

**Bylaws of The Sisters of San Antonio, Abbey of The Alamo, Inc.**  
*A Texas Nonprofit Corporation*

**ARTICLE 1. CORPORATE NAME**

The name of this Corporation shall be The Sisters of San Antonio, Abbey of the Alamo, Inc.

**ARTICLE 2. OFFICES**

*SECTION 1: PRINCIPAL EXECUTIVE OFFICE.*

The Corporation's principle executive office shall be fixed and located at such place as the Board of Directors (Board) shall determine within San Antonio, Texas. The Board is granted the power and authority to change said principle executive office from one location to another.

*SECTION 2: OTHER OFFICES.*

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE 3. OBJECTIVES AND PURPOSES**

*SECTION 1: SPECIFIC PURPOSE.*

A. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The Primary purpose of The Sisters of San Antonio, Abbey of The Alamo, Inc, Inc is to perform public service, present theatrical productions and educate the public.

*SECTION 2: GENERAL PURPOSE.*

The Sisters of San Antonio, Abbey of The Alamo, Inc, Inc is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Not by way of limitation, The Sisters of San Antonio, Abbey of The Alamo, Inc shall work to educate the community on safety and health issues, promote awareness of and put an end to bigotry and prejudice. The Sisters of San Antonio, Abbey of The Alamo, Inc shall work to raise funds for worthy organizations and needy individuals. All endeavors are not for profit.

*SECTION 3: PURPOSE*

The Sisters of San Antonio, Abbey of The Alamo, Inc is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, The Sisters of San Antonio, Abbey of The Alamo, Inc shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

#### **ARTICLE 4. NONPARTISAN ACTIVITIES**

The Corporation has been formed under the Texas Nonprofit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities or earnings shall be used to publish or disseminate materials whose purpose would be to attempt to influence legislation and the Corporation shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation will not substantially participate or intervene on behalf of or against any cause or measure being submitted to the public for a vote. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### **ARTICLE 5. DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Member or director of this Corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with this Corporation's philosophy, provided that the Corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

#### **ARTICLE 6. MEMBERSHIP**

##### *SECTION 1: POWERS AND DUTIES.*

The Voting Members of the General Membership (GM) shall have the ultimate power in the organization. They shall have the authority to overturn any decision made by the Board or the Officers by a 2/3 majority vote at any GM meeting. In addition, they

shall have sole authority to grant new membership, change the status of Members or remove Members in accordance with these bylaws. The GM shall approve the annual corporate budget and authorize all expenditures of more than \$100.00. They shall approve any corporate logo, theme, motto or seal before its usage as well as any changes to the aforementioned. They shall have the absolute right to remove any Officer or Board Member for any reason in accordance with these bylaws. The GM has the sole authority to create, approve, edit or remove official policies for the Corporation.

## *SECTION 2: CLASSIFICATION OF MEMBERS.*

The General Membership (GM) of The Sisters of San Antonio, Abbey of The Alamo, Inc shall consist of four (4) types of Members: Fully Professed Members (FPMs), Novices, Postulants and Retired Members. No Member may transfer a membership or any right arising thereof.

### A. Fully Professed Members.

Fully Professed Members shall consist of Sisters and Guards. FPMs shall be Members for life except in the case of resignation or removal (as specified in Sections 5 and 6 of this Article). FPMs have the right to hold any Office and/or be elected to the Board. FPMs have the right to vote on all issues brought up in GM meetings at which they are deemed to be in good standing. Only FPMs may sponsor new Members. The GM may define other rights and/or restrictions as necessary.

### B. Novices.

Novices are in training to become FPMs. Novices have voting rights on all matters except elevations, suspensions, and excommunications. They may not speak on behalf of the Order to the press or the public. They must maintain a FPM as a sponsor until they are elevated to an FPM. Novices are not agents of the Corporation and may not take on any duties without the express approval of a FPM. The GM may define other rights and/or restrictions as necessary. The Novice will progress to FPM in accordance to the Policy and Procedure manual.

### C. Postulants.

Postulants are new Members in training. They have no voting rights, may not hold office, sit on the Board or speak on behalf of the Order to the press or the public. They must maintain sponsorship at all times. Postulants are not agents of the Corporation and may not take on any duties without the express approval of a FPM. The GM may define other rights and/or restrictions as necessary. The Postulant will progress to Novice in accordance to the Policy and Procedures manual.

