

Autocare Haven Bylaws

ARTICLE I

These bylaws constitute the code of rules adopted by Autocare Haven for the regulation and management of its affairs.

ARTICLE II

Purpose

The Board is organized for the following purpose:

1. raise funds to provide vehicle repair by connecting our designated recipients to an approved auto mechanic who can conduct the work;
2. Such other activities as may be necessary to effectuate the purpose of the Corporation.
3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III
Members of the Board of Directors

- (1) **Qualifications**
Members of the Board must be residents of Dallas County, Collin County, Tarrant County, Rockwall County, or Denton County and must broadly reflect the age, ethnic, and geographic diversity of north Texas. Each Member must have an interest in helping the less fortunate. Membership shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.
- (2) **Number of Board Members**
The Board will consist of at least three Members and no more than 9 Members. Upon majority resolution of the Board, the number of Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Member, or decreasing the total number of Members to less than five Members.
- (3) **Term of Members**
The term of office for Members of the Board will be two years. Board Members may serve any number of consecutive terms.
- (4) **Election of Board Members**
Election to the Board shall be during the month of January of odd-numbered years.
- (5) **Reappointment of Members**
Members desiring reappointment must attend at least nine Board meetings per year and actively work on a committee, task force or project.

- (6) **Resignation**
Any Member may resign at any time by delivering written notice to the Secretary or Chairperson of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- (7) **Removal**
Any Member may be removed with or without cause, at any time, by a majority of the entire Board, at a Regular or Special Meeting called for that purpose. Any Board Member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (8) **Vacancies**
The Board may fill a vacancy for the remainder of the unexpired term. Vacancies shall be filled as soon as practical.
- (9) **Compensation**
Members shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Board, as long as a majority of disinterested Members approve the reimbursement.
- (10) **Emeritus Members**
This type of membership is available to recognize members who have made significant contributions to the Board and who are unable for any reason to continue as active members. These members are non-voting members and are not obligated to attend meetings.

ARTICLE IV
Conflicts of Interest and Code of Ethics

- (1) **Conflicts of Interest Policy**
- (a) If a member, agent, or employee of the Board has a conflict of interest in any transaction involving the selection, award, or administration of funds, he or she may not participate in a vote, discussion, or decision about the matter.
- (b) A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:
- (1) the person;
 - (2) any member of the person's immediate family, which includes spouse and any minor children;
 - (3) a business partner of the person; or
 - (4) any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve as an officer, director, trustee, partner, or employee.

- (c) A financial benefit includes, but is not limited to, grant money, contract, subcontract, royalty, commissions, contingency, brokerage fee, gratuity, favor, or any other thing of monetary value.

ARTICLE V
Board Meetings

(1) Open Meetings

Meetings shall be open to the general public, and shall be conducted in accordance with the open meetings law, Texas Government Code Chapter 551.

(2) Place of Board Meetings

Meetings of the Board will be held at any place that the Chairperson may designate.

(3) Regular and Special Meetings

Regular meetings of the Board shall be held at least 9 times each year, or more frequently as deemed necessary by the Board. Special Meetings may be called by the Chairperson or any three members.

(4) Notice of Board Meetings

Written notice of the date, time, place and subject of each meeting must be posted at least 14 days before the scheduled time of the meeting, except when there is an emergency or urgent public necessity as provided by Texas Government Code Section 551.045.

(5) Quorum

A quorum for a meeting of the members shall consist of at least three Board members.

(6) Voting and Proxy

When it is necessary to vote on any matter before the Board, members shall be present in person to vote, provided that with reasonable notice to the Board Chairperson, a Member may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting is not permitted.

(7) Electronic Conference Call

A meeting of the Board may only be held by telephone conference call if an emergency or public necessity exists within the meaning of Section 551.045 of the Texas Government Code and the convening at one location of a quorum of the governmental body is difficult or impossible.

The telephone conference call meeting is subject to the notice requirements applicable to other meetings; notice of the telephone conference call meeting must specify as the location of the meeting the location where meetings of the governmental body are usually

held. Each part of the telephone conference call meeting that is required to be open to the public shall be audible to the public at the location specified in the notice of the meeting as the location of the meeting and shall be tape-recorded. The tape recording shall be made available to the public. The location designated in the notice as the location of the meeting shall provide two-way communication during the entire telephone conference call meeting and the identification of each party to the telephone conference shall be clearly stated prior to speaking.

(8) Minutes

The Secretary or appointed Board Member shall prepare and keep minutes or make a tape recording of each open meeting of the Board. The minutes must state the subject of each deliberation and indicate each vote, order, decision, or other action taken.

