

**VOLUNTEER SERVICES COUNCIL FOR
AUSTIN STATE HOSPITAL, INC.
A Texas Nonprofit Corporation**

AMENDED NONMEMBER BYLAWS

Effective May 16, 2008



**ARTICLE I
OFFICE AND AGENT**

SECTION 1 | PRINCIPAL OFFICE

The principal office of the Volunteer Services Council for Austin State Hospital, Inc. (the “**Council**”) is located at 4110 Guadalupe Street, Building 631, Austin, Texas 78751. The mailing address of the Council is the same as the address of the principal office. The Council may have such other offices as the Council’s Board of Directors (the “**Board**”) may determine. The Board, in its discretion, may change the location of any office of the Council.

SECTION 2 | REGISTERED OFFICE AND REGISTERED AGENT

The Council shall maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Council’s principal office in Texas. The business office of the registered agent shall be identical with the registered office. The Board may change the registered office and the registered agent, as allowed by law.

**ARTICLE II
PURPOSE AND CONTROLLING RULES**

SECTION 1 | PURPOSE

The Council’s purpose is to contribute to the quality of life of the individuals served by the Texas Department of State Health Services (“**DSHS**”) and the Texas Department of Aging and Disability Services (“**DADS**”) through the facility known as Austin State Hospital (“**ASH**”). The Council shall partner with ASH to generate resources on behalf of ASH for the needs of the persons served; to enhance existing ASH operations; for employee, donor, and volunteer recognition projects; for education projects; and for new initiatives to improve the quality of life for the persons served. The Council will give full consideration to the various needs and projects recommended by the Superintendent, Director of Community Relations, and staff of ASH, and the Council shall fully cooperate with ASH so the individuals served will benefit from the generosity and vitality of the Council’s volunteers.

SECTION 2 | NONPROFIT STATUTES

The Council shall comply with the requirements of the Texas Non-Profit Corporation Act (TEX. REV. CIV. STAT. ANN. art. 1396) and the Texas Nonprofit Corporation Law (TEX. BUS. ORGS. CODE ch. 22) (the “**Nonprofit Statutes**”).⁴ In the event of a conflict between the provisions of these Bylaws and the mandatory provisions of the Nonprofit Statutes, the Nonprofit Statutes will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Council, these Bylaws will be controlling.

SECTION 3 | MEMORANDUM OF UNDERSTANDING

Each year the Council shall enter into a Memorandum of Understanding (the “MOU”) with ASH. The Board shall designate Officers to negotiate the MOU, which must be approved by the Board. Upon approval, the Board shall authorize the execution of the MOU. The Council shall conduct its activities in accordance with the MOU. In case of a conflict between these Bylaws and the MOU, the MOU shall prevail. Each MOU has a one-year term that is coincident with the Council’s Fiscal Year. At any time, or sixty days before the close of the Fiscal Year, the Board may designate the Officers to negotiate with ASH the terms of the MOU for the upcoming Fiscal Year. The proposed MOU for the next Fiscal Year must be submitted to the Board for approval before the close of the current Fiscal Year. An MOU shall remain in effect until superseded by a duly authorized MOU. In the event a conflict should arise between the Council and ASH which is not covered by the MOU, the Chair will meet with the ASH Director of Community Relations and the ASH Superintendent, and the parties will make a good-faith effort to resolve the issue. If that effort is unsuccessful, the ASH Superintendent will make a definitive decision, which will be final and binding on the Council and ASH.

SECTION 4 | DSHS AND DADS POLICIES AND PROCEDURES

These Bylaws incorporate the internal policies and procedures of DSHS and DADS, as amended from time to time, as if fully set forth herein. In case of a conflict between these Bylaws and the internal policies and procedures of DSHS or DADS, the DSHS and DADS internal policies and procedures shall prevail.

<p>ARTICLE III BOARD OF DIRECTORS</p>

SECTION 1 | POWERS OF BOARD OF DIRECTORS

The affairs of the Council shall be directed, guided, and managed by the Board. The members of the Board (the “**Directors**”) shall implement Board decisions, policies, programs, and projects between meetings of the Board; shall recommend matters of policy, programs, projects, and expenditures of funds; and shall address any other concerns deemed appropriate. In addition to

⁴ Effective January 1, 2006, the Texas Nonprofit Corporation Law replaced the Texas Non-Profit Corporation Act. However, the Texas Non-Profit Corporation Act remains in effect through December 31, 2009, for nonprofit corporations incorporated in Texas prior to 2006, unless such corporations opt to be governed by the Texas Nonprofit Corporation Law sooner than 2010.

the powers and authorities expressly conferred by these Bylaws upon the Board, the Board may exercise all such powers of the Council and do all such lawful acts and things as are permitted by statute, the MOU, and the Articles of Incorporation of the Council.

SECTION 2 | NUMBER AND QUALIFICATIONS OF DIRECTORS

The powers of the Council shall be exercised by or under the authority of the Board, and the property, business, and affairs of the Council shall be managed under the direction of the Board. The Board shall be composed of not less than three and not more than twenty-five Directors, as may be determined by the Board from time to time, provided that the number of Directors shall never be decreased to less than three, and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. ASH employees and the spouses and minor children of ASH employees may not serve as Directors.

SECTION 3 | EX OFFICIO DIRECTORS

The ASH Superintendent and the ASH Director of Community Relations shall be *ex officio*, advisory, nonvoting members of the Board, entitled to notice of and to attend meetings of the Board. The ASH Superintendent has full authority over all functions and projects concerning ASH, including ASH patients and employees.

