

THE SETTLEMENT CLUB
BYLAWS

Amended February 2014

ARTICLE I-NAME

The name of the organization shall be The Settlement Club (referred to as The Club).

ARTICLE II-PURPOSE AND ORGANIZATION

Section 1. The purpose of The Settlement Club shall be to operate The Settlement Home for Children, which provides quality programs as authorized by the Board for the care and treatment of abused and neglected children.

Section 2. The Settlement Club is a non-profit corporation that is tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Section 3. In the event of discontinuance of The Settlement Club by dissolution or otherwise, the assets shall be transferred to an educational, religious, charitable, or other similar organization that is qualified as a charitable organization under Section 501(c)(3), Internal Revenue Code of 1986, as amended, or to the State of Texas.

Section 4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, 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 herein. 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or by the corresponding section of any future federal tax code) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or by the corresponding section of any future federal tax code).

ARTICLE III-MEMBERSHIP

Section 1. The membership of The Settlement Club shall include Active, Associate, Associate Life, and Honorary Active and Associate members.

Section 2. Admission to Membership

- A. A candidate for admission to Active membership shall be sponsored by two (2) members.
- B. A proposal for admission shall be submitted in writing to the Chair of the Membership Committee.
- C. With input from the membership, the Membership Committee shall consider and approve candidates for membership before submitting the names of candidates to the Board of Directors for approval.
- D. The Club shall not discriminate on the basis of race, color, religion, national origin, age, or disability in the admission of candidates to membership.

Section 3. Classes of Membership

A. Active Members

- 1. All new members shall come into The Club as an Active Member.
- 2. Active Members shall conduct the business of The Club and may enjoy all privileges of The Club.
- 3. Active Members shall fulfill all requirements of Active membership including:
 - a. Attend General Meetings;
 - b. Assist in fund-raising activities;
 - c. Complete all committee assignments;
 - d. Pay annual membership dues.
- 4. Active Members who are unable to fulfill membership requirements may be asked by the Executive Committee for:
 - a. A reasonable explanation for noncompliance and a plan to satisfy the requirements of Active membership; or
 - b. A change of membership status to Associate or Associate Life Member, if qualified; or
 - c. Resignation from The Settlement Club.

B. Associate Members

1. Associate Members are members who have been granted Associate status by the Board of Directors and who pay annual membership dues.
2. Associate Members may enjoy all privileges of The Club, except the right to serve as an elected officer.

C. Associate Life Members

1. Associate Life Members are members who have been granted Associate Member status and who have paid the one-time Associate Life member fee in the form of a donation to the Endowment Fund.
2. Associate Life Members may enjoy all privileges of The Club, except the right to serve as an elected officer.

D. Honorary Members

1. Honorary Members are members who have been members of The Settlement Club for at least thirty (30) years.
2. Honorary Associate Members may enjoy all privileges of The Club, except the right to serve as an elected officer.
3. Honorary Active Members may enjoy all the privileges of membership and may serve as elected officers.

Section 4. Change of Membership Status

- A. All changes of membership status, including resignations, shall be approved by the Board of Directors.
- B. Requests for change of membership status or resignation shall be submitted in writing to the Corresponding Secretary.
- C. Active Members shall be members of The Club for five (5) years before requesting a change of membership status to Associate or Associate Life Member.
- D. Active Members who no longer live in the Austin area shall be granted a change of membership status to Associate, Associate Life or Honorary Member.
- E. Associate or Associate Life Members may be reinstated to Active membership at the discretion of the Board of Directors.

- F. Members wishing to change membership status shall submit a request by March 1 for the change to be effective for the following fiscal year which begins June 1.
- G. Active, Associate or Associate Life Members become Honorary members when they have been in The Settlement Club for at least thirty (30) years.

ARTICLE IV-BOARD OF DIRECTORS

Section 1. Composition

- A. The Board of Directors shall be composed of the officers elected by the membership, the Chairs of the elected committees including the Endowment Committee and the Membership Committee, designated appointees of the President approved by the Executive Committee. This number shall be no less than fifteen (15) or more than thirty-two (32). The Executive Director is an *ex-officio, non-voting* member of the Board.

