

**BYLAWS  
OF  
North Texas Dance Scholarship Fund  
A Texas Nonprofit Corporation**

These bylaws govern the affairs of North Texas Dance Scholarship Fund, a Texas nonprofit corporation (the “corporation”). The corporation is organized under the Nonprofit Corporations Chapter of the Texas Business Organizations Code (the “Act”).

**ARTICLE 1  
OFFICES**

1.1 Principal Office. The principal office of the corporation in the State of Texas shall be located at 708 Franklin Drive, Allen, TX, 75013. The corporation may have such other offices, either in Texas or elsewhere, as the board of directors may determine. The board of directors may change the location of any office of the corporation.

1.2 Registered Office and Registered Agent. The corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical to the corporation’s principle office in Texas. The board of directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2  
NONPROFIT PURPOSES**

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the corporation’s purposes also include the limited participation of the corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. The corporation shall exercise all rights and powers conferred by the laws of the State of Texas upon nonprofit corporations and by section 501(c)(3) of the Internal Revenue Code.

The corporation shall do such other things as are incidental to the purposes of the corporation or are necessary or desirable in order to accomplish them.

**ARTICLE 3  
BOARD OF TRUSTEES**

3.1 Management. The property, business, and affairs of the corporation shall be managed by the board of directors, and the powers of the corporation shall be exercised by the board of directors.

3.2 Number of Directors. The board shall consist of no less than three and no more than seven directors, preferably keeping an odd number of directors to prevent deadlock. The number of directors may be increased or decreased by the board of directors by amending the certificate of formation, or by amending these bylaws, either of which shall have the same force and effect.

3.3 Qualifications of Directors. Directors shall be natural persons at least eighteen (18) years of age who need not be residents of Texas.

3.4 Tenure of Directors. Each director's term of office shall be perpetual. Each director shall hold office until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

3.5 Election of Directors. The board of directors may present a nominee to serve as director at any annual meeting or at a specially called meeting for that purpose.

3.6 Removal of Directors. A director may be removed by the board with or without good cause by a majority vote of the directors in office at a special meeting called for such purpose.

3.7 Vacancies. Vacancies shall be promptly filled by the board at a regular, special, or annual meeting of the board of directors.

3.8 Annual Meeting. The annual meeting of the board of directors shall be held in the first quarter of each year. The president shall select the specific date and location of the meeting and shall notify the directors at least seven (7) days in advance of the meeting.

3.9 Regular Meetings. The board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or outside the State of Texas and shall be held at the corporation's principal office in Texas unless the resolution specifies another location for the meetings. No notice of regular meetings of the board is required other than written or actual notice to board members or a calendar of meeting times transmitted to board members reasonably in advance of any meeting.

3.10 Special Meetings. The president or any two (2) directors may call a special meeting of the board of directors. The president shall determine the location of any special meeting. Written or actual notice of any special meeting of the board shall be delivered to each director not less than two (2) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is being called.

3.11 Adjourned Meetings. A meeting of the board may be adjourned and reconvened at a later date. Notice of the reconvened meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days.

3.12 Action by Consent of Board without Meeting. Any action required or permitted to be

taken by the board of directors may be taken without a meeting, and with the same force and effect as a unanimous vote of directors, if all members of the board of directors consent in writing to the action.

3.13 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. No action may be taken without the vote of at least a majority of the number of directors required to constitute a quorum.

If a quorum is present at no time during a meeting, a majority of directors present may adjourn and reconvene the meeting one time without further notice, subject to the requirements of this Article. In the case of a reconvened meeting called after the lack of a quorum, any number of members present shall constitute a quorum, notwithstanding any other provision of law to the contrary.

3.14 Conduct of Meetings. The president shall preside over meetings. The secretary of the corporation shall act as secretary of the board of directors. When the secretary is absent from any meeting, the president or the person presiding may appoint any person to act as secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order* to the extent such rules are not inconsistent with or in conflict with the certificate of formation or these bylaws. The president may appoint another person to conduct the meeting.

