

**BYLAWS  
OF  
COOKE COUNTY UNITED WAY, INC.**  
(Amended March 25, 2021)

**ARTICLE I  
NAME, PRINCIPAL OFFICE, REGISTERED OFFICE AND AFFILIATION**

- 1.01 Name.** The name of the corporation is Cooke County United Way, Inc. (the “Corporation”).
- 1.02 Structure.** The Corporation is a Texas Nonprofit Corporation within the meaning of section 501(c)(3) of the Internal Revenue Code with the registered and principal office located at 144 East Main Street, Gainesville, Texas 76240, or other such offices as the Board of Directors may establish. Cooke County United Way is affiliated with United Way Worldwide and the United Way of Texas.

**ARTICLE II  
VISION, MISSION AND OBJECTIVES**

- 2.01 Vision.** Cooke County United Way envisions a community where good will and selflessness inspire neighbors to help neighbors.
- 2.02 Mission.** Cooke County United Way’s mission is to be a trusted partner and advocate for a stronger, safer and healthier community by inspiring people and mobilizing resources to meet human needs.
- 2.03 Objectives.**
- (a) Coordinate resources to assist the individuals and families residing in Cooke County to achieve their maximum potential through education, income stability and healthy lives.
  - (b) Promote the social welfare of Cooke County by encouraging cooperation and community planning among the citizens through its civic, charitable, benevolent and social welfare agencies.
  - (c) Develop as fully as possible the financial resources needed to meet the human service needs of Cooke County by conducting an annual fundraising campaign.
  - (d) Disburse annual campaign funds periodically in accordance with these Bylaws for the expenses, maintenance and support of Cooke County United Way’s Vision and Objectives or for other such proper purposes as may be determined by the Board of Directors pursuant to the provisions of these Bylaws.
  - (e) Receive by gift, grant, bequest or otherwise from any private or public source any personal or real property and hold, administer, sell, invest, manage, use, disburse, distribute and/or apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Board of Directors may deem appropriate for the promotion of the corporation’s Vision and Objectives.
  - (f) Advise in the undertaking of new work by existing agencies and the formation of new

agencies in pursuit of the organization's Vision and Objectives.

(g) Study community conditions through research and in other ways and to compile material to be used in developing strategies to meet the corporation's objectives.

### **ARTICLE III DEFINITIONS**

**3.01** **“Agency”** shall mean and refer to any non-profit organization eligible to receive United Way financial support.

**3.02** **“Board”** shall mean and refer to the Cooke County United Way Board of Directors.

**3.03** **“Campaign Funds”** shall mean and refer to those funds collected during the CCUW's annual fund raising campaign.

**3.04** **“Annual Fund Raising Campaign”** shall mean and refer to the annual fund raising campaign conducted from August to November of each year.

**3.05** **“Community Needs Account”** shall mean and refer to those discretionary funds set aside to address emergency responses to community special needs.

**3.06** **“Community Impact Funds and Community Impact Grants”** shall mean and refer to any funds that exceed the annual fund raising campaign goal or any funds from sources outside the annual campaign that are not Legacy Funds and allocations from those funds.

**3.07** **“Contributing Member”** shall mean and refer to all persons, firms, corporations, organizations or other entities contributing to the CCUW for the fiscal year for which such contributions are made.

**3.08** **“Corporation” or “CCUW”** shall mean and refer to the Cooke County United Way, Inc.

**3.09** **“Legacy Funds”** shall mean and refer to those funds established by gift or bequest for a specific defined purpose and allocations from the fund for such purpose.

**3.10** **“Non-Participating Agency”** shall mean and refer to those non-profit organizations who do not participate in or receive allocations from the CCUW's annual fund-raising campaign but who are otherwise eligible to receive Community Impact funds to provide education, income stability or health services to Cooke County residents.

**3.11** **“Participating Member” or “Partner Agency”** shall mean and refer to those non-profit organizations who participate in and receive allocations from the CCUW's annual fund raising campaign to provide education, income stability or health services to Cooke County residents.

### **ARTICLE IV MEMBERS**

**4.01 Eligibility.** Two types of membership are open to any person, firm, corporation, organization or other entity that supports the vision, mission and objectives of Cooke County United Way, Inc.