Section 2. Duties and Authority

- A. The Board of Directors shall be responsible for the operation of The Settlement Home and Club.
- B. The Board shall bear legal responsibility for and have general charge of the affairs, funds, work and property of The Home and Club.
- C. The Board shall set policy for The Home and Club.
- D. The Board shall assure compliance of The Home and Club with the State of Texas-mandated Minimum Requirements for Residential Treatment Centers and the requirements of the Internal Revenue Code section 501(c)(3).
- E. The Board shall assure compliance of The Home and Club with the Articles of Incorporation, Bylaws, Policies, Manual, and Strategic Plan.
- F. The Board shall be responsible for the financial management of The Home and Club with the power to approve expenditures not to exceed one hundred thousand dollars (\$100,000).
- G. The Board shall have the authority to buy, sell or hold in trust all properties, to approve all documents and contracts, and to conduct all business on behalf of The Home and Club.
- H. The Board shall be responsible for raising funds and shall be accountable for the use of the funds to the membership and the community.

- I. The Board shall be responsible for short- and long-range planning including the Strategic Plan.
- J. The Board shall be responsible for the evaluation of The Home and Club.
- K. The Board shall employ and be responsible for the evaluation of the Executive Director.
- L. The Board shall provide liability coverage for the Executive Director and the Board of Directors.
- M. The Board shall be responsible for the public relations of The Home and Club and shall interpret The Home and Club to the community.
- N. The Board shall ratify the actions of the Executive Committee.
- O. The Board shall direct the work of the teams and committees.
- P. The Board shall approve the creation and dissolution of committees, except the Endowment, Membership, and Nominating Committees, upon the recommendation of the President.
- Q. The Board shall approve nominations from the Nominating Committee for Executive Committee vacancies.
- R. The Board shall set the number of Community Advisory Board members and approve their nomination.
- S. The Board shall set, with approval of the membership, annual membership dues for Active and Associate Members and the Associate Life Member fee.
- T. The Board shall approve all changes in membership status.
- U. The Board shall report its actions to the membership.

Section 3. Meetings

- A. The Board of Directors shall hold regular monthly meetings.
- B. Special meetings may be called by the President or upon the written request of five (5) Board members.
- C. Two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum.

- D. Each Board Member in attendance of a Board meeting is allowed to bring only one (1) proxy vote.

Section 4. Voting

- A. Actions shall be approved by a majority of voting members of the Board of Directors present except in the following extraordinary circumstances:
 - 1. Amendments to the Articles of Incorporation or the Bylaws shall be approved by two-thirds (2/3) of the Board members present at a meeting of the Board and two-thirds (2/3) of the members present at a meeting of the general membership. The Proposed Amendment(s) shall be submitted to membership in writing at least twenty-eight (28) days prior to the meeting.
 - 2. Expenditures in excess of one hundred thousand dollars (\$100,000) including the annual budget shall be approved by two-thirds (2/3) of the Board members present at a meeting of the Board and two-thirds (2/3) of the members present at a meeting of the general membership.

ARTICLE V-EXECUTIVE COMMITTEE

Section 1. No member may be considered for an elected position until she has been an active member for two (2) years.

Section 2. Composition

- A. The Executive Committee shall be composed of the officers elected by the membership including the President, President-Elect, Immediate Past President, Recording Secretary, Treasurer, Treasurer-Elect, and Member-at-Large.

Section 3. Election of Officers

- A. Officers shall be elected at the April meeting of the general membership and shall assume office June 1.
- B. The term of office shall be one (1) year and no officer shall hold the same office for more than two (2) consecutive years.
- C. Independent nominations may be made for any office. Nominations shall be made in writing, signed by five (5) Active Members, and filed with the Chair of the Nominating Committee five (5) days before the April meeting of the general membership. If independent nominations are filed, the election shall be by secret ballot.

- D. The Board of Directors shall approve nominations submitted by the Nominating Committee for Executive Committee vacancies.