3.15 Powers of Board of Directors. The board of directors shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act and the laws of the State of Texas pertaining to nonprofit corporations, subject to any limitations under the certificate of formation or these bylaws. All corporate powers shall be exercised by or under the authority of the board of directors. The board of directors shall be responsible for the acquisition and disposition of corporate property, which includes the management of its financial resources. The board of directors shall have the power to buy, sell, mortgage, pledge, or encumber any corporate property and incur related indebtedness. In addition to the powers and authorities expressly conferred by the bylaws upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things that are not prohibited by statute, the certificate of formation, or these bylaws.

3.16 Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the corporation. Ordinary care is the degree of care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation, legal counsel, public accountants, or other persons, as to matters the director reasonably believes are within the

person's professional or expert competence, or a committee of the board of directors of which the director is not a member. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of director of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**3.17 Duty to Avoid Improper Distributions.** Any director who votes for or assents to an improper distribution is jointly and severally liable to the corporation for the value of the improperly distributed assets, to the extent that debts, obligations, and liabilities of the corporation are not thereafter paid and discharged. Any distribution made when the corporation is insolvent, other than in payment of debts of the corporation, or any distribution that would render the corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities is also improper. Directors present at a board meeting at which an improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the corporation before adjournment or mailed to the secretary by registered mail immediately after adjournment (i.e., within a reasonable time under the prevailing circumstances and conditions).

A director is not liable if, in voting for or assenting to a distribution, the director: (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation, legal counsel, public accountants, or other persons, as to matters the director reasonably believes are within the person's professional or expert competence, or a committee of the board of directors of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the corporation to be at least that of their book value; and (3) in determining whether the corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the corporation.

Directors held liable for an improper distribution are entitled to contribution from the persons who accepted or received the improper distribution knowing it was improper. Contribution is in proportion to the amount received by each such person.

**3.18 Delegation of Duties.** The board of directors is entitled to select advisors and delegate investigative and advisory duties and responsibilities to them; however only the board may take action based on the advice of an advisor. Directors are not liable for acting on advice received by an advisor if the board acts in good faith and with ordinary care in selecting the advisor. The board may remove or replace an advisor, with or without cause.

3.19 Proxies. Voting by proxy is prohibited.

3.20 Compensation. Directors shall not receive salaries or compensation for their services on the board of directors. The board of directors may adopt a resolution providing payment to directors for expenses of attendance, if any, at a meeting of the board of directors. A director may serve the corporation in any other role and receive reasonable compensation for those services.

#### **ARTICLE 4** **OFFICERS**

4.1 Officer Positions. The officers of the corporation shall include the president, the secretary, and the treasurer, and may include one or more vice presidents or added officer positions as the board of directors designates. Any two or more offices may be held by the same person, except the offices of president and secretary, which may not be held by the same person.

4.2 General Duties. All officers of the corporation shall have the authority to perform the duties necessary to manage the corporation as may be provided in these bylaws or as may be determined by resolution of the board of directors not inconsistent with the bylaws and certificate of formation.

4.3 Election and Term of Office. The officers of the corporation shall be elected annually at the annual meeting of the board of directors. Each officer shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

4.4 Removal. An officer may be removed from office with or without cause by a majority vote of the directors in office at a special meeting called for such purpose. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.5 Resignation. An officer may resign at any time by giving written notice to the president. Such resignation shall be effective upon receipt by the corporation or at such subsequent time as specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the corporation.

4.6 Vacancies. Except as otherwise specifically provided, when an office is vacated prior to the expiration of the officer's term, the board of directors may elect a person to fill the vacancy for the remainder of the term by a majority vote of the directors in office.

4.7 President. The president shall be the chief executive officer of the corporation and shall oversee all of the business and affairs of the corporation under the authority of the board of directors. The president may execute deeds, mortgages, bonds, contracts, or other instruments the

board of directors has authorized to be executed. However, the president may not execute instruments on behalf of the corporation if this power is expressly delegated to another officer or agent of the corporation by the board of directors, the bylaws, or bylaw.

If the president is absent and unable to fulfill the duties of his office, then the vice president or another person selected by the board of directors shall act in the place of the president.

4.8 Vice President. When the president is absent, unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of the date elected. A vice president shall perform other duties as assigned by the president or board of directors.