### D. Retired Members.

Retired Members are encouraged to participate in functions as The Sisters of San Antonio, Abbey of The Alamo, Inc Members when they can. They are not expected to attend meetings or pay dues. They have no formal obligation to the Corporation other than to act in an appropriate manner when identifying as a Member. Retired Members are not agents of the Corporation, may not represent the Order to the press and have no voting rights. The GM may define other rights and/or restrictions as necessary. They must petition the GM to regain full membership status and must receive a simple majority vote at a GM to return as an FPM. A return to a good standing is achieved as outlined in the PnP document.

### *SECTION 3: VOTING RIGHTS.*

Only Fully Professed Members and Novices who have attended at least one (1) GM meeting within the prior three (3) months and are otherwise in good standing have the right to vote at a GM meeting.

### *SECTION 4: GOOD STANDING.*

A Member shall be considered in good standing if:

- They have attended a minimum of one (1) out of three (3) of the prior GM meetings.
- They have paid any applicable dues or fees, as set by the Board, not falling more than three (3) months behind.
- They are not on sabbatical.
- They are not currently censured nor had any rights restricted by the GM.
- Manifest at least one (1) time every two (2) months.
- Not missed more than two (2) mandatory events in a row.

A vote is not required for a member to be found not in good standing; it is automatic when ANY the above minimum requirements are not met. In order to become a member in good standing again, the member must appear at a General Meeting and express their desire to return to good standing status. The FPM membership will decide on any requirements that must be met prior to a return to good standing status (i.e., pay past dues, etc.) and vote on the change of status contingent on the requirement being met. The vote must be fifty percent (50%) plus one (1) to pass.

### *SECTION 5: RESIGNATION, SABBATICAL, REMOVAL AND CENSURE.*

#### *A. Resignation.*

Resignation of a Member shall be effective upon receipt of written notice to any Officer of the Corporation. The Secretary shall send a letter by registered mail or equivalent means to the resigning Member verifying the resignation within three (3) business days of notification. It is the duty of any Officer to notify the Board of a resignation within twenty-four (24) hours. Resignations may be rescinded by

the resigning Member up to seven (7) days after receipt of the verification letter from the Corporate Secretary or Board. Letters of resignation shall be read into the minutes of the subsequent GM meeting.

B. Sabbatical.

A sabbatical is an extended leave of absence requested by the member. This is purely voluntary and a letter is to be submitted to the Board for validation. This status is further defined in the Policy and Procedures manual.

C. Censure and Suspension of Rights.

Any Member may be censured and have any or all of their rights as expressed in these bylaws or any other document of the Corporation suspended for a specific time.

D. Removal.

1. Fully Professed Members.

Any FPM may be removed from the Corporation by a 2/3 vote of all active FPM at two (2) consecutive GM meetings no less than forty-eight (48) hours apart.

2. Novices and Postulants.

Novices and Postulants may be removed by a 2/3 of an all active FPM vote at a Special meeting.

*SECTION 6: DUES & FEES.*

Each Member in good standing shall pay, within the time and on the conditions set by the Board, any initiation fee and/or annual dues in the amount to be fixed by the Board. The fees and dues shall be equal for each type of Member, but the Board may, at its discretion, adjust the fees and dues.

**ARTICLE 7. BOARD OF DIRECTORS**

*SECTION 1 - COMPOSITION*

The Board shall be composed of five (5) members. The Board shall consist of a President, Vice-President, Secretary, Treasurer, and Director at Large. The Board of Directors will hereafter be known as “the Board” in this document.

*SECTION 2 - TERMS*

The President, Vice-President, Secretary, Treasurer, and Director at Large shall be elected to serve one-year terms and will be elected at the Annual General Membership meeting.

Board positions will not have term limits.

### *SECTION 3 - DUTIES OF THE BOARD*

The duties of the duly elected The Sisters of San Antonio, Abbey of the Alamo, Inc Board shall be as follows-

#### 1. President

The President chairs the Board of Directors of The Sisters of San Antonio, Abby of the Alamo, Inc. The President's duties will include but are not limited to the opening of the Board and General membership meetings, calling members to order, and announcing the business before the members. The President is responsible for announcements to the organization both electronically and otherwise such as the notice of meetings, elections, etc. The President should be familiar with parliamentary procedures. The President may appoint ad hoc committees and committee chairpersons as needed and shall serve as ex-officio member of all committees. He/she will have no vote except for his/her general membership vote and will break all ties on issues acted upon by the Board of Directors except in the case of elections.

