

Bylaws

Peer Assistance Foundation of the Texas Society of Certified Public Accountants, Inc.

APPROVED BY:

TSCPA Board of Directors

EFFECTIVE DATE:

June 27, 2009

ARTICLE I - NAME AND PURPOSE

- (1) The name of this corporation shall be the Texas Society of Certified Public Accountants Peer Assistance Foundation, Inc.
- (2) The purpose or purposes for which said corporation is organized are exclusively charitable, benevolent, eleemosynary and educational, and specifically the following:
 - a) Inform Texas accounting students and professionals, as well as their employers and families, about common performance-impairing mental health problems such as depression and chemical dependencies such as the disease of alcoholism, and study their incidence in Texas;
 - b) Motivate affected persons to seek help through the Peer Assistance Program of the Texas Society of Certified Public Accountants and through other recovery sources;
 - c) Support the effort by volunteers in the Peer Assistance Program to assist in the recovery of affected persons through personal contacts, counseling, informal meetings and referrals to other recovery sources;
 - d) Encourage recovering accountants to share their experience, strength and hope at state and local recovery meetings which may, but need not, be sponsored by the corporation, and publicize their stories anonymously to inspire others to enter recovery;
 - e) Provide funds to recruit and train volunteers for the Peer Assistance Program and to reimburse the reasonable out-of-pocket expenses of volunteer service and training;

- f) Provide funds for full-time staff to coordinate and assist the work of the volunteers in the Peer Assistance Program and for the space and equipment such staff may need;
- g) Offer other services or provide other support which may contribute to the general mission of the corporation and its relationship to other organizations in the accounting, mental health and chemical dependency fields; and
- h) Engage in any and all lawful activities for which nonprofit corporations may be incorporated under the provisions of the Act and which are consistent with exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated there under, or any subsequent federal tax law.

ARTICLE II - MEMBERS

- (1) The voting members of this corporation shall be the current directors of the Texas Society of Certified Public Accountants ("Society").
- (2) Honorary members shall be those who are approved as honorary members by the trustees of this corporation.

ARTICLE III - TERMINATION OF MEMBERSHIP

Membership in this corporation shall terminate by reason of death, resignation or ceasing to meet the qualifications for membership in the corporation.

ARTICLE IV - DIRECTORS AND MEETINGS

- (1) The direction and management of the affairs of this corporation and control and disposition of its property and funds shall be vested in the Board of Directors. The Board of Directors shall be comprised of all voting members of the corporation.
- (2) Members of the Board of Directors shall serve for so long as they are members of the Board of Directors of the Society.
- (3) A director by writing may waive notice of any meeting of directors, and attendance at any meeting shall constitute a waiver of notice of such a meeting.

- (4) The Board shall meet concurrent with the Annual Meeting of Members of the Society. The Board or the members shall also meet at such other time and place as may be specified by the Society chairman or whenever convened by call of at least five % of the members entitled to vote at such meeting. Notice stating the time, place, and purpose of the meeting shall be disseminated by or at the direction of the Society chairman, the secretary, or the officers or persons calling the meeting to all directors or members not less than 10 or more than 60 days before the meeting date. One hundred members when present in person shall constitute a quorum at any meeting of the Peer Assistance Foundation for the transaction of business. The act of a majority of the members or directors present at any time at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or the charter of this corporation or by these *Bylaws*.
- (5) The principal office of the corporation shall be the principal executive office of the Texas Society of Certified Public Accountants.

ARTICLE V - BOARD OF TRUSTEES

- (1) The Board of Trustees shall consist of the current members of the Executive Board of the Society. Members of the Board of Trustees shall serve until their successors are elected and qualified.
- (2) The resignation of a member of the Board of Trustees shall be tendered to the Board of Directors. Absence from three consecutive meetings of the Board of Trustees or failure to perform his/her duties as provided herein may be declared by the Board of Directors to be the tender of the member's resignation from the Board of Trustees. If a vacancy occurs in the Board of Trustees, the Board of Directors shall designate a trustee to fill the vacancy.
- (3) The Board of Trustees shall function for the Board of Directors during the period between Board of Directors meetings and shall have all the power of the Board of Directors except for those powers specifically reserved by the Board of Directors for itself. Except as provided hereinabove, the Board of Directors shall not delegate the authority to: reverse the previous vote of the Board of Directors; remove or fill the vacant term of a director, an officer or a member of the Board of Trustees; vote on a proposal to amend the *Bylaws* or withdraw or modify a proposal; or designate the auditor or auditors.
- (4) The Society chairman shall designate the time, place and agenda for any meeting of the Board of Trustees. A majority of the Board of Trustees shall constitute a quorum.

