

**AMENDED AND RESTATED BYLAWS
OF THE
OSTOMY ASSOCIATION OF THE HOUSTON AREA**

These Amended and Restated Bylaws of the Ostomy Association of the Houston Area (the "Corporation"), a nonprofit corporation organized and existing under and by virtue of Chapter 22 of the Texas Business Organizations Code, are effective as of _____, 2013. The Bylaws of the Corporation are amended and restated in their entirety as follows.

ARTICLE I – NAME AND PURPOSE

1.1 NAME

The name of the Corporation is **OSTOMY ASSOCIATION OF THE HOUSTON AREA**.

1.2 PURPOSE

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or within corresponding provisions of any subsequent federal tax laws, and more specifically for the following purposes:

- (1) To provide education, support and rehabilitation of persons who have had or will have ileostomy, colostomy, urostomy or other ostomy surgery;
- (2) To provide a means for ostomates to support each other with the emotional and practical aspects of ostomy surgery;
- (3) To be an educational and support resource for the ostomate's family and close friends;
- (4) To assist medical professionals who treat ostomates in any appropriate way, including pre-operative and post-operative visits to new ostomates at the request of the ostomate's doctor; and
- (5) To promote a better understanding among the public of ostomy surgery.

ARTICLE II - MEMBERSHIP

2.1 ELIGIBILITY

Any person shall be eligible for membership in the Corporation if such person, as of the beginning of each fiscal year of the Corporation, resides in the general area in and around Houston, Texas, and is someone who has had or will have ostomy surgery or is a non-ostomate but has a particular interest in the Corporation, such as friends and relatives of ostomates,

medical professionals who treat ostomates, and individuals who are associated with companies who provide products and services to ostomates.

2.2 CLASSES OF MEMBERS

There shall be two classes of members, regular members and honorary members. Regular members shall become members by paying or otherwise satisfying the annual dues in accordance with Section 2.3 hereof. Honorary members are those individuals who, in the discretion of the Board of Directors, have made a unique contribution to the Corporation. When nominated by the Board of Directors, honorary members shall be elected by a plurality vote of the membership. Honorary members shall have the same rights and privileges as regular members, but shall not be required to pay the annual dues.

2.3 DUES

An eligible individual desiring to become a member or to renew membership in the Corporation must pay an annual due, which shall be determined by the Board of Directors.

The Treasurer shall send out dues notices twice a year: in January for those individuals who initially joined the Corporation in the months of January, February, March, April, May and June, and in July for those individuals who initially joined the Corporation in the months of July, August, September, October, November and December.

All dues shall be payable to the Corporation.

The Board of Directors, in its discretion, may choose to waive the annual dues for a person who expresses an inability to pay. Any financial or other information received by the Board of Directors in connection with deciding to make such a waiver will be kept strictly confidential. Such members shall have the same rights and privileges as paying members.

ARTICLE III - BOARD OF DIRECTORS

3.1 POWER OF BOARD OF DIRECTORS

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"). Specifically, the Board shall formulate and develop the general operating policies of the Corporation, and shall have the responsibility for the diligent and satisfactory discharge of the duties of the Officers until changed by amendment to these Bylaws.

3.2 NUMBER AND COMPOSITION OF BOARD

The Board of Directors shall consist of between seven and nine persons, a majority of whom shall be persons who have had ostomy surgery. The number of Directors may be

increased or decreased (but not to a number fewer than three (3)) from time to time by amendment to, or in the manner provided in, these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. In addition to the elected Directors, the Immediate Past President of the Corporation shall continue to serve as a voting member of the Board for one (1) year after the expiration of his term as President. All Directors shall be members of the Corporation.

3.3 TERM OF DIRECTORS

Each Director shall serve for a term of three (3) years, except that a Director who is elected by the Board to fill a vacancy shall serve until the end of the fiscal year during which he is elected. Each Director shall serve his term of office until his term expires, he dies, resigns, becomes disabled so that he is permanently incapable of participating in the management and affairs of the Corporation, or is removed in accordance with Section 3.5.

3.4 RESIGNATION

Any Director may tender his resignation as a Director at any time. Any such tender of resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of receipt by the President or the Secretary. The acceptance of resignation shall not be necessary to make it effective, unless expressly so provided in such resignation.