#### 2. Vice-President

The Vice-President shall assume the duties of the President during their absence. They shall coordinate all committee activities and serve as an advisor for all committees. The Vice-President shall also maintain order and keep the flow of the meetings going to maximize use of time. The Vice-President shall coordinate all venues for various meetings of the Board and/or the general membership. The Vice-President shall serve in an assistive capacity to both the Secretary and the Treasurer as well.

#### 3. Secretary

The Secretary's duties shall include abut are not limited to the accurate keeping of records of the membership and minutes of all Board and Membership meetings and activities of the organization. They will keep accurate records of the organization's activities including but not limited to committee meetings, fundraising activities, and maintaining contact lists.

#### 4. Treasurer

The Treasurer's duties will include, but are not limited to, maintaining accurate records of all financial activities of The Sisters of San Antonio, Abby of the Alamo, Inc and present financial reports in a frequency and manner that is determined by the discretion of the Board of The Sisters of San Antonio, Abby of the Alamo, Inc. The Treasurer will oversee all fundraising activities and will maintain a copy of all records of The Sisters of San Antonio, Abby of the Alamo, Inc.

#### 5. Director at Large

The duties of the Director at Large will be to assist in any capacity as determined by the Board as well as to oversee committees and events.

### *SECTION 4: QUALIFICATIONS OF DIRECTORS.*

#### A. Requirements.

All candidates for President, Vice President, Secretary, and Treasurer must be Fully Professed Members eligible to vote at the Annual meeting.

All candidates for Director at Large must be Fully professed members or Novices eligible to vote at the Annual meeting.

#### B. Restrictions.

Not more than forty-nine percent (49%) of the Board serving at any time may be interested persons. An interested person is anyone being compensated by the Corporation for services rendered to it within the previous or subsequent twelve (12) months of the Annual Meeting as well as any immediate family member, spouse or domestic partner. Directors may not serve as employees of the Corporation and hold a seat on the Board concurrently.

### *SECTION 5: POWERS AND DUTIES.*

The Board will: advise the GM on the planning of the functions of the Corporation and its activities; exercise all of the powers of the Corporation and supervise and control its business and affairs, subject only to the limitations and restrictions provided by law and these bylaws; authorize the execution of contracts, incur indebtedness and other agreements necessary in the name of and to the efficient conduct of the business of the Corporation (with the exception of the President who may incur indebtedness in the name of the Corporation not to exceed \$100 without prior Board approval); propose the annual budget, supervise credits and debits and review or revise systems setup for auditing, cash flow and inspection of all Corporate assets. The Board may, from time to time, add or subtract subcommittees needed to fulfill the requirements of the activities of the Corporation. Directors will also exercise such other powers and perform such other

duties as may be prescribed elsewhere in these bylaws. The Standard Code of Parliamentary Procedure will be used to determine those powers or duties not specified. Other duties may be determined by these bylaws or at the discretion of the GM as necessary.

*SECTION 6: QUORUM.*

A simple majority of the seated Directors (including the Chair or the Alternate Chair) must be present at a meeting to constitute a quorum for the transaction of business.

*SECTION 7: PROXIES.*

Proxies shall not be accepted on any vote.

**SECTION 8: ELECTION AND TERM OF OFFICE.**

Directors shall be elected by the eligible voting members at the GM Annual meeting. Candidates may not participate in any activities that can be interpreted as procuring of votes, nor may they establish an election campaign that utilizes monies or donated services from any individual or group.

*SECTION 9: VACANCIES.*

A vacancy in any Director's position shall be deemed to exist on the occurrence of resignation, removal or death; the absence from three (3) consecutive Board meetings; the failure to fill all positions at the annual GM meeting; or amendment to these bylaws to increase the size of the Board. No amendment to reduce the number of directors will affect Directors currently serving. Elections to fill vacancies on the Board shall be held at the first GM meeting following the vacancy.

*SECTION 10: RESIGNATIONS.*

Resignation of a Director shall be effective upon receipt of written notice to the Board. Resignations may be rescinded up to forty-eight (48) hours after submission if the Director is leaving without due cause.