4.9 Treasurer. The treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. The treasurer shall have full authority to receive and give receipts for all money due and payable to the corporation, and to endorse checks and disburse funds to discharge obligations of the corporation. The treasurer shall deposit all moneys in the name of the corporation in banks or other places of deposit as designated in the bylaws or by the board of directors or the president. The treasurer shall maintain the financial books and records of the corporation and prepare financial reports at least annually. In general, the treasurer shall perform all duties incident to the office of treasurer and such other duties as assigned by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the board of directors.

4.10 Secretary. The secretary shall attend all meetings of the board and committees of the board and give all notices as provided in the bylaws or as required by law. The secretary shall take minutes of the meetings of the board of directors and committees of the corporation and keep the minutes in the records of the corporation. The secretary shall maintain custody of the corporate records. The secretary shall keep a register of the mailing address of each director, officer, and employee of the corporation. In general, the secretary shall perform all duties incident to the office of secretary and such other duties as may be assigned by the president or the board of directors. The chairman may appoint or employ a recording secretary.

4.11 Assistant Officers. The board of directors may appoint one or more assistant secretaries and one or more assistant treasurers as necessary to fulfill the duties of the offices of secretary and treasurer.

4.12 Disallowed Payments. Any payments made to an officer of the corporation, such as a salary, commission, bonus, interest, rent, or reimbursement of expenses incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the board of directors to enforce reimbursement of each such amount disallowed.

## **ARTICLE 5**

### **COMMITTEES**

5.1 Establishment of Committees. The board of directors may adopt resolutions establishing one or more committees, delegating specific authority to a committee, or appointing or removing members of a committee. A committee may include persons who are not directors. The board of directors may establish qualifications for membership on a committee. The board of directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the board of directors. The establishment of a committee, or the delegation of authority to it, shall not relieve the board of directors, or any individual director, of any responsibility imposed by the bylaws or by law. No committee shall have the authority of the board of directors to:

- 5.1.1 Amend the certificate of formation;
- 5.1.2 Adopt a plan of merger or a plan of consolidation with another corporation;
- 5.1.3 Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
- 5.1.4 Authorize the voluntary dissolution of the corporation;
- 5.1.5 Revoke proceedings for the voluntary dissolution of the corporation;
- 5.1.6 Adopt a plan for the distribution of the assets of the corporation;
- 5.1.7 Amend, alter, or repeal the bylaws;
- 5.1.8 Elect, appoint, or remove a member of a committee or a director or officer of the corporation;
- 5.1.9 Approve any transaction to which the corporation is a party and that involves a potential conflict of interest as described in these bylaws; nor
- 5.1.10 Take any action outside the scope of authority delegated to it by the board of directors.

52 Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

53 Chair and Vice-Chair. The president shall appoint a chair and a vice-chair for each committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair.

54 Notice of Meetings. Written notice of a committee meeting shall be delivered to each member of a committee not less than two (2) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and time of the meeting and the purpose or

purposes for which the meeting is called.

55 Quorum. One-half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be taken without the vote a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the committee chair may adjourn and reconvene the meeting one time without further notice.

56 Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered present and voting for the purpose of determining the act of the committee.

57 Report to Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the board of directors at each regular meeting of the board.

58 Compensation. Committee members and board members shall not receive salaries for their service on committees. The board may adopt a resolution providing for payment to committee members and board members for expenses of attendance, if any, at each meeting of the committee or board of directors. A committee member or board member may serve the corporation in any other capacity and receive reasonable compensation for those services.



**ARTICLE 6**  
**SCHOLARSHIPS**

6.1 The corporation supports competitive opportunities for students by underwriting expenses for instruction, costuming, and competition. Eligible expenses include the following:

- 6.1.1 Instructional expenses, including fees for private instruction, studio fees, and group classes.
- 6.1.2 Costuming expenses, including a portion of the cost of expenses where costumes are either required or unique to a dance genre.
- 6.1.3 Competition expenses, including registration and dance fees at competitive events and hotel costs in shared accommodations.

6.2 Eligibility. Scholarships are offered to high school and college students enrolled in a program leading to the award of a diploma or degree. Enrollment must be current for the academic term when application is made, and the term when the scholarship is awarded. Proof of enrollment must be provided with the application and before the scholarship is awarded.