(9) Recording of Meeting by Person in Attendance

A person in attendance may record all or any part of an open meeting of the Board by means of a tape recorder, video camera, or other means of aural or visual reproduction. The Board may adopt reasonable rules to maintain order at a meeting, including rules relating to the location of recording equipment and the manner in which the recording is conducted. Such rules may not prevent or unreasonably impair a person from exercising their right to record the meeting.

ARTICLE VI
Officers

(1) Roster of Officers

The Board shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary. The Board may have, at its discretion, such other officers as may be appointed by the Board. One person may not hold two or more offices.

(2) Election and Removal of Officers

All officers shall serve two-year terms. The election shall be conducted at the first meeting of the fiscal year and following the appointment of the new Members filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. The election of officers shall be by majority vote of the Members of the Board attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Board Members present.

(4) Chairperson

The Chairperson will supervise and control the affairs of the Board and shall exercise such supervisory powers as may be given him/her by the Board Members. The Chairperson will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board. The Chairperson shall preside at all meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.

(5) Vice Chairperson

The Vice Chairperson shall act in place of the Chairperson in the event of the Chairperson's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board. The Vice Chairperson shall serve as the parliamentarian and interpret any ambiguities of the bylaws

(6) Treasurer

The Treasurer will have charge and custody of all funds of the Board, will oversee and supervise the financial business of the Board, will render reports and accountings to the Board, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned from time to time by the Board.

(7) Secretary

The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. The Secretary shall attest to and keep the bylaws and other legal records of, or copies thereof, the Board. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board, and shall keep copies of all minutes.

(8) Records

All elected officers and committee chairpersons shall relinquish their records to the Chairperson immediately upon the completion of their term of office or completion of their term of office or completion of a project.

(9) Resignation

An officer may resign the office while not resigning membership from the Board, by submitting a letter to the Chairperson. Vacancies occurring in any office other than the Chairperson shall be appointed for the remainder of the term by the Chairperson.

ARTICLE VII
Committees

(1) Chairperson

The Chairperson of the Board shall appoint committee chairpersons, standing committees, and such ad hoc committees as may be necessary to perform the work of the Board.

(2) Standing Committees

These may include Auto Advisory Committee and Finance and Budget Committee comprised of Board and/or non-Board members as needed.

ARTICLE VIII

Duties

(1) Auto Advisory Committee

The Auto Advisory Committee may constitute up to 3 Board or non-Board members with a background and professional experience in the automotive industry. Their purpose will be to advise the Board regarding automotive issues and repairs that will impact the goal or goals of the organization.

(2) Finance and Budget Committee

The treasurer is the chair of the Finance and Budget Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the board members and the public

ARTICLE IX

Rules of Procedure

The proceedings and business of the Board shall be governed by Robert's Rules of Order unless otherwise provided herein.

ARTICLE X

Operations

(1) Execution of Documents

Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Board shall be signed and executed by the Chairperson and one other officer (or such other person designated by the Board), pursuant to the general authorization of the Board.

(3) Budget

The proposed budget for the ensuing year shall be prepared by the Treasurer in a manner set by Board.

(4) Disbursement of Funds

Financial Transactions which have a value of \$100.00 or more shall require majority approval of the Board. In all other transactions, the Chairperson may dispense with the funds of the Board in accordance with the annual budget approved by the Board and the purposes of the Board as set out in these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Board's accounts shall require the approval of the Board.

(5) Receipt of Gifts

The Board shall be authorized to accept gifts of money and other property to further its goals, and for any use in the furtherance of its lawful purposes.

(7) Nonprofits

If the Board is affiliated with a nonprofit organization, a Memorandum of Understanding (MOU) should be established defining the relationship and the role of each organization.

(8) Records

The Board will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Board will keep at a safe place designated by the Board the original or a copy of its records, including its bylaws, including amendments to date certified by the Secretary of the Board.

All elected officers and committee chairpersons shall relinquish their records to the Chairperson, immediately upon the completion of their term of office or completion of a project.

(9) Inspection of Books and Records

The minutes and tape recordings of an open meeting are public records and shall be available for public inspection and copying on request to the Board's Chairperson or the Chairperson's designee.

(10) Amendments

The bylaws may be amended at any time by a vote of a majority of Members at a meeting where a quorum is present.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the **Autocare Haven** at its meeting held on the 12th day of November, 2017.

Chairperson

Date

Vice-Chair

Date