

BYLAWS

OF

COLLIN COUNTY CHILD PROTECTIVE SERVICES

A TEXAS NON-PROFIT CORPORATION

ARTICLE I

PURPOSE

Section 1. PURPOSE. The purposes for which Collin County Child Protective Services (hereinafter sometimes referred to as the "Corporation" or "CCCPS") is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to promote civic, charitable, educational and other non-profit purposes within the community.

The purposes of the Corporation shall be promoted through the development of programs of protection, care and well-being for dependent, neglected, and abused children of Collin County, and to encourage, engage, promote, and participate in activities that will benefit all children of Collin County. This purpose shall be carried out through and with the cooperation of the Texas Department of Protective and Regulatory Services (TDPRS), Child Protective Services Division.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Texas Non-Profit Corporation Act (the "Act"). 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 any candidate for public office.

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

ARTICLE II

OFFICES

Section 1. **PRINCIPAL OFFICE.** The principal office of the Corporation shall be in Collin County, Texas, or such other county as the Board of Directors may from time to time designate. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. **REGISTERED OFFICE AND REGISTERED AGENT.** The Corporation shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. **INTERESTED DIRECTORS.** No contract or other transaction between the Corporation and any person, firm, association or corporation or in which the Corporation is interested and no act of the Corporation, shall in the absence of fraud, be invalidated or in anyway affected by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or are related to or interested in such person, firm, association or corporation as a director, officer, volunteer or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting. However, any director so interested or related shall, unless otherwise known to those present at such meeting, disclose the material facts as to the relationship or interest and to the contract, transaction or act and refrain from voting on such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the Corporation or to any creditor thereof for any loss incurred by the Corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profit he or she may have realized therein.

ARTICLE III

MEMBERS

Section 1. **MEMBERS.** The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **GENERAL POWERS.** The affairs of the Corporation shall be managed by its Board of Directors (the "Board") which shall include the promulgation of rules and regulations.

Section 2. **NUMBER, TENURE, AND QUALIFICATIONS.** The Board will consist of not less than seven (7) and not more than fifteen (15) directors appointed by the Collin County Commissioners' Court ("Commissioners' Court"). Board appointments, member term limitations, removal from office, and resignations shall be addressed pursuant to the Commissioners' Court Board/Committee Official Policies to the extent not otherwise addressed in these Bylaws.

Section 3. **REGULAR MEETINGS.** The Board shall have a regular meeting each month, excluding one summer month if agreed upon by the Board. The meetings shall be governed by and conducted in accordance with the Open Meetings Act of the Texas Government Code.

Section 4. **SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the request of the Chairperson or any three (3) Directors as the need arises. Emergency meetings may be called in accordance with the Open Meetings Act.

Section 5. **QUORUM AND VOTING.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The affirmative vote of at least a majority of the directors present and entitled to vote at any meeting of the Board or a committee of the Board of Directors at which there is a quorum shall be the act of the Board or the committee, except as may be otherwise specifically provided by the Act, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy at any meeting of the Board.

Section 6. **VACANCIES.** Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Commissioners' Court. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7. **COMPENSATION.** Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 8. **INFORMAL ACTION BY DIRECTORS.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors.

Section 9. TERM. Each director shall serve a three (3) year term. The term of the members of the Board shall be staggered so that one-third (1/3) of the regular term of directors shall end each year.

Section 10. ATTENDANCE REQUIREMENTS. The Board may adopt attendance requirements from time to time. A director may be terminated for cause if he or she fails to meet the attendance requirements. Attendance rosters will be maintained and reports of attendance shall be sent to the Commissioners' Court on a quarterly basis.

Section 11. REMOVAL. A majority of the Board may remove any director for cause. The Board has absolute discretion in the determination of what constitutes "for cause".

Section 12. RULES. Roberts Rules of Order shall govern parliamentary procedures of the Board. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 13. CONTRACTS. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances

Section 14. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of, or for any special purpose of CCCPS.

Section 15. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of the Board, and committees having any authority of the Board of Directors. All books and records shall be maintained by the Collin County Auditor and may be inspected by any director, member of the Commissioners' Court, any member of the general public, or the agent or attorney of one of the preceding, for any proper purpose at any reasonable time.

Section 16. FISCAL YEAR. The fiscal year of the Corporation shall be the same as that of the Commissioners' Court.

Section 17. AMENDMENTS TO BYLAWS. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by resolution of the Board with the approval of the Commissioners' Court.

Section 18. INDEMNIFICATION. The Corporation shall indemnify persons who are or were a director or officer of the Corporation both in their capacities as directors and officers of the Corporation and, if serving at the request of the Corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, trust, partnership, joint venture, sole proprietorship, employee benefit plan or other enterprise, in each of those capacities,

against any and all liability and reasonable expense that may be incurred by them in connection with or resulting from (a) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative (collectively, a "Proceeding"), (b) an appeal in such a Proceeding, or (c) any inquiry or investigation that could lead to such a Proceeding, all to the full extent permitted by Article 2.02-1 of the Act. The Corporation shall pay or reimburse, in advance of the final disposition of the Proceeding, to all persons who are or were a director or officer of the Corporation all reasonable expenses incurred by such person who was, is or is threatened to be made a named defendant or respondent in a Proceeding to the full extent permitted by Article 2.02-1 of the Act. The Corporation may indemnify persons who are or were an employee or agent (other than a director or officer) of the Corporation, or persons who are not or were not employees or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, trust, partnership, joint venture, sole proprietorship, employee benefit plan or other enterprise (collectively, along with the directors and officers of the Corporation, such persons are referred to herein as "Corporate Functionaries") against any and all liability and reasonable expense that may be incurred by them in connection with or resulting from (a) any Proceeding, (b) an appeal in such a Proceeding, or (c) any inquiry or investigation that could lead to such a Proceeding, all to the full extent permitted by Article 2.02-1 of the Act. The rights of indemnification provided for in this Article IV shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or vote of the Board or as a matter of law or otherwise.

