

BY-LAWS

BY-LAWS OF SPECIAL OLYMPICS TEXAS, INC.

Revised – December 5, 2008

ARTICLE I.

NAME

The name shall be Special Olympics Texas, Inc.

ARTICLE II.

AUTHORITY

Special Olympics Texas, Inc. shall be governed by the “By-Laws” and be consistent with the guidelines of Special Olympics, Inc. Special Olympics Texas, Inc. has been created by the Joseph P. Kennedy, Jr. Foundation and has been authorized and accredited by Special Olympics, Inc. for the benefit of persons with Intellectual Disabilities.

ARTICLE III.

AREAS OF JURISDICTION

The responsibility of Special Olympics Texas, Inc. is to direct, develop, and coordinate all Special Olympics activities within the State of Texas, coordinating with public and private agencies, individuals, and other organizations to assure a comprehensive Special Olympics program for persons with Mental Retardation/Intellectual Disabilities. Special Olympics Texas, Inc. shall cooperate and coordinate with public and private organizations active and interested in physical education, recreation, physical fitness, sports, health, safety, medical sciences, Intellectual Disabilities and other related fields.

ARTICLE IV.

PURPOSE

The purpose of Special Olympics Texas, Inc. is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults with Intellectual Disabilities, giving them continuing opportunities to develop physical fitness, express courage and experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community. Special Olympics Texas, Inc. pledges its assets for use in performing the organization’s charitable functions.

ARTICLE V.

QUALIFICATIONS FOR PARTICIPATION

- A. Personnel - All volunteers, coaches, family members or other interested parties at all levels become participants of Special Olympics Texas, Inc. upon their involvement in activities of Special Olympics Texas, Inc.
- B. Participants - An eligible participant must meet the guidelines as developed by Special Olympics Texas, Inc.
- C. Participation binds the participant to abide by the conditions of the By-Laws of Special Olympics Texas, Inc., and by the rules, regulations, policies, and guidelines of Special Olympics Texas, Inc. Participants shall not have voting rights.

ARTICLE VI.

GOVERNING BODY

- A. The governing body of Special Olympics Texas, Inc. shall be a Board of Directors comprised of a minimum of 15 members and a maximum of 24. No one agency, organization, or group shall have majority representation on the “Board” at any time. A Board Member should have demonstrated

leadership qualities through their public relations, public awareness, fund raising and/or program accomplishments on behalf of Special Olympics Texas, Inc.

1. The following Special Olympics Texas, Inc. Board of Directors positions are established and authorized to be filled by the Board when vacant:
 - a. Two Athletes of Special Olympics Texas, Inc.
 - b. One family member of a Special Olympics Texas, Inc. athlete.
 - c. Three representatives associated with public or private groups whose primary focus is Intellectual Disabilities such as Association of Retarded Citizens (ARC), Texas Council of Administrators of Special Education (TCASE), and Texas Department of Mental Health and Mental Retardation (TDMHMR).
 - d. One representative of the health, physical education or recreation profession.
 - e. One Texas licensed attorney.
 - f. One certified public accountant.
 - g. One Law Enforcement/Torch Run representative.
 - h. Three representatives from State, Area and/or Local sports programs.
 - i. Eleven representatives at large who have demonstrated leadership qualities. These representatives may be from business, industry, media, professional sports, education, parks and recreation, and/or other interested parties.
- B. The Special Olympics Texas, Inc. Board members shall serve two-year terms.
- C. An individual may serve on the Board of Directors no more than three consecutive two-year terms. An individual who has served on the Board for three consecutive two-year terms may once again become eligible for Board service after one year from the expiration of their previous service. A Chairman of the Board, whose term as Chairman expires concurrently with the expiration of a sixth consecutive year of Board Service, may be eligible for one additional year (seventh year) upon 2/3 vote of the Board.
- D. Board members shall be elected by the Board at the third quarter meeting of the fiscal year and shall officially take office on the first day of the new fiscal year with their terms expiring on the last day of the fiscal year following the year they took office. Board members elected to subsequent terms shall be elected at the fourth quarter meeting of the fiscal year and shall officially take office on the first day of the new fiscal year with their terms expiring on the last day of the fiscal year following the year they took office.
- E. Any vacancy or unfilled position of the Special Olympics Texas, Inc. Board of Directors, for whatever cause, shall be filled by the Board in accordance with Article VI. A at such time as the Board directs.
- F. On an interim basis, a person may be elected to the Board to fill the unexpired term of a former Board member. The unexpired portion of the term filled by the replacement Board member shall not be counted toward serving for three consecutive two-year terms.