**4.02 Types of Membership.**

(a) Contributing Member. Open to any person, firm, corporation, organization or other entity that contributes to the CCUW.

(b) Participating Member. Open to any 501(c) (3) organization that provides Cooke County residents health, education or income stability services. Participating members take part in and receive allocations from the annual fund raising campaign.

**4.03 Application for Membership.**

(a) Contributing memberships are automatic with a contribution to CCUW and effective for the fiscal year in which such contributions are made.

(b) All applicants for participating membership must be non-profit organizations within the meaning of section 501(c) (3) of the Internal Revenue Code. Any applicant for participating membership shall submit an approved application that contains such historical, financial, service and other data that the Board of Directors may request. Proof of tax-exempt status must accompany each application. The Allocation Committee will review each application for participating membership and make a recommendation for final action to the Board of Directors. Applicants are accepted as a participating member by a majority vote of the Board of Directors.

**4.04 Meetings of Members.** A meeting of the membership will be held annually in the month of September.

**ARTICLE V  
BOARD OF DIRECTORS**

**5.01 Number and Qualification.** The management and administration of this corporation shall be by a Board of Directors consisting of fifteen (15) elected members plus the immediate past President of the Board. Each year in the month of September, the Board shall elect five (5) members from Cooke County to the Board who shall serve a term of three (3) years commencing on the subsequent January 1st.

**5.02 Powers and Duties.** The Board acting as a unit and with a quorum present as prescribed by these Bylaws shall have all powers and duties necessary for the administration of the Corporation's affairs and for the operation and maintenance of Corporation facilities. The Board may do all such acts and things except as by law or by these Bylaws that may not be delegated to the Board.

**5.03 Other Powers and Duties.** The powers and duties of the Board shall include, but not be limited to the following, all of which will be done for and on behalf of the Corporation, the Corporation's membership and those Non-Participating Agencies that serve the residents of Cooke County.

(a) To adopt such policies and procedures for the operation of the Corporation as may be

consistent with the Bylaws and designed to carry out the objectives of the organization.

(b) To obtain and maintain at all times insurance issued by responsible insurance companies authorized to do business in the State of Texas covering Corporation facilities against damage or loss from fire, windstorm, theft, vandalism, other standard hazards and water damage.

(c) To delegate to the Executive Director the authority to operate the Corporation according to the Bylaws as well as any policies or procedures established by the Board.

(d) To set an annual fund-raising campaign goal, conduct the campaign and allocate collected funds that do not exceed the campaign goal to the Corporation's Partner Members. Funds in excess of the annual campaign goal will be allocated to the Community Impact Fund.

(e) To approve and disburse all Community Needs and Community Impact funds in excess of \$1500.00 per request.

(f) To receive by gift, grant, bequest or otherwise from any private or public source personal or real property and to hold, administer, sell, invest, manage, use, disburse or distribute such property and apply the income and/or principal of the same in accordance with the donor or donors' directions and intent or, in the absence of such direction, as the Corporation may deem from time to time for the promotion of the Corporation's Vision, Mission or Objectives.

(g) To insure a copy of the current annual Board approved audit is available for review upon request by any member.

(h) To annually provide the members a full and complete report of the Corporation's activities.

(i) To adopt and maintain a set of governance policies that provides the Board operating rules and guidance for its ethical conduct.

(j) To borrow the funds needed to make emergency repairs, restoration, and similar protective measures when deemed necessary and having the approval of at least ten (10) Board members.

(k) To establish a data security assessment program used to evaluate foreseeable threats that could result in unauthorized disclosure, misuse, alteration or destruction of donor/volunteer information; the likelihood and potential damage of threats; and the sufficiency of policies, procedures, customer information systems, and other controls, followed by an incident response plan, identifying professionals responsible for data security and privacy, staff training on security/privacy, and cyber insurance if there is a breach. (Amended March 29, 2021)

**5.04 Vacancies.** Vacancies on the Board occurring ninety (90) or more days before the next regular election of Directors will be filled within thirty (30) days by a vote of the remaining Directors even though they may constitute less than a quorum. If the vacancy occurs less than ninety (90) days before the next regular election of Directors, the Board may opt to not fill the vacancy. Directors elected to fill a vacancy will serve for the remainder of the unexpired term.