Section 4. Duties and Authority

- A. The Executive Committee shall have the powers of the Board of Directors between meetings of the Board of Directors.
- B. The Committee shall approve expenditures not to exceed fifty thousand dollars (\$50,000).
- C. The Committee shall act on appointments requested by the President.
- D. The Committee may extend the term of office of an appointed committee Chair as requested by the President.
- E. The Committee shall authorize discretionary action toward members who fail to meet membership requirements.
- F. The Committee shall report its actions to the Board of Directors.

Section 5. Meetings

- A. The Executive Committee shall meet monthly or at the request of the President.
- B. Five (5) members of the Committee shall constitute a quorum.

Section 6. Voting

- A. Actions of the Executive Committee shall be approved by two-thirds (2/3) of the members present.

ARTICLE VI-ELECTED COMMITTEES

- Section 1. No member may be considered for an elected committee position until she has been an active member for two (2) years.

Section 2. Endowment Committee

- A. The purpose of the Endowment Committee shall be to administer The Settlement Club Endowment Fund.
- B. The Committee shall be composed of nine (9) trustees elected by the Board of Directors. The President, President-Elect, and the Immediate Past President shall serve as *non-voting ex-officio* members of the Committee.

- C. Eligible trustees shall be members of The Club or interested friends in the community.
- D. The term of office shall be no more than two (2) three (3) year consecutive terms, with three (3) trustees elected each April as the terms of office of three (3) trustees expire. Trustees shall assume office June 1.
- E. The Chair shall be a trustee who is an Active Member. She shall be nominated by the President and elected by the Board of Directors..
- F. The Chair shall serve as a voting member of the Board of Directors.

Section 3. Membership Committee

- A. The purpose of the Membership Committee shall be to select new members of The Settlement Club.
- B. The Committee shall be composed of nine (9) Active Members and three (3) Associate Members who shall be elected by the membership at the April General Meeting.
- C. The term of office shall be one (1) year. A Committee member may not succeed herself unless she is appointed by the President-Elect to serve as Chair the following year.
- D. The Chair shall be appointed by the President-Elect, preferably from the previous Membership Committee. She shall be *non-voting* and may not succeed herself as Chair.
- E. The Chair shall be a voting member of the Board of Directors.
- F. No member of the Committee may sponsor a candidate for membership.

Section 4. Nominating Committee

- A. The purpose of the Nominating Committee shall be to nominate candidates for the Executive Committee and the Membership Committee.
- B. The Committee shall be composed of seven (7) Active Members including three (3) elected by the Board of Directors at the April Board meeting, three (3) elected by the membership at the April General Meeting, and the Immediate Past President who serves as Chair.
- C. The term of office shall be one (1) year. No Committee member may succeed herself except the Chair.

- D. The Chair shall be a voting member of the Committee and a voting member of the Board of Directors.
- E. Duties
 - 1. The Committee shall present a single slate of candidates for the Executive Committee at the March General Meeting. Election shall be at the April General Meeting.
 - 2. The Committee shall present a slate of candidates for the Nominating Committee at the April General Meeting. The slate shall consist of six (6) Active Members selected by the current Nominating Committee not to include the members of the current Nominating Committee, the candidates slated for the Executive Committee, and the three (3) Nominating Committee members selected by the Board at the April Board meeting. Election shall be at the April General Meeting.
 - 3. The Committee shall present a slate of twelve (12) Active and six (6) Associate Members for the Membership Committee at the April General Meeting. Election shall be at the April General Meeting.
 - 4. The Committee shall submit nominees to fill vacancies on the Executive Committee to the board of Directors for approval.

ARTICLE VII-TEAMS

Section 1. Composition

- A. The Teams of The Club shall be the Administrative Team, the Advisory Team, the Care/Home Team, the Club Team, the Communications Team, and the Financial Development Team.
- B. The Administrative Team shall be composed of the Bylaws Chair, Board Manual Chair, Evaluation Chair, Human Resources Chair, Legal Advisor, Recording Secretary, President, President-Elect, and other Chairs of The Club as designated by the Board of Directors. The Bylaws Chair shall chair the Administrative Team.
- C. The Advisory Team shall be composed of the Immediate Past President (Nominating Chair), Member-at-Large, all past Presidents, President-Elect and Advisor. The Immediate Past President shall chair the Advisory Team and shall serve as Parliamentarian for The Club.
- D. The Care/Home Team shall be composed of the Angels Chair, Book Nook Chairs, Care/Cottage Coordinator, Clothes Closet Chairs, Cottage Committee Chairs, Education Chair, Evaluation Chair, Foster Family Chair, House and Grounds Chair, New Member Coordinator, Surrogate Parent Coordinator, President, President-Elect,

and other Chairs of The Club as designated by the Board of Directors. The Chair of the Care/Cottage Committee shall chair the Care/Home Team.