*SECTION 11: REMOVAL.*

Any Director may be removed by a 2/3 majority vote at a General Membership Meeting if it has been determined that s/he has had three (3) consecutive absences, acted against or jeopardized the Corporation, operated in a manner contrary to the actions of a reasonable and ordinarily prudent person and/or has given due cause for removal. Voting for removal shall be done by secret ballot. A Director may file a grievance to contest a decision for removal (as outlined in Article 15 Grievances) within seven days, which will suspend the removal process until an official decision is made on the matter.



*SECTION 12: BOARD MEETINGS.*

Meetings of the Board of The Sisters of San Antonio, Abbey of The Alamo, Inc shall be open to all FPMs and any guests that are approved by the Chair or Alternate chair in the Chair's absence. Meetings will be conducted using Robert's Rules of Order as a guide. The bylaws supersede Roberts Rules of Order in case of conflict.

A. Regular Meetings.

All meetings of the Board may be held at any place within or outside the state of Texas that has been designated by resolution of the Board. All Board members must be notified at least seventy-two (72) hours before the meeting. Regular meetings of the Board shall be held at least once per quarter.

B. Special Meetings.

A special meeting may be held by telephone or similar communication equipment provided that all directors participate either by conference call or by individual calls so long as all directors are read the question(s) or statement(s) in the same exact manner. Telephone meetings may only be conducted by the Board Chair or by the Board Secretary at the instruction of the Chair or by the Alternate Chair in absence of the Chair.

C. Annual Meeting.

The Annual Meeting of the Board shall be held no more than thirty (30) days after the annual GM meeting.

**ARTICLE 8. GENERAL MEMBERSHIP MEETINGS**

*SECTION 1: REGULAR MEETINGS.*

Regularly scheduled meetings of the GM shall be held not less than every two months. Members must be notified of a GM meeting at least seventy-two (72) hours before the meeting by phone, email, in person or by written notice mailed to their address of record at least five (5) days prior to the meeting.

*SECTION 2: ANNUAL MEETING.*

The regular January meeting of the GM shall be considered the Annual Meeting. Elections of Officers and Board Members shall be conducted at the Annual Meeting.

*SECTION 3: SPECIAL MEETINGS.*

The President of the Corporation or a simple majority of the active, in good standing, voting membership may call special meetings of the GM at any time. The notice of a special meeting shall be given by personal delivery, by email or phone forty-eight (48) hours in advance or by written notice sent to the Member's address of record at least five (5) days before the date of said meeting. The notice shall state the time, place and purpose of the meeting.

*SECTION 4: QUORUM.*

A quorum for GM meetings shall consist of a simple majority of all members who are eligible to vote.

*SECTION 5: PROXIES.*

No proxies are accepted on any vote.

*SECTION 6: PHONE AND VIRTUAL ATTENDANCE*

If a member is unable to physically attend a meeting, they may request to attend the meeting by phone or through virtual means. The request should be made to the Mistress/Master of the House as early as possible and preferably with a 48-hour notice. If the member is unable to reach the Mistress/Master of the House, they may contact the Mistress/Master of Protocol. Phone or virtual attendance will count towards attendance at a meeting, however is limited to use by a member to no more than two (2) times in a three (3) month period.

*SECTION 7: PHONE / TEXT / EMAIL VOTING*

When an issue comes before the GM that requires resolution before the next scheduled GM meeting and a special meeting cannot be called, the issue may be voted on by either phone, text message, or email. The President of the Corporation or a simple majority of the active, in good standing voting membership may call a phone or email vote. However, only The Sisters of San Antonio, Abbey of The Alamo, Inc Directors are authorized to conduct the vote, including notifications and tallying. Additionally, the vote shall be conducted under the following guidelines:

1. Any conditions that would normally be attached to the vote in a GM meeting are attached to the phone/email vote. For example, if the vote requires a two-thirds (2/3) majority, the phone/email vote also requires a two-thirds (2/3) majority.
2. The reason for the vote, the pro and con sides of the issue and the motion must all be presented using the exact same language to each Member voting.

3. The vote must be completed twenty four (24) hours after all members have acknowledged receipt of the motion and the complete text of the motion must be sent to the Secretary. After 72 hours from last voting member contacted, general receipt of the motion will be acknowledged.
4. Enough voting Members must be present respond to satisfy quorum.
5. The results of the voting, including total number of respondents and total yes and no votes, must be announced at the next GM meeting.