**5.05 Removal of Directors.** Conviction for a felony or a crime of moral turpitude for any Board Member will terminate the Director's term on the date of conviction. Any Director may be

removed from the Board for cause by a vote of at least ten (10) Directors at a Special Meeting called for that purpose. Any Director who has had three un-notified absences (absences where the President or United Way office did not receive notification prior to the Board meeting) within a twelve-month time period may be asked to resign by the President. Any Board Member who has been asked to resign but has not resigned shall be considered for removal according to the procedures outlined in this paragraph.

**5.06 Organizational Meeting.** The organizational meeting of the Board of Directors shall be held annually in November for the purpose of electing officers and transacting such other business as may come before the Board. (Amended March 17, 2016)

**5.07 Regular Meetings.** Regular meetings of the Board of Directors will be held at such place and time as determined by a majority of the Directors but at least one such meeting will be held each quarter. Notice shall be given and an agenda provided at least 72 hours prior to the scheduled meeting.

**5.08 Special Meetings.** A special meeting of the Board of Directors shall be held when called by written notice signed by the President, or the Vice President, or by any five (5) Directors of the Board. A five (5) day notice must be given to the Directors that specify the date, time and place of the meeting and the nature of the special business to be considered.

**5.09 Executive Session** (Closed Meeting). The Board may adjourn from an open meeting at any time and reconvene in closed Executive Session to consider actions involving personnel, pending or threatened litigation, contract negotiations, and communication with the Corporation's attorney and confidential matters wherein the affected parties request privacy and the Board agree. Following an Executive session, any decision must be summarized orally and placed in the minutes, in general terms, without breaching privacy and privileged information. Any expenditure approved in Executive Session must be explained in the minutes.

**5.10 Electronic Meetings.** The Board may meet and conduct business through any method of electronic communication without prior notification to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken in such unannounced electronic meeting shall be summarized and included in the next open meeting's minutes.

**5.11 Waiver of Notice.** Before or at any meeting of the Board any Director may, in writing, waive notice of such meeting and such waiver will be deemed equivalent to the giving of such notice. A director's attendance at any meeting shall be a waiver of the time and place thereof.

**5.12 Board of Director's Quorum.** At all Board meetings seven (7) Directors must be physically or electronically present to constitute a quorum for the transaction of any business and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be acts of the Board except for borrowing funds or the removal of a Director which requires the affirmative vote as provided in 5.03 (j) and 5.05. The President may vote

on all matters coming before the Board. If at any meeting no quorum is present, those present will note for the record that no meeting was held for lack of a quorum. If an emergency situation occurs regarding Corporation assets, a majority of the Directors available may take action to resolve the emergency conditions with such action being ratified by the Board as soon as a full quorum can be obtained.

**5.13 Conflict of Interest.** A conflict of interest is any situation that could result in a direct or indirect benefit to a director, a director's family or any organization with which the director is substantially related. If any matter before the Board raises a potential conflict of interest, the affected director(s) shall disclose the potential conflict as soon as they are aware of it and withdraw from the meeting room during discussion, review and voting on the matter. The disclosure and withdrawal will be recorded in the meeting minutes. Each year, Directors shall file a disclosure of potential conflicts of interest with the Board.

**5.14 Fidelity Bonds.** The Board shall require that CCUW maintain adequate fidelity coverage to protect against dishonest acts by its officers and employees and all others who are responsible for handling CCUW funds. The premiums on such bonds shall be paid by CCUW.

## **ARTICLE VI OFFICERS**

**6.01 Designation.** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer, all of who shall be elected from among its members by the Board of Directors. All officers shall be members of the Board and shall hold office for one (1) year or until their successors are elected and qualified.

**6.02 Election of Officers.** All officers shall be elected at the annual Organizational Meeting in November following the seating of new Board members.

**6.03 Removal of Officers.** At any regular Board meeting or at a special meeting called for that purpose where a quorum is present, any officer may be removed, either with or without cause, and a successor elected by a majority vote of Board members.