- G. Board members shall be residents of the State of Texas. Board membership shall automatically terminate when a member's permanent residence is moved from the State of Texas or when the member is no longer affiliated with the organization, agency, or group they originally represented.
- H. Board membership shall be reviewed when an individual has missed two (2) meetings in a fiscal year. The members of the Board may elect to remove a member of the Board who has missed two (2) meetings by a two-thirds (2/3) majority vote of the members of the Board.
- I. A member of the Board may be removed from his/her position on the Board, for cause or in the best interest of the organization, by a two-thirds (2/3) majority vote of the members of the Board. Any director may resign at anytime by giving notice to the Chair in writing. Such resignation shall take effect at the time specified in the notice, and unless specified therein, the acceptance of such notice shall not be necessary to be effective.
- J. The Executive Committee of Special Olympics Texas, Inc. shall be composed of the officers of the Board of Directors. The Executive Committee members shall be elected by the Board at the last meeting of the fiscal year, and shall take office on the first day of the new fiscal year with their terms expiring on the last day of the fiscal year they took office. The Chairman may at his/her option appoint up to three additional members of the Board to serve a one-year term on the Executive Committee.
- K. The Executive Committee shall have the authority to act for the Board on matters that require action between Board meetings. Actions on behalf of the Board by the Executive Committee shall be reported to the entire Board, in writing within five (5) days, and may be reviewed by the Board at its next meeting.
- L. The immediate past Chairman of the Board or an appointee, by the current Chairman if an immediate past Chairman is not available, and President of Special Olympics Texas, Inc. shall serve as advisory members of the Executive Committee.
- M. Other committees may be established by the Board from time to time for the purposes and under the terms as the Board may proscribe. Consistent with the Board's purposes and terms for such committees, written committee structures, purposes, policies and procedures for each committee, including the Executive Committee, shall be created and maintained by the President or at his/her direction. Committees, as established by these By-Laws, may have members who are not Board Members, provided Board members constitute a majority of the committee.
- N. The current Chairman of the Board and President of Special Olympics Texas, Inc. shall serve as advisory members of all other state committees.
- O. The following Committees are established by these By-Laws:
 - i. Executive Committee
 - ii. Finance Committee
 - iii. Board Management Committee.
- P. Special Olympics Texas, Inc. will indemnify and hold harmless its Board of Directors, individually and collectively, from all suits, actions or claims of any character, type or description made for or on account of any injuries (personal or property), damages, or amounts allegedly owed, which are received, sustained, or due to any person or entity for any property arising out of or occasioned by the acts or omissions of any such Director in the

execution, scope and performance of any and all of such Director's services to Special Olympics Texas, Inc. Such indemnity shall include and shall not be limited to situations for the claims, losses, damages, cause of action, suits or liabilities arising in whole or in part out of the negligence or alleged negligence of such Director.

ARTICLE VII.

OFFICER DUTIES

- A. The officers of the Board shall consist of a Chairman, Vice Chairman, Treasurer, Secretary, and Parliamentarian.
- B. The officers shall be elected by the Board members from among their members at the last meeting of the fiscal year, and shall take office on the first day of the new fiscal year, with their terms expiring on the last day of the fiscal year they took office. Any vacancy in any office shall be filled by an election of the Special Olympics Texas, Inc. Board members.
- C. Officers shall serve terms of one year.
- D. The Chairman shall preside at all meetings of the Board. The Chairman shall, with the assistance of the President, prepare an agenda for each meeting of the Board.
- E. The Vice Chairman shall perform the duties of the Chairman in the event of the Chairman's absence and aid the Chairman in all Special Olympics Texas, Inc. programs.
- F. The Secretary shall oversee the recording of the minutes of the Board.
- G. The Treasurer shall coordinate with the President, a planned budget of expenditures and revenues and shall present for approval a financial statement at each called or regular meeting of the Board. The President, with the approval of the Treasurer, may establish checking accounts, savings accounts, and/or other accounts in financial institutions in the State of Texas. The Finance Committee must be notified by the President within thirty (30) days of the action.
- H. The Parliamentarian shall clarify any question that may arise relative to the proceedings of all meetings of the Board.
- I. Special Olympics Texas, Inc. will indemnify and hold harmless its officers, individually and collectively, from all suits, actions or claims of any character, type or description made for or on account of any injuries (personal or property), damages, or amounts allegedly owed, which are received, sustained, or due to any person or entity for any property arising out of or occasioned by the acts or omissions of any such officer in the execution, scope and performance of any and all of such officer's services to Special Olympics Texas, Inc. Such indemnity shall include and shall not be limited to situations for the claims, losses, damages, cause of action, suits or liabilities arising in whole or in part out of the negligence or alleged negligence of such officer.

ARTICLE VIII.