- E. The Club Team shall be composed of the Associate Member Coordinator, Club Events Chair, Club Chaplain, Historian, Hostess Chair, Membership Chair, Name Tags Coordinator, Placement Chair, Professional Member Coordinator, New Member Coordinator, Honorary Member Coordinator, Resolutions Chair, President, President-Elect and other Chairs of The Club as designated by the Board of Directors. The Placement Chair shall chair the Club Team.
- F. The Communications Team shall be composed of the Club Newsletter Chair, Communications/Community Relations Team Chair, Community Newsletter/Development Director (*non-voting*), Corresponding Secretary, Gifts and Memorials Chair, Speakers Bureau Chair, Telephone/Email Chairs, Yearbook Chair, President, President-Elect & other Chairs of the Club as designated by the Board of Directors. The Communications/Community Relations Team Chair shall chair the Communications Team.
- G. The Financial Development Team shall be composed of the Endowment Chair, Financial Development Chair, Garage Sale Chairs, SpringFest Chairs, Treasurer (Budget and Finance Chair), Treasurer-Elect, Development Director (*non-voting*), Executive Director (*non-voting*), President, President-Elect and other Chairs of The Club as designated by the Board of Directors. The Financial Development Chair shall Chair the Financial Development Team.
- H. The President and President-Elect shall be voting members of all Teams.

Section 2. Duties and Authority

- A. The Teams shall have the duties and authority as delegated by the Board of Directors.
- B. The Teams shall report their actions to the Board of Directors.

Section 3. Meetings

- A. Each Team shall hold meetings as deemed necessary by the Chair of the Team or the President.
- B. The majority of the members of each Team shall constitute a quorum.

Section 4. Voting

- A. Actions of the Teams shall be approved by a majority of members present.

ARTICLE VIII-COMMITTEES

Section 1. Standing Committees

- A. Standing Committees shall represent the activities which continue the programs of The Home and Club. They may be created or dissolved by the Board of Directors upon the recommendation of the President.
- B. The Chairs of Standing Committees shall be appointed by the President with the approval of the Executive Committee. The Chairs shall direct the work of their committees.
- C. The President and President-Elect shall be an *ex-officio, non-voting* members of all Standing Committees with the exceptions of Membership and Nominating Committees.
- D. Standing Committees shall report their activities to their designated Team.

Section 2. Ad Hoc Committees

- A. Ad Hoc Committees may be created by the Board of Directors upon the recommendation of the President. The Board shall designate the authority, duties, and term of Ad Hoc Committees.
- B. Chairs and members of Ad Hoc Committees shall be appointed by the President with the approval of the Executive Committee.
- C. The President and President-Elect shall be *ex-officio, non-voting* members of all Ad Hoc Committees.
- D. Ad Hoc Committees shall report their activities to the Board of Directors or to a Team designated by the Board.

ARTICLE IX-COMMUNITY ADVISORY BOARD

Section 1. The purpose of The Settlement Club Community Advisory Board is to support the mission of The Settlement Home, which is to promote healing and growth in children, young adults and families by providing a continuum of care, support and resources.

Section 2. The Community Advisory Board shall be chaired by the President-Elect. The Board shall be composed of professionals and community volunteers. The Settlement Club President, President-Elect, Immediate Past-President, and Director of The Settlement Home shall serve as *ex-officio* members of the Board.

Section 3. Names of prospective members of the Community Advisory Board shall be solicited from the membership of The Settlement Club by the President-Elect and approved by The Settlement Club Board of Directors.