ARTICLE VI - OFFICERS

- (1) The officers of the Texas Society of Certified Public Accountants Peer Assistance Foundation, Inc. shall consist of the officers of the Society. The officers shall be members of the Board of Trustees.
- (2) The officers of the corporation shall have such powers and duties as usually pertain to their offices, except as modified by the Board of Directors.

ARTICLE VII - COMMITTEES

The Board of Directors may create standing and special committees, with power and duties as the Board may determine.

ARTICLE VIII - DISSOLUTION

In the event of the dissolution of this corporation, at any time or for any reason, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation, subject to the charitable, benevolent, eleemosynary and educational purposes of this corporation, to the Accounting Education Foundation of the Texas Society of Certified Public Accountants, Inc., so long as such use qualifies under Internal Revenue Code Section 501(c)(3) and if at that time such organization: is wholly of a public and nonprofit nature; is organized and operated exclusively for charitable, benevolent, eleemosynary, or educational purposes; and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law). If the foregoing organization is not eligible to receive the funds under the restriction provided in the preceding sentence, all of the assets of the corporation shall instead be given or contributed to any one or more corporations, associations, entities or institutions which are wholly of public and nonprofit nature, which are organized and operated exclusively for charitable, benevolent, eleemosynary or educational purposes and which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law). Such contributions shall be made to such corporation, association, entity and/or institution as may be determined by a majority of the Board of Directors. No contributor to this corporation nor any member of the family of the contributor nor any corporation controlled by a contributor shall ever derive or receive any financial or pecuniary gain or profit from this corporation on dissolution, liquidation, winding-up or otherwise.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any person who is or was a party or is or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, against expenses, judgments, awards, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person (with the prior consent of the corporation acting through its trustees by a two-thirds vote and concurrence of counsel which the corporation shall have retained to defend such person, as hereinafter provided) in connection with such action, suit or proceeding:

- (i) except with respect to matters as to which it is adjudged in any such suit, action or proceeding that such person is liable to the corporation by reason of the fact that such person has been found guilty of the commission of a crime or of gross negligence in the performance of his/her duties, it being understood that termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent (whether or not after trial) shall not, of itself, create a presumption or be deemed an adjudication that such person is liable to the corporation by reason of the commission of a crime or gross negligence in the performance of his/her duties; and
- (ii) provided that such person shall have given the corporation prompt notice of the threatening or commencement (as appropriate) of any such action, suit or proceeding. Upon notice from any such indemnified person that there is

threatened or has been commenced any such action, suit or proceeding, the corporation:

- a) shall defend such indemnified person through counsel selected by and paid for by the corporation and reasonably acceptable to such indemnified person, which counsel shall assume control of the defense; and
- b) shall reimburse such indemnified person for expenses encompassed by the foregoing indemnity in advance of the final disposition of any such action, suit or proceeding, provided that the indemnified person shall agree to repay to the corporation all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the corporation by reason of the fact that such indemnified person has been found guilty of the commission of a crime or of gross negligence in the performance of his/her duties

The foregoing provisions shall be in addition to any and all rights which the persons specified above may otherwise have at any time to indemnification from and/or reimbursement by the corporation.

ARTICLE X - AMENDMENTS

- (1) These Bylaws, subject to the qualifications hereinafter provided, may be altered, amended or repealed by a two-thirds vote of the membership in attendance at any annual, regular or special meeting of the Board of Directors, provided that notice of the proposed amendment is given to all of the directors at least 10 days before such meeting and provided further that a quorum be present at such meeting. Anything to the contrary herein notwithstanding, none of the provisions of Article VIII herein may, at any time, be altered, amended or repealed.
 - (2) In the event of lack of clarity, the Board of Directors shall interpret these *Bylaws*.
-