#### *SECTION 8: MEETING CANCELLATIONS*

Meetings require a forty-eight (48) hour notice of cancellation except when circumstances do not allow. Cancellations require a 50% + 1 electronic vote of the voting General Membership.

### **ARTICLE 9. COMMITTEES**

#### *SECTION 1: CREATION AND DISSOLUTION*

Either the President of the Corporation or the Vice President shall create committees. A committee is created when either the President or the Vice President appoints a Chair of said committee. All Chair appointments are subject to approval by the GM. When a committee no longer has any work before it, the Chair of the committee may dissolve the committee.

#### *SECTION 2: COMMITTEE MEMBERS*

The Chair of the committee recruits members of a committee. The committee may be composed of Members of The Sisters of San Antonio, Abbey of The Alamo, Inc as well as non-Members whose skills and knowledge are beneficial to the committee. Membership on a committee is voluntary.

#### *SECTION 3: COMMITTEE POWERS AND DUTIES*

Committees have the power to make recommendations to the GM. Committees may be given the power to incur indebtedness or spend money on behalf of the Corporation; either the GM or the Board must give this power to the committee. Committees have a duty and obligation to conduct their assigned tasks with all due diligence and care on behalf of the Corporation.

### **ARTICLE 10. INDEMNIFICATION**

#### *SECTION 1: DEFINITIONS.*

For the purposes of this Article,

- a. "Agent" means any person who is or was a Director, Officer, employee or other Agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee or Agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise;
- b. "Proceeding," means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- c. "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of the Agent's position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

*SECTION 2: SUCCESSFUL DEFENSE BY AGENT.*

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against the Agent, then the provisions of Sections 3 through 5 of this Article shall determine whether the Agent is entitled to indemnification.

*SECTION 3: ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.*

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Texas Corporations Code, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the processing.

*SECTION 4: ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.*

- A. Claims Settled Out of Court.

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

B. Claims and Suits Awarded Against the Agent.

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided both of the following are met:

1. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section, and
2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

*SECTION 5: DETERMINATION OF AGENT'S GOOD FAITH CONDUCT.*

The indemnification granted to an Agent in Sections 3 and 4 above is conditioned on the following:

A. Required Standard of Conduct.

The Agent seeking reimbursement must be found, in the manner provided below, that the Agent acted in good faith, in a manner that the Agent believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of this Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the Agent's conduct was unlawful unless the matter is settled with the approval of the Texas Attorney General.

B. Manner of Determination of Good Faith Conduct.

The determination that the Agent did act in a manner complying with Paragraph A., above, shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
2. The affirmative vote of a simple majority of the Membership at a GM meeting; or
3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney or other person is opposed by this Corporation.

*SECTION 6: LIMITATIONS.*

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5. B.3., in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

*SECTION 7: ADVANCE OF EXPENSES.*

Expenses incurred in defending any Proceeding may be advanced by this Corporation before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

*SECTION 8: CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS.*

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

*SECTION 9: INSURANCE.*

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against liability under the provisions of this Section.

## **ARTICLE 11. CONFLICT OF INTEREST**

When any Member, either on the Member's behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Member, the Member:

- a) Shall disclose the Member's interest fully at a GM or any other meeting of the Corporation in the manner prescribed by Texas State Law;
- b) Shall disclose the Member's interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of the Member's immediate family member(s) shall, if known to the Member, be deemed to also be the pecuniary interest of the Member. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

## **ARTICLE 12. ELECTIONS**

Nominations for Board of Directors shall be accepted at the last regular GM meeting scheduled before the Annual Meeting and will remain open until elections at the Annual Meeting. The elections shall occur ordered as follows: President, Vice President, Secretary, Treasurer, and Director at Large.

## **ARTICLE 13. FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

## **ARTICLE 14. RIGHTS AND PROCEDURES**

*SECTION 1: INSPECTION OF BOOKS AND RECORDS.*

Every voting member has the absolute right at any reasonable time to inspect all books, records and documents of this Corporation. This inspection may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

#### *SECTION 2. AMENDMENTS.*

##### A. Bylaws:

A 2/3 majority vote at two (2) consecutive regular or special GM meetings is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda. The amendment will become effective immediately after passing the second reading, unless it affects a term of office or specifies otherwise.

##### B. Articles of Incorporation:

A 2/3 majority vote at three (3) consecutive regular or special GM meetings, no less than seven (7) days apart is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda.