The Corporation may purchase or maintain insurance on behalf of any Corporate Functionaries against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a Corporate Functionary, whether or not the Corporation would have the power to indemnify him or her against the liability under the Act or these Bylaws; provided, however, that if the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Board. Without limiting the power of the Corporation to procure or maintain any kind of insurance or arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (i) create a trust fund, (ii) establish any form of self-insurance, (iii) secure its indemnification obligation by grant of any security interest or other lien on the assets of the Corporation, or (iv) establish a letter of credit, guaranty or surety arrangement. Any such insurance or other arrangement may be procured, maintained or established within the Corporation or its affiliates or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities thereof are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Board as to the terms and conditions of such insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in approving such insurance or other arrangement shall be beneficiaries thereof.

Section 19. BOARD RESPONSIBILITY. It will be the duty of the Board to act in an interpretive capacity to insure that the activities and programs of CCCPS meet prevailing conditions of the community and goals set by the Commissioners' Court.

The Board will work with the CCCPS staff in:

1. Developing a budget for the operation of CCCPS;
2. Presenting such budget to the Commissioners' Court for approval upon request;
3. Insuring that such funds are expended as intended and approved by the Commissioners' Court;
4. Maintaining all financial records in the manner prescribed by the County Auditor;
5. Providing a quarterly financial report (as prescribed by the County Auditor) to the Commissioners' Court;
6. Developing child protective program policies that are consistent with the policies of the Texas Department of Human Services; and
7. Safeguarding the confidential nature of all social case records.

The Board shall cooperate with:

1. State, county, and city authorities in furthering the education of children and enforcing school laws;
2. State, county, and city health departments in matters relating to the health of children;
3. Juvenile boards and probation departments for the prevention of delinquency and rehabilitation of those charged with delinquency;
4. All other agencies, local, statewide, and national, in coordinating community programs for the welfare of children; and
5. The regional divisions of child protective services in matters of studies, surveys and reports so that there may be a comprehensive picture of child protective services in Texas.

Activities of the Board shall include public social services that supplement or substitute parental care and supervision for the purpose of:

1. Preventing, remedying, or assisting in the solution of problems that may result in the neglect, abuse, exploitation, or delinquency of children;
2. Protecting and caring for homeless, dependent, or neglected children;
3. Protecting and promoting the welfare of children of working mothers;
4. Otherwise protecting and promoting the welfare of children, including the strengthening of their own homes where possible or where needed; and
5. Insuring adequate care of children away from their homes in foster family homes or day care centers, or other child care facilities.

ARTICLE V

OFFICERS

Section 1. **OFFICERS.** The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The foregoing elected officers shall constitute the Executive Committee of the Board. In addition, the Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall be deemed desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board.

Section 2. **ELECTION AND TERM OF OFFICE.** The officers of the Corporation shall be elected annually by the Board at the first regular meeting of the Board in January. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. **QUALIFICATION.** An elected or appointed officer must be a member of the Board. An officer's election or appointment may occur at the same meeting in which he or she becomes a member of the Board.

Section 4. **REMOVAL.** Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. **VACANCIES.** The Chairperson shall appoint an officer to fill the unexpired term of any office because of death, resignation, disqualification or otherwise.

Section 6. **CHAIRPERSON.** The Chairperson of the Board shall be the chief presiding officer at meetings of the Board. The Chairperson shall exercise initiative in presenting for consideration of the Board such policies, actions, and procedures as is deemed necessary. The Chairperson shall also be an ex-officio member of each committee of the Board.

Section 7. **VICE-CHAIRPERSON.** The Vice-Chairperson shall in the absence of the Chairperson or in the event of his or her inability or refusal to act, perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Board.

Section 8. **TREASURER.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and

securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the county depository; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board. All monies spent by the Board shall be paid by check and processed as a regular accounts payable through the Commissioners' Court. All expenditures shall be submitted to the Board for approval.

Section 9. **SECRETARY.** The Secretary shall be the recording officer of the Board and in addition, shall maintain all correspondence and recorded files, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

Section 10. **ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or the Board.

Section 11. **TERM OF OFFICE.** Officers shall be elected for a period of one (1) year. Each officer shall continue as such until the first regular meeting of the Board in January and until his or her successor is appointed, unless such officer shall be removed from such office, or unless such officer shall cease to be a director.

ARTICLE VI

COMMITTEES

Section 1. **COMMITTEE OF DIRECTORS.** The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolutions shall have and exercise the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation, amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another non-profit corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms, provides that it shall not be amended, altered, or repealed by such committee. The designation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him or her by law.

Section 2. **OTHER COMMITTEE.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution

adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the Chairperson of the Board of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. CHAIRMAN OF COMMITTEE. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLES VII

MISCELLANEOUS PROVISIONS

Section 1. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. DISSOLUTION: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall recommend. Any such assets not so disposed of shall be disposed of by the Texas District Court 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 purpose.

Section 3. CAPTIONS AND PRONOUNS. Captions, section numbers and masculine and feminine pronouns are used as a matter of convenience and should not in any way define, limit, construe or describe the scope or intent of such sections of these Bylaws.

CERTIFICATION

I, _____, Secretary of Collin County Child Protective Services, hereby certify that the foregoing is a true, accurate and complete copy of the Bylaws of Collin County Child Protective Services adopted by its Board of Directors as of April _____, 2002.

_____, Secretary

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