MEETINGS

- A. The first meeting of the fiscal year is to be held during the first quarter. The fiscal year of Special Olympics Texas, Inc. shall be fixed by resolution of the Board.
- B. Board meetings will be held quarterly.
- C. Special meetings of the Board may be held either at the request of the Chairman, by majority vote of the Executive Committee, or upon written

request to the Secretary of forty percent (40%) of the members of the Board. The record date for determining directors entitled to call a special meeting shall be the date the first director signs the call and request. Ten (10) calendar days' notice of special meetings shall be given to all directors by mail, facsimile or electronic transmission. If by mail, such notice is deemed delivered when deposited in the U.S. Mail, addressed to the director at the address in Special Olympics Texas, Inc.'s records.

- D. All meetings shall be open to the public. The Board maintains a written record of its proceedings and that record shall be available to the participants. An Executive Session may be called by the Chairman from time to time.
- E. A quorum shall be defined as the minimum number of Board members needed to be present for the transaction of business at any regularly scheduled or special Board meeting. A majority of the then currently filled Board positions shall constitute a quorum. All votes, except otherwise established by these by-laws, shall be based on those members actually present and voting at a meeting, provided a quorum has been established.
- F. Robert Rules of Order (Revised) shall govern the proceedings of all meetings of the Board.

ARTICLE IX.

CONFLICT OF INTEREST

As soon as possible, a Board member shall fully disclose to the Board the existence of any actual or potential conflict of interest he/she may have. Further involvement by the affected Board member in any matter so reported shall be conditioned upon the consent of the Board. Consent of the Board may be subject to any conditions, terms, oversight, reports, or other safeguards as the Board may deem appropriate. The Board may establish a committee or other designee for the purpose of receiving disclosure and providing consent. Board members may be required to sign a conflicts policy and statement annually or at other intervals as the Board may deem appropriate. Board members shall strive to conduct themselves at all times so as to avoid even the appearance of impropriety.

ARTICLE X.

PAID EMPLOYEE

- A. The President shall be hired by the Board. Termination of the President will be the responsibility of the Chairman with approval of a majority of the Board of Directors.
- B. The duties of the President are for the overall responsibility of directing the Special Olympics Texas, Inc. program. As an employee of Special Olympics Texas, Inc., it is the President's responsibility to guide and direct the program in accordance with the standards and policies set forth by Special Olympics, Inc. and Special Olympics Texas, Inc., and to communicate regularly with Special Olympics, Inc.
- C. Staff may be hired into and terminated from currently approved budgeted positions at the discretion of the President.
- D. The President may recommend the creation of additional positions to the Board of Directors.
- E. The Board determines the salary of the President. The President determines the salaries of all other paid employees based upon performance and within the parameters of the salary structure and the approved budget.

ARTICLE XI.

DISSOLUTION

- A. Consistent with Article IX of the Articles of Incorporation of Special Olympics Texas, Inc., if Special Olympics Texas, Inc. is receiving accreditation and grant support from Special Olympics, Inc. at the time of dissolution, then in the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, the property and assets of the corporation shall go to and be distributed to Special Olympics, Inc., 1133 19th Street, N.W., Washington D.C., 20036 or current address, as long as Special Olympics, Inc. is in compliance with statutory requirements of section 501(c)(3) of the Internal Revenue Code at the time of transfer. Under no circumstances shall any of the property and assets of this corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, or subsidiary of the corporation.
- B. Consistent with Article IX of the Articles of Incorporation of Special Olympics Texas, Inc., if Special Olympics Texas, Inc. is not receiving accreditation and grant support from Special Olympics, Inc. at the time of dissolution, then in the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, the property and assets of the corporation shall go to and be distributed to Special Olympics, Inc., 1133 19th Street, N.W., Washington D.C., 20036 or current address, as long as Special Olympics, Inc. is in compliance with section 501(c)(3) of the Internal Revenue Code at the time of transfer; or, if not in compliance at the time of contemplated transfer, to an organization as described in Article IX of the Articles of Incorporation, as the Board of Directors in its sole discretion may decide. Under no circumstances shall any of the property and assets of this corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, or subsidiary of the corporation.

ARTICLE XII.

AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the Special Olympics Texas, Inc. Board of Directors by a two-thirds (2/3) majority vote of all the members serving on the Board at the time of the vote. The proposed amendments shall have been presented in writing to all Board members at least two weeks prior to the time it is to be voted upon.

ARTICLE XIII.

NOTICE

Any notice to directors shall be in writing and shall be delivered personally, mailed, sent by facsimile or by electronic transmission (if available to director) to the director at their address, facsimile address or email address appearing on the books and records of Special Olympics Texas, Inc. Notice shall be deemed provided at the time when the same is deposited in the United States Mail, postage prepaid. Notice by facsimile or email shall be deemed provided when transmitted to a facsimile or email address for the director in Special Olympics Texas, Inc.'s books and records. Whenever notice is required to be given under the provisions of the By-Laws, a waiver thereof in writing, signed by the director entitled to such notice, or a waiver by electronic transmission by the director entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.