Eligible events are limited to those conducted under the auspices of the National Dance Council of America (NCDCA), USA Dance, the United Country Western Dance Council (UCWDC), and the American Country Dance Association (ACDA), subject to the following provisions:

- 6.2.1 Competitors at NCDCA and USA Dance competitions must dance at least three Pro Am single-dance events and one ProAm multi-dance event consisting of at least three dances;
- 6.2.2 Competitors at UCWDC and ACDA competitions must dance a full program in a Pro Am division.

6.3 Application. Applications shall include the applicant's full legal name, current address, legal address, Social Security number, and other information substantiating the applicant's college enrollment status. Applications are accepted up to four (4) weeks before an event.

6.4 Awards. Awards shall be in the form of direct payments or reimbursable expenses. Direct payments for instructional expenses are paid directly to the studio or instructor. Reimbursable expenses are awarded for competition costs. Event registration is reimbursed for the minimum cost of a weekend pass required for students. The amount of the weekend pass is determined by each event and may or may not include workshops and shows. Dance fees are reimbursed only for divisions where the recipient performs a full program, except for Teams where there are no requirements for a full program. Dance fees may include Pro Am, Couple's, and Line Dance divisions. Fees may also include the fee for a Team.

**ARTICLE 7**  
**FISCAL YEAR**

The fiscal year of the corporation shall run concurrently with the calendar year.

**ARTICLE 8**  
**ASSETS**

All corporation assets, including all real property, shall advance the purposes of the corporation as specified in the certificate of formation of the corporation. Control of all corporation assets shall be by the board of directors. A specific vote of the board of directors shall be necessary to buy, sell, mortgage, lease or transfer any corporation asset with a transaction price greater than \$5,000. All documents necessary to buy, sell, mortgage, lease, or transfer any corporation real property asset must be signed by at least three (3) directors.

**ARTICLE 9**  
**TRANSACTIONS OF THE CORPORATION**

9.1 Contracts. The board of directors may authorize any officer or agent of the corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

9.2 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories that the board of directors selects.

9.3 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

9.4 Loans and Related Parties. The corporation shall not make any loan to a director or officer of the corporation.

9.5 Affiliated Transactions. Any contract or transaction between the corporation and an affiliated party shall be void as provided by law, or voidable at the discretion of the board of directors, if there is a conflict of interest between the corporation and such affiliated party. For the purposes of this section, an "affiliated party" shall be any director, officer, or employee of the corporation, or any other entity in which one or more of the directors or officers, or employees has a financial interest or is a managerial official or member. However, an otherwise valid and enforceable contract or transaction is valid and enforceable, and is not void or voidable, notwithstanding any affiliated party relationship or interest, if the conditions of subsection (a) or subsection (b) of this section are satisfied:

- 9.5.1 The material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the corporation's board of directors, a committee of the board of directors, and the board, the committee, in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested directors, or committee members, regardless of whether the disinterested directors, or committee members constitute a quorum; or
- 9.5.2 The contract or transaction is fair to the corporation when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the members.

9.6 Prohibited Acts. As long as the corporation is in existence, and except with the prior approval of the board of directors, no director, officer, or committee member of the corporation shall:

- 9.6.1 Commit any act in violation of the bylaws or a binding obligation of the corporation;
- 9.6.2 Commit any act with the intention of harming the corporation or any of its operations;
- 9.6.3 Commit any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the corporation;
- 9.6.4 Receive an improper personal benefit from the operation of the corporation;
- 9.6.5 Use the assets of this corporation, directly or indirectly, for any purpose other than carrying on the business of this corporation;
- 9.6.6 Wrongfully transfer or dispose of property of the corporation, including intangible property such as good will;
- 9.6.7 Use the name of the corporation (or any substantially similar name) or any trademark or trade name adopted by the corporation, except on behalf of the corporation in the ordinary course of the corporation's business; or
- 9.6.8 Disclose any of the corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 10**

### **BOOKS AND RECORDS**

10.1 Required Books and Records. The corporation shall keep correct and complete books and records of account. The corporation's books and records shall include:

- 10.1.1 A file-endorsed copy of all documents filed with the State of Texas, including, but not limited to, the certificate of formation and any amendments or restated certificate of formation and, if applicable, any certificate of merger, certificate of consolidation, or statement of change of registered office or registered agent;
- 10.1.2 A copy of the bylaws and any amended versions of or amendments to the bylaws;

- 10.1.3 Minutes of the proceedings of the board of directors, and any committees having the authority of the board of directors;
- 10.1.4 A list of the names and addresses of the directors, officers, and any committee members of the corporation;
- 10.1.5 A financial statement showing the assets, liabilities, and net worth of the corporation at the end of the three (3) most recent fiscal years;
- 10.1.6 A financial statement showing the income and expenses of the corporation for the three most recent fiscal years;
- 10.1.7 All rulings, letters, and other documents relating to the corporation's federal, state, and local tax status; and
- 10.1.8 The corporation's federal, state, and local information or income tax returns for each of the corporation's three (3) most recent tax years.