3.5 REMOVAL

Any Director may be removed from office, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority (determined without including the affected Director) of the full Board of Directors. Directors who are removed in accordance with this Section 3.5 shall cease to serve immediately upon removal.

3.6 VACANCIES

If a vacancy occurs in the Board of Directors, whether by (i) death, (ii) resignation, (iii) upon the disability of any occupant rendering him permanently incapable of participating in the management and affairs of the Corporation, or (iv) removal, causes the Board to have less than seven members, such vacancy shall be filled at a meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors, even if such remaining Directors comprise less than a quorum of the Board of Directors. Any Director appointed to fill a vacancy shall serve until the end of the fiscal year during which he is elected.

3.7 NOMINATING COMMITTEE

In the December immediately preceding any fiscal year in which a vacancy in the Board of Directors must be filled, the President shall appoint a Nominating Committee.

The Nominating Committee shall nominate as many persons as needed to fill Board vacancies for three-year periods. The Nominating Committee shall certify its nominations to the Secretary before the February meeting of the members of the Corporation.

3.8 ELECTION OF BOARD OF DIRECTORS

The Secretary, or a designated agent, shall provide the Editor of the newsletter the names of the persons nominated by the Nominating Committee so that such names can be published in the March, April and May newsletters. The Directors shall be elected by a plurality vote of the members of the Corporation at the monthly meetings in May of the central group and each satellite group then in existence.

3.9 MEETINGS

(A) Annual Meeting. An annual meeting of the Board shall be held each year. The exact time and place shall be established by the President. Each Director shall be given ten days notice by the Secretary of the time, place and business to be considered at such a meeting.

(B) Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly (or more often if the President considers it necessary) during the course of each year, at a time and place in Houston, Texas, to be designated by the President. Each Director shall be given ten days notice by the Secretary, or a designated agent, of the time, place and purpose of each meeting.

(C) Special Meetings. Special meetings of the Board shall be held whenever called upon the direction of the President of the Corporation or upon request of any two Directors; and it shall be the duty of the Secretary, or a designated agent, to give each Director ten days notice of the time, place and purpose of such meetings.

(D) Meetings By Telephone Conference. Subject to the provisions required or permitted by statute for notice of meetings, unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors or any committee designated by the Board of Directors may participate in and hold a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 QUORUM FOR MEETINGS

A quorum for the transaction of business at all meetings convened according to these Bylaws shall consist of one-half of the then serving Directors, plus one. For example, if there are seven Directors serving, four Directors shall constitute a quorum, and if there are nine Directors

serving, five Directors shall constitute or a quorum. The act of a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at such meeting may adjourn such meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be present.

3.11 VOTES

Each Director shall be entitled to vote at meetings of the Board. A Director may vote in person or by proxy executed in writing by the Director. No such proxy shall be valid after one month from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable. Each Director shall have one vote.

ARTICLE IV - OFFICERS

4.1 TITLES AND ELECTION

The Officers of this Corporation shall consist of a President, Vice President, a Secretary and a Treasurer. At the May meeting immediately preceding any fiscal year in which an Officer position must be filled, the Directors shall elect such Officers from among those Directors who will serve during the ensuing two fiscal years.

4.2 TERM

The term in office of each Officer shall be two (2) years, beginning on the 1st day of July following election and shall end on the 30th day of June two (2) years after election. Each Officer shall serve his term of office until his term expires, he dies, resigns, becomes disabled so that he is permanently incapable of performing his duties, or is removed in accordance with Section 4.4.

Any Officer may serve consecutive terms, but in no event more than two (2) consecutive terms.

4.3 RESIGNATION

Any Officer may resign at any time. Any such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in such resignation.

4.4 REMOVAL

Any Officer elected by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Election or appointment of an Officer shall not of itself create contract rights.

4.5 VACANCIES

Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board by the election of a new Officer who shall hold office until the expiration of the term.

