appoint other committees, each of which shall be comprised of at least one Director and such other persons as may be appointed by the BOD. Said committees, to the extent designated by the BOD, shall have and exercise the authority of the BOD in the management of the Association.

Standing and/or appointed committees may appoint sub-committees responsible only to the committee appointing them.

Section 4: Committee Limitations

No Committee (standing or appointed) shall have the authority to:

- a. Amend, alter, or repeal the Bylaws or Policies of the CFBRAA;
- b. Elect, appoint, or remove any member of any such Committee or any Director or officer of the CFBRAA;
- c. Amend the Articles of Incorporation;
- d. Adopt a plan of merger or a plan of consolidation with another corporation;
- e. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the CFBRAA;
- f. Authorize the voluntary dissolution of the CFBRAA or to revoke proceedings therefore;
- g. Adopt a plan for the distribution of the assets of the CFBRAA; or
- h. Amend, alter, or repeal any resolution of the BOD, which by its terms provides that it shall not be amended, altered, or repealed by such committee.

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

Section 5: Executive Director

The CFBRAA may choose to employ the services of an Executive Director. The Executive Director shall be appointed by the BOD and is responsible directly to the Executive Committee of the Association. At the discretion of the BOD, the Executive Director may serve as a non-voting member of the BOD and may serve as Secretary and / or Treasurer of the Association. The responsibilities and guidelines for the Executive Director are outlined in the Policies of the CFBRAA.

Article VI - Seal and Execution of Instruments

Section 1: Seal of CFBRAA

The seal of the corporation shall be circular in form and shall bear on its outer edge "CFBRAA" and in the center the word "Seal". The BOD may change the form of the seal or the inscription thereon at pleasure.

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Section 2: Logo of CFBRAA

The logo of the corporation shall be circular in form and shall bear, on its outer edge, "CFBRAA" and can only be used with the permission of the BOD.

Article VII - Amendments

Section 1: Amendments of Bylaws

These Bylaws may be amended by a two-thirds vote of the Directors entitled to vote at a meeting of the BOD at which seventy-five percent of the Directors are present, after such proposed amendment shall have been proposed in writing and filed with the Secretary by a Director at least ten (10) days prior to such a meeting. It shall be the duty of the Secretary to forthwith cause to be mailed a copy of such proposed amendment to each Director. Such proposed amendment may be rejected, adopted, or altered and adopted at the meeting where it is considered, provided, however, that such alteration, if any, shall be germane to the proposed amendment. By written consent of the entire BOD on file with the Secretary at the time of consideration of the proposed amendment, the proper filing of the proposed amendment with the Secretary may be waived.

Section 2: Amendment of Charter

The Articles of Incorporation of CFBRAA may be amended in the same manner by which these Bylaws may be amended as specified in the preceding section.

Section 3: CFBRAA Policies

The BOD shall have exclusive authority to approve and amend the Policies of the CFBRAA. Approval of new policies or amendments to previously adopted policies requires a majority vote of the BOD in official (organizational or called) business session.

Section 4: Effectuating Amendments

Amendments made to the Bylaws or Policies in pursuance of Sections 1 or 3 of this Article shall be effective forthwith unless the resolution adopting the amendment specifies a future date upon which such amendment shall become effective. Amendments to the Articles of Incorporation adopted in pursuance of Section 2 of this Article shall become effective when filed with the Secretary of State of Texas, and the proper officers shall cause the certificate or evidence of such amendment to be promptly and properly prepared, executed, and filed after the authorization thereof as above provided.

Article VIII - Indemnification

Section 1: When Indemnification Is Required, Permitted, and Prohibited

- a. The Association will indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the Association's request as a director,

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officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

- b. The Association will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit from the Association. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
- c. The Association will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this paragraph, the Association may indemnify a director, officer, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association will not indemnify any person in any situation in which indemnification is prohibited by paragraph (b.) of this Section.
- e. The Association may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph (c.) of Section 3, below, have been satisfied. Furthermore, the Association will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Association or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2: Extent and Nature of Indemnity

The indemnity permitted under these bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3: Procedures Relating to Indemnification Payments

- a. Before the Association may pay any indemnification expenses (including attorney's fees), the Association must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be

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reimbursed are reasonable, except as provided in subparagraph (c), below. The Association may make these determinations and decisions by any one of the following procedures:

1. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 2. If such a quorum cannot be obtained, by a majority vote of a committee of the BOD, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
 3. Determination by special legal counsel selected by the BOD by the same vote as provided in subparagraphs (1) or (2), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- b. The Association will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(3), above, governing selection of special legal counsel. A provision contained in the articles of the Association, or a resolution of members or the BOD that requires the indemnification permitted by Section 1(a), above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. The Association will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, the Association may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these bylaws. The written undertaking will provide for repayment of the amounts advanced by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.