Section 4. Members of the Community Advisory Board shall serve a term of three (3) years beginning June 1. The number of Community Advisory Board members shall be set by The Settlement Club Board.

ARTICLE X-GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting

- A. The Annual Meeting of The Settlement Club shall be held on the second Wednesday in April.

Section 2. Other Meetings

- A. General Meetings shall be held on the second Wednesday of each month excluding June, July, and August unless otherwise designated by the Board of Directors.
- B. Special meetings may be called by the President or by any five (5) Active Members at least twenty-four (24) hours in advance. The call for a special meeting shall include the business to be transacted, and no business shall come before the meeting except that given in the call.

Section 3. Quorum

Forty (40) Active Members present at the time of a vote shall constitute a quorum.

Section 4. Voting

Actions shall be approved by the majority of members present except in the following extraordinary circumstances:

- A. Amendments to the Articles of Incorporation or the Bylaws with prior approval of the Board of Directors shall be approved by two-thirds (2/3) of the members present. The Proposed Amendment(s) shall be submitted to the membership in writing at least twenty-eight (28) days prior to the meeting.
- B. Expenditures in excess of one hundred thousand dollars (\$100,000) including the annual budget with prior approval of the Board of Directors shall be approved by two-thirds (2/3) of the members present.

ARTICLE XI-ENDOWMENT FUND

Section 1. The Endowment Fund shall operate under the Trust Agreement established June 28, 1967, and amendments dated February 1, 1978; May 10, 1984; January 22, 1986 and October 7, 1998. The Endowment Fund Trust Agreement was amended and restated on May 16, 2001.

Section 2. The name of the Trust shall be THE SETTLEMENT CLUB ENDOWMENT FUND.

Section 3. The purpose of the Trust is to create a fund from designated assets and the net income of such assets which may be accumulated for the operation, maintenance, remodeling or rebuilding of The Settlement Home at its present location or otherwise.

Section 4. The Trust shall be administered by the Endowment Committee.

ARTICLE XII-FINANCIAL REQUIREMENTS

Section 1. Financial Management

- A. The principal funds of The Home and Club shall be the General Operating Fund and the Endowment Fund.
- B. The fiscal year shall be June 1 through May 31.
- C. The Books of The Home and Club shall be kept in accordance with sound accounting practices and shall be audited by a Certified Public Accountant at the end of the fiscal year.
- D. Members and employees responsible for Home and Club monies shall be bonded.

Section 2. Financial Obligations

- A. Active and Associate Members shall pay annual dues. Associate Life Members shall pay a one-time fee. Honorary Associate Members are exempt from dues. Honorary Active Members shall pay annual dues.
- B. Dues and fees shall be set by the Board of Directors and approved by the membership.
- C. Dues are payable March 1 and delinquent March 31. Dues paid between March 31 and May 31 shall be subject to a late fee.

- D. Members who fail to pay dues and fees by May 31 shall forfeit all rights to membership unless otherwise decided by the Executive Committee.

ARTICLE XIII-INDEMNIFICATION

- Section 1. To the maximum extent permitted by Article 1396-2.22A of the Texas Nonprofit Corporation Act (without regard, however, to Section Q of such Article), The Club shall indemnify any person who is or was a director or officer of The Club against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a director or officer.
- Section 2. The Club shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section.
- Section 3. The Club may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of The Home or Club, or who is or was serving at the request of The Club as a director, officer, partner, venture, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Directors may from time to time determine.
- Section 4. The provisions of these sections shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification, or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by The Club in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE XIV-POLICIES

Section 1. The Board of Directors may adopt and amend policies governing the activities of The Home and Club. Policies shall be in harmony with the Constitution and Bylaws.

ARTICLE XV-PARLIAMENTARY AUTHORITY

Section 1. *Robert's Rules of Order, Revised*, shall be the authority for all parliamentary matters not specifically covered by the Bylaws.

ARTICLE XVI-AMENDMENT

Section 1. The Bylaws may be amended at a general membership meeting, with prior approval of the Board of Directors, by a two-thirds (2/3) vote of all members present. The proposed Amendment(s) shall be submitted to the membership in writing at least twenty-eight (28) days prior to the meeting.