**6.04 Chair.** The Chair shall be the Chief Executive Officer of CCUW and shall preside at all Board meetings. The Chair shall have all of the general powers and duties usually vested in the office of president, including, but not limited to, the power to appoint committees.

**6.05 Vice Chair.** The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence, resignation, or inability to perform such duties and any other such duties as the Chair may direct.

**6.06 Treasurer.** The Treasurer shall be responsible for all CCUW's funds and securities as well

as the integrity of all CCUW's financial and accounting records. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Chair or the Board.

**6.07 Secretary.** The Secretary shall be responsible for keeping the minutes at all meetings and shall perform such other duties as are incident to the office or are properly required by the Chair or the Board.

**6.08 Vacancies.** A vacancy in any office for any reason shall be filled by a majority vote of the Board for the unexpired term of office.

## **ARTICLE VII EXECUTIVE DIRECTOR**

### **7.01 Executive Director.**

(a) The Board of Directors, acting as a unit with a quorum present as prescribed by these Bylaws, shall have the exclusive authority to hire, suspend or terminate an individual to be the Cooke County United Way Executive Director. The Executive Committee shall interview all prospective Executive Director Candidates and once satisfied that an individual has the necessary education and experience to effectively manage CCUW affairs in accordance with the Bylaws and Board Policy make recommendations to the Board.

(b) The Executive Director is CCUW's highest-ranking employee and is responsible for the supervision and direction of all other employees. The Executive Director is accountable to the Board through the Executive Committee and makes recommendations for the hiring, suspension and/or termination of all CCUW employees as well as ensuring compliance with all Federal and State employment laws and employment policies established by the Board.

(c) The Executive Director shall be designated as Assistant to the Treasurer and is authorized to sign checks drawn on Corporation accounts. The Executive Director has the authority to disburse Community Needs and Community Impact Funds not to exceed \$500 per request. Each such expenditure shall be reported to the Executive Committee and the Board of Directors at their next scheduled meeting.

## **ARTICLE VIII EXECUTIVE COMMITTEE**

### **8.01 The Executive Committee.**

(a) The executive committee shall consist of the elected officers of the Board, the chair of each committee, the immediate past Board President and the Executive Director who shall be an ex officio, non-voting member. A quorum for any meeting of the Executive Committee shall be four (4) voting members and such quorum shall include two (2) of the Board's elected officers.

(b) The Executive Committee acting as a unit and with a quorum present as prescribed by these Bylaws shall manage CCUW affairs between meetings of the Board of Directors. The

Executive Committee shall have all powers and duties necessary for the administration of the Corporation's affairs and for the operation and maintenance of Corporation facilities. The Committee may do all such acts and things except as by law or by these Bylaws that may not be delegated to the Committee. Actions taken by the Executive Committee in accordance with this Article shall be ratified by the Board of Directors at the next Board meeting.

**8.02 Other Powers and Duties.** The powers and duties of the Executive Committee shall include, but not be limited to the following, all of which will be done for and on behalf of the Corporation, the Corporation's membership and those Non-Participating Agencies that serve the residents of Cooke County.

(a) To employ administrative personnel to include an Executive Director who shall be responsible to the Board through the President for the administrative operation of the corporation. The Executive Committee shall conduct a performance evaluation of the Executive Director no later than December of each year and recommend any pay increase.

(b) To recommend investments and ensure all CCUW funds, property and securities are managed prudently and responsibly.

(c) To determine the funding availability for annual Community Impact and Legacy Fund grants and make recommendations to the Allocations Committee and the Board.

(d) To keep in good order, condition and repair the Corporation's facilities and all items of property used by Corporation employees to carry out the Corporation's objectives.

(e) To make necessary repairs, additions, alterations and improvements to permit safe use and prolong the useful life of Corporation facilities.

(f) To work with the Executive Director in preparing a budget at least annually covering the operation and maintenance of the corporation as well as the disbursement of annual campaign funds.

(g) To approve and disburse Community Needs and Community Impact funds not to exceed \$1500.00 per request.

(h) To establish a Corporation bank account or accounts which are required or deemed advisable by the Board.