10.2 Inspection and Copying. A director or officer, on written demand stating the purpose of the demand, is entitled to examine and copy at the director or officer's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose.

10.3 Public Information. The corporation shall maintain a file at all offices containing all documents required by the IRS to be made available to the public. All requests from the public for copies of the corporation's Form 1023 shall be honored and provided as required by the IRS.

## **ARTICLE 11** **DISSOLUTION**

Upon the dissolution of the corporation, the corporation shall, after paying or making provision for payment of all the liabilities of the corporation, distribute all of the assets of the corporation to an organization designated by the corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Texas tax code, or 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 appropriate jurisdiction in which the principal office of the corporation is then located exclusively for such purposes or to such organization, as said court shall determine, which is organized and operated exclusively for such purposes.

## **ARTICLE 12** **NOTICES**

12.1 Notices. Any notice required or permitted by the bylaws to be given to a director, officer, or committee member of the corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the corporation, with postage prepaid, and in a sealed envelope or other container. If notice is served by facsimile or e-

mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate fax number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the secretary of the corporation.

12.2 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, the restated certificate of formation, or these revised bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.3 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE 13** **MEETING BY ELECTRONIC MEANS**

The board of directors and any committee of the corporation may hold meetings by telephone or video conference or other electronic means in which all persons participating in the meeting can hear each other and participate fully in the meeting. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

### **ARTICLE 14** **INDEMNIFICATION**

To the full extent permitted by the Act, the corporation shall indemnify any director, officer, committee member, employee, or agent of the corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation. Reasonable expenses may be advanced by the corporation in defending such actions. A determination of the right to indemnification under the Act shall be made by legal counsel selected by the directors.

The corporation shall indemnify a person only if he or she has acted in good faith and reasonably believed the conduct was in the corporation's best interests. In a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe the conduct was unlawful. The corporation shall not indemnify a person who is found liable to the corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

**ARTICLE 15**  
**EMERGENCY POWERS AND BYLAWS**

An “emergency” exists for the purposes of this section if a quorum of directors cannot be assembled because of a catastrophic event. In the event of an emergency, the board of directors may: (i) modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the board of directors only needs to be given to those directors to whom it is practicable in any manner, including by publication or radio. One or more officers of the corporation present at a meeting of the board of directors may be deemed directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds a corporation and may not be the basis for imposing liability on any director, officer, employee or agent of the corporation on the ground that the action was not authorized. The board of directors may also adopt emergency bylaws, subject to amendments or repeal by the full board of directors, which may include provisions necessary for managing the corporation during an emergency including: (i) procedures for calling a meeting of the board of directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the board of directors has deemed that the emergency has ended.

**ARTICLE 16**  
**MISCELLANEOUS PROVISIONS**

15.1 Construction of Bylaws. These bylaws shall be constructed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be constructed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

15.2 Power of Attorney. A person may execute any instrument related to the corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the corporation secretary to be kept with the corporation’s record.

**ARTICLE 17**  
**AMENDMENTS TO BYLAWS**

The bylaws may be amended or repealed, and new or revised bylaws may be adopted by a majority vote of the board of directors present and voting at a regular, special, or annual meeting of the board. The notice of any meeting at which amendment or repeal of the bylaws is on the agenda shall allow for review of the proposed amended, repealed, or revised bylaws.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of North Texas Dance Scholarship Fund, and that the foregoing bylaws were duly adopted by the board of directors at a properly noticed meeting of the board on December \_\_\_\_\_, 2019.

SIGNED: \_\_\_\_\_

PRINTED NAME: \_\_\_\_\_

DATE: \_\_\_\_\_