4.6 DUTIES

Each person elected an Officer of the Corporation shall have such powers and duties as generally pertain to such office, except as modified by these Bylaws or as from time to time may be assigned by the Board of Directors. The principal duties of the several Officers are as follow:

- (1) President. The President shall be the chief executive officer of the Corporation and the Chairman of the Board of Directors. The President shall preside over all meetings of the Corporation and of the Board, shall appoint the chairman of each committee, subject to the approval of the Board, and shall perform those duties usually pertaining to the office of President. The President shall serve as an ex-officio member of all committees and shall be responsible for the diligent and satisfactory performance of the functions of such committees.
- (2) Vice President. The Vice President, in the absence of the President, shall preside at all meetings of the Corporation and the Board, and shall also perform such other duties as may be assigned him by the President or the Board. The Vice President shall automatically become President of the Corporation should that office become vacant during the regular term.
- (3) Secretary. The Secretary shall prepare the minutes of the meetings of the Corporation and the Board and shall deliver a copy of all minutes to each Director of the Board no less than three days before the next meeting of the Board. He shall have custody of the minute books. He shall render such reports as are necessary to keep the members fully informed as to the activities of the Corporation. The Secretary shall report to the Board regarding attendance at each of the monthly meetings of the Corporation in the Central group and each of the satellite groups then in existence. The Secretary shall notify the Directors and all committee chairs of all meetings of the Board. The Secretary shall also perform such other duties usually pertaining to the office of the Secretary.

- (4) Treasurer. The Treasurer shall maintain all financial and accounting records of the Corporation and shall submit quarterly financial statements to the Board and an annual financial statement to the members of the Board. Such records shall be open at all reasonable times for inspection by any member of the Corporation and any auditors authorized under these Bylaws. The Treasurer shall be responsible for the preparation of the membership roster and shall have charge of all membership records. The Treasurer shall deliver notices of annual dues to the membership. The Treasurer shall perform such other duties usually pertaining to the office of the Treasurer.

ARTICLE V- APPOINTIVE OFFICERS AND AGENTS

The Board may appoint such Officers and agents in addition to those provided for in Article IV, as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board.

ARTICLE VI- COMMITTEES AND SATELLITE GROUPS

6.1 COMMITTEES

The Corporation shall have such committees as deemed appropriate by the Board for the ensuing fiscal year. The Board shall establish such committees at the May meeting of the Board. These committees may consist of any committee the President and the Board deem necessary to carry out the purposes of the Corporation.

6.2 CHAIRS AND MEMBERS OF COMMITTEES

The committee chairs and members of each committee shall be appointed by the President with the advice and consent of the Board. Each person appointed chair shall be an ex-officio, non-voting member of the Board, unless such person is already a voting member of the Board. Committee chairs shall report to the Board at the regular meetings.

6.3 MEETINGS

The committees shall meet as often as is necessary to conduct their business.

6.4 SATELLITE GROUPS

In addition to the central group of members, the Corporation shall have such satellite groups of members as deemed appropriate by the Board. The coordinators of each satellite group shall be appointed by the President with the advice and consent of the Board. Each person appointed coordinator shall be an ex-officio, non-voting member of the Board, unless such person is already a voting member of the Board. Coordinators shall report to the Board at the regular meetings. Each satellite group shall meet where, when and as often as is determined by the coordinator of such satellite group.

ARTICLE VII - REVENUE AND FINANCE

7.1 ANNUAL BUDGET

Each fiscal year at the September meeting of the Board, the Treasurer shall submit a budget of estimated income and expenditures for such fiscal year to the Board for its approval. The Board may amend or revise the proposed budget submitted by the Treasurer.

7.2 DISBURSEMENTS

All disbursements shall be made by check signed by both the President and the Treasurer. All disbursements shall be approved in advance by the Board, except that, if disbursements in amounts not exceeding \$50.00 must be made before the approval by the Board can be obtained, then such disbursements may be made with the approval of the President, before approval by the Board, but the approval of the Board shall be subsequently obtained. The disbursements approved by the Board shall be duly recorded in the minutes of the meetings and the date each disbursement is so approved shall be entered on the check stub.

7.3 FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end June 30.

ARTICLE VIII - AMENDMENTS

The Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors by the affirmative vote of a plurality of the members.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. The Corporation shall also reimburse any such Director or Officer or former Director or Officer for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by majority of the Directors not involved in the matter in controversy, whether or not a quorum, that it was in the best interests of the Corporation that such settlement be made, and that such Director or Officer or former Director or Officer was not guilty of negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or former Director or Officer or such person may be entitled, under any Bylaw, agreement, insurance policy or vote of members, or otherwise.

I certify that I am the duly elected and acting Secretary of the Corporation; that the above Bylaws are the Bylaws of the Corporation as adopted by the Board on _____, 2013; and that they have not been amended or modified since that date.

EXECUTED on _____, 2013.

JENROSE FOSHEE, Secretary

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