(i) To insure that the books and accounts of the Corporation are kept in accordance with generally accepted accounting practices and audited annually by an independent outside Certified Public Accountant.

## **ARTICLE IX COMMITTEES**

**9.01 Appointment of Committee Members.** The President shall appoint all committee chairs and may select committee members with both actions subject to Executive Committee approval. Any committee, in which a chair has not been designated, shall select a chair as its first order of business. All committees are accountable to the Executive Committee. Board responsibility shall not be delegated to any committee.

**9.02 Campaign Committee.** The President shall appoint an active chairperson and may appoint an Honorary Campaign Chairperson to manage the annual fund raising campaign. These

individuals, in coordination with the Board President, Executive Committee and the Executive Director shall name sufficient personnel to insure that the campaign is effectively conducted in accordance with CCUW campaign policy and procedures.

**9.03 Allocations Committee.** The Allocations Committee shall consist of at least twenty (20) members, at least seven (7) of who shall be members of the CCUW Board of Directors. The Board President shall appoint the chair and the chair shall select the committee members. The Allocations Committee shall consider Participating Member's applications for annual campaign funds and make recommendations regarding the disbursement of such funds. All acts of the Allocation Committee shall be subject to the final approval of the Board of Directors.

**9.04 Board Governance Committee.** The President shall appoint the chairperson and two additional Board members to a five (5) member BG Committee not later than July of each year. In addition to the three (3) Board members, the committee shall consist of one (1) Participating Member, and one (1) Contributing Member. The BG Committee shall select nominees for the Board of Directors who represent the geographic, economic, cultural and other interests of the community. The nominees will be submitted to the Board for approval according to Bylaw 5.01. Generally the Board Governance Committee provides human resource oversight and guidance for the Board, for both staff and volunteer issues concerning policy, procedures, recruitment and training, as well as staff hiring, administration and compensation. The group also provides an assurance role to enable the Board to meet all regulatory requirements affecting employees and volunteers.

Specifically, the purpose of this committee is to:

- Establish and periodically review the organization's personnel policies to assure these are effective and properly practiced;
- Ensure that staff compensation & benefits programs remain effective and competitive;
- Verify that employment practices, policies and procedures adhere to the legal and regulatory requirements applicable to CCUW;
- Serve as a resource to the Executive Director and Board on human resource issues;
- Identify and recommend training opportunities for the staff and Board of Directors; and
- Develop annual goals and action plans for staff performance improvement as needed.

**9.05 Other Committees.** The President may designate the name, task, size, mission and duties of one or more other special committees and appoint the members subject to Executive Committee approval.

**9.06 Term of Office.** Each member of a committee shall continue as such until a successor is appointed or December 31st, whichever occurs first unless the committee shall sooner be disbanded or the member ceases to be qualified as a member thereof.

**9.07 Vacancies.** Vacancies in the membership of committees required by these Bylaws shall be filled as soon as practical by appointments made in the same manner as the original appointments. Vacancies in other committees may be filled at the discretion of the Executive Committee.

**9.08 Rules and Procedures.** Each committee may adopt rules and procedures for conducting its own business not inconsistent with these Bylaws or CCUW Policy and Procedures.

## **ARTICLE X COMPENSATION**

**10.01 Compensation.** This Corporation is not organized for profit. No member, member of the Board of Directors, officer or person from whom the Corporation may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distribution to, or inure to the benefit of any member, member of the Board, or officers; provided, however, always (1) that reasonable compensation may be paid to any member or officer while acting as an agent or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation, and (2) that any member, or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

## **ARTICLE XI INDEMNIFICATION**

**11.01 Right to Indemnification.** (a) The Corporation shall have the power to indemnify any person, who was, or is a party, or is threatened to be a party to any threatened, pending or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including, but not limited to, attorney's fees and cost of the proceeding), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with or in defense of such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation; provided that with respect to: (1) any criminal action or proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful; or (2) any civil claim, issue or matter, such person shall not be guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation. Termination of any action, suit or proceeding by judgment, order, settlement, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person had reasonable cause to believe that their conduct was unlawful, or that such person did not act in good faith or in a manner which they reasonably believed to be in or not opposed to the best interest of the Corporation, all such matters being determined solely and exclusively for the purpose of indemnification as herein provided.