### **ARTICLE 15. GRIEVANCES**

Personal conflicts between two individuals or groups of people should first use the Three Strike Process as outlined in the Policies and Procedure Manual.

Grievances will be considered any serious matter formally filed, possibly resulting in suspension, removal, or legal action.

Each Member shall have the right to bring any grievances forward in a safe and just manner, without worry or risk to their position within the Corporation.

A grievance will be considered valid by a committee of three Fully Professed Members consisting of at least two Directors. Once determined valid, the process defined in our Policy and Procedure Manual will be followed.

### **ARTICLE 16. PARLIAMENTARY AUTHORITY**

The current edition of The Robert's Rules of Order governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

### **ARTICLE 17. MISCELLANEOUS**

#### *SECTION 1: BOOKS AND RECORDS*



The Sisters of San Antonio, Abbey of The Alamo, Inc shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its General Membership meetings.

#### *SECTION 2: CONTRACTS AND GRANTS*

The voting membership may authorize any officer(s) or agent(s) of The Sisters of San Antonio, Abbey of The Alamo, Inc to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President with a simple majority of the full voting membership shall have authority to enter into such contracts and expend such funds on behalf of the organization as the voting membership may specify.

#### *SECTION 3: CHECKS, DRAFTS, OR ORDERS FOR PAYMENT*

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Sisters of San Antonio, Abbey of The Alamo, Inc shall be signed by such officer(s) or agent(s) of The Sisters of San Antonio, Abbey of The Alamo, Inc and in such manner as shall from time to time be determined by resolution of the voting membership. In the absence of such determination by the voting membership, such instruments shall be signed by the President and Treasurer so long as the two do not live in the same household. In the event that the President and Treasurer do live within the same household the Vice President will be designated with the Treasurer.

#### *SECTION 4: DEPOSITS*

All funds of The Sisters of San Antonio, Abbey of The Alamo, Inc shall be deposited from time to time to the credit of The Sisters of San Antonio, Abbey of The Alamo, Inc in such banks, trust companies, or other depositories as the voting membership shall select.

#### *SECTION 5: ACCEPTANCE OF GIFTS*

Any member may accept on behalf of The Sisters of San Antonio, Abbey of The Alamo, Inc any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of The Sisters of San Antonio, Abbey of The Alamo, Inc. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the GM shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by The Sisters of San Antonio, Abbey of The Alamo, Inc would be consistent with and further the purposes of The Sisters of San Antonio, Abbey of The Alamo, Inc.

## *SECTION 6: INVESTMENTS*

The Sisters of San Antonio, Abbey of The Alamo, Inc shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the GM, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

## *SECTION 7: EXEMPT ACTIVITIES*

Notwithstanding any other provision of these Bylaws, no member of The Sisters of San Antonio, Abbey of The Alamo, Inc shall take any action or carry on any activity by or on behalf of The Sisters of San Antonio, Abbey of The Alamo, Inc which is not permitted to be taken or carried on by The Sisters of San Antonio, Abbey of The Alamo, Inc exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization's contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

## *SECTION 8: CAPTIONS*

Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way, define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

## *SECTION 9: SEVERABILITY OF CLAUSES*

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

# **ARTICLE 18. DISSOLUTION AND WINDING UP**

## *SECTION 1: WINDING UP*

Upon the necessity for the dissolution and/or winding up of The Sisters of San Antonio, Abbey of The Alamo, Inc, the Officers shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

## *SECTION 2: NO RIGHTS OF MEMBER TO ASSETS*

Upon Dissolution of The Sisters of San Antonio, Abbey of The Alamo, Inc, no member shall have any rights nor shall receive any assets of The Sisters of San Antonio, Abbey of The Alamo, Inc. The assets of The San Antonio Sisters, Abbey of the Alamo are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of The Sisters of San Antonio, Abbey of The Alamo, Inc, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

## Document Amendment History

### Appendix A

#### \*\* Entire Document

reviewed and modified by committee and approved by the House on 1/12/2018.

9/25/2018: Reviewed and modifications made via Committee

- Removed “or the public” in restrictions on retired members
- Added “A return to good standing is achieved as outlined in the PnP document” for retired members
- Merged Good Standing and Active Status into one category
- Removed “work at least two (2) official events per year” from good standing section as it was redundant