**11.02.** Indemnification under the preceding paragraph shall be made by the Corporation only as

authorized in each specific case upon the determination that indemnification of such person is proper in the circumstances because such person has met the applicable standards of conduct as set forth herein. Such determination shall be made in any of the following ways: (1) by a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding; or (2) if the quorum described in clause (1) is not obtainable, then by a committee of Directors who are not party to the action. Said committee shall consist of at least two disinterested directors; or (3) by independent legal counsel in a written opinion. Indemnification so determined may be paid, in part, before the termination of such action, suit or proceeding upon the receipt by the Corporation of an undertaking by or on behalf of the person claiming such indemnification to repay all sums so advanced if it is subsequently determined that he is not entitled thereto as provided in this Article.

**11.03** To the extent that a person has been successful on the merits or otherwise in the defense of any action, suit or proceeding, whether civil or criminal, such person shall be indemnified against such expenses (including costs and attorney's fees) actually and reasonably incurred by him in connection therewith.

**11.04** Indemnification provided herein shall be exclusive of any and all other rights and claims to which those indemnified may be entitled as against the Corporation, and every Director or Officer thereof under any Bylaw, resolution, agreement or law and any request for payment hereunder shall be deemed a waiver of all such other rights, claims or demands as against the Corporation and each Director, Officer and employee thereof. The indemnification provided herein shall inure to the benefit of the heirs, executors, administrators and successors of any person entitled thereto under the provisions of this Article.

**11.05** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XII GENERAL PROVISIONS**

**12.01 General Provisions.** (a) The Corporation's fiscal year shall be from January 1, through December 31 of each year.

(b) The persons who shall be authorized to execute any and all contracts, documents, instruments, conveyances or encumbrances, including promissory notes shall be two (2), one each of the Chair or Vice Chair and the Secretary, Treasurer or Executive Director of the Corporation.

(c) All checks, drafts, notes or other orders for payment of money shall be signed and

counter-signed by any two (2) of the following: the Executive Director, the Chair, the Vice Chair, the Secretary, or the Treasurer. No non-budgeted expenditures of more than \$1000.00 may be made without specific approval of the Executive Committee.

(d) Cooke County United Way does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. (Amended March 29, 2021)

(e) Roberta's Rules of Order Newly Revised shall be used as a reference for all matters of procedure not specifically covered in these Bylaws or other policy and procedures adopted by the Corporation.

### **ARTICLE XIII AMENDMENTS**

**13.01 Amendments.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds (2/3) of the Directors provided:

(a) That the proposed changes shall have first been submitted to the Executive Committee for recommendation to the Board of Directors;

(b) That notice shall have been given to the full board at least ten (10) days before the scheduled board meeting. Such notice shall state the substance of the proposed change, alteration or amendment (or a verbatim statement of the same) and the reason for the change.

**13.02** The Executive Committee may make changes to these Bylaws to correct administrative errors and when required to comply with State and Federal laws. Any changes made to the Bylaws under this provision will be reported to the Board at the next Board meeting.

**13.03** Notwithstanding anything contained herein to the contrary, should all or part of any Article of these Bylaws be in conflict with the laws of the State of Texas, including specifically the Texas Nonprofit Corporation Act, such laws shall control; and should any part of these Bylaws be invalid for any reason, the remaining parts, so far as is possible and is reasonable, shall be valid and operative.

### **ARTICLE XIV DISSOLUTION**

**14.01 Dissolution.** In the event of dissolution of the Cooke County United Way, Inc, the Board of Directors will follow all procedures as required by Texas State Law and after paying and making provisions for the payment of all liabilities, distribute the assets of the corporation over to one or more organizations recognized as a 501(c) (3) organization by the Internal

Revenue Service that are dedicated to the health, education, and/or income stability of the residents of Cooke County, Texas.

By our signatures hereto, the undersigned, being the Officers of the Board of Directors, hereby adopt the foregoing amended Bylaws for the Corporation, effective the 25th day of March 2021, the date same were ratified and approved by a vote of the Board of Directors.