SECTION 4 | ELECTION AND TERM

Except as otherwise provided herein, each position on the Board shall be filled by election at the annual meetings of the Board. All nominees for the Board are subject to the approval of the ASH Superintendent before the roster of nominees is made public. A Director's term shall be two years. Unless a Director resigns or is removed in accordance with the Articles of Incorporation of the Council or these Bylaws, each Director shall hold office for a two-year term and until the successor shall have been elected and qualified. A Director cannot serve more than three consecutive terms but is eligible to serve again after a two-year absence.

SECTION 5 | CHAIR OF THE BOARD

The Chair of the Council shall also serve as the Chair of the Board. The Chair of the Board shall preside at Board meetings and generally manage the affairs of the Board.

SECTION 6 | VACANCIES

Any vacancy occurring on the Board shall be filled at any time by the affirmative vote of a majority of the remaining Directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at the annual meeting or at a special meeting called for that purpose.

SECTION 7 | REMOVAL OF DIRECTORS

Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the remaining Directors of the Council attending any regular or special meeting of the Board. A Director shall be subject to removal, in the sole discretion of the Board, if at any time the Director fails to attend three consecutive regular meetings of the Board.

SECTION 8 | RESIGNATION OF DIRECTORS

Any Director may resign at any time by giving written notice to the Board or to the Chair, Vice Chair, or Secretary. Such resignation shall take effect at the time specified in the notice, and, 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 Council.

SECTION 9 | PLACE OF MEETING

The Directors may hold their meetings, have an office, and keep the books of the Council at such place or places in the State of Texas as the Board may from time to time determine; provided, however, that in the absence of any such determination, such meetings shall be held, an office maintained, and the books kept at the registered office of the Council in the State of Texas.

SECTION 10 | ANNUAL MEETING OF THE BOARD

An annual meeting of the Board shall be held at the office of the Council, or at such other place in the State of Texas as may be designated by the Board, on such date and at such time in January of each year or such other date as may be determined by the Board, for the purposes of (a) electing Directors and officers for the ensuing year, and (b) transacting such other business as may be brought before such meeting; provided, however, that at least ten days' prior notice of the time and place for such meeting shall be given to each Director in the manner provided in Article VI of these Bylaws.

SECTION 11 | REGULAR BOARD MEETINGS

The Board shall meet at regular intervals, with or without notice, at such time and place, either within or without the State of Texas, as shall from time to time be determined by the Board.

SECTION 12 | SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the Board or the Chair on ten days' written notice of the place, date, and time of the meeting and the purpose for which the meeting is called. Such notice shall be given to each Director in the manner provided in Article VI of these Bylaws. Upon the written request of a majority of the Directors, special meetings shall be called by the Chair or Secretary, in like manner and on like notice. Unless otherwise indicated in the notice thereof or in these Bylaws, any and all matters pertaining to the purposes of the Council may be considered and acted upon at a special meeting. At any meeting at which all Directors are

present, in person or by proxy, any matter pertaining to the purposes of the Council may be considered and acted upon, even if no notice of the meeting was given.

SECTION 13 | QUORUM

At all meetings of the Board, the presence in person of a majority of the Directors (not less than three) shall be necessary and sufficient to constitute a quorum for the transaction of business. Those Directors present by proxy shall not be counted toward a quorum. Each Director shall be entitled to one vote. The act of a majority of the Directors present in person or by proxy at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise provided by law, the MOU, the Articles of Incorporation of the Council, or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is convened.

SECTION 14 | ATTENDANCE AND WAIVER OF NOTICE

The attendance by a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened. Except as otherwise provided herein, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice for such meeting.

SECTION 15 | PROXIES

A Director may vote in person or by a written (including e-mail) proxy executed by the Director. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless the proxy expressly states that it is irrevocable, or unless the proxy is otherwise made irrevocable by law. The Board shall establish written proxy procedures.

SECTION 16 | COMMITTEES

The Board may, by a majority vote of the Board, designate one or more committees. Each committee shall consist of two or more Directors. Except for the Executive Committee, the Chair shall appoint Directors as members of each committee. The committees shall keep regular minutes of their proceedings and shall deliver those minutes to the Board. The presence of a majority of the committee members shall be necessary and sufficient to constitute a quorum. Committee meetings may be held by means of telephone or videoconferencing technology (“telephone”); participation in committee meetings by telephone shall constitute presence in person,. Each committee member shall be entitled to one vote. Those committee members are not present at committee meetings but who vote by proxy shall not be counted toward a quorum. The act of a majority of the members present or by proxy at any meeting at which there is a quorum shall be the act of the committee, except as may be otherwise provided by law, the MOU, the Articles of Incorporation of the Council, or these Bylaws.

SECTION 17 | EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer, and up to two other Directors elected by the Board to serve “At-Large.” The ASH Superintendent and the ASH Director of Community Relations shall be *ex officio*, advisory, nonvoting members of the Executive Committee. The Chair shall act as the chairperson of the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board in the management of the business and affairs of the Council, except where action of the full Board is specifically required by statute. The Executive Committee shall keep minutes of its meetings and shall deliver those minutes to the Board.

SECTION 18 | NOMINATING COMMITTEE

The Chair shall appoint members of a Nominating Committee annually for the purpose of selecting candidates for seats on the Board, for positions on the Executive Committee and Nominating Committee for the upcoming Fiscal Year (as defined in Article VIII of these Bylaws). The ASH Superintendent and the ASH Director of Community Relations shall be *ex officio*, advisory, nonvoting members of the Nominating Committee. The Nominating Committee shall meet at least once, at least forty-five days before the annual meeting of the Board. No later than thirty days before the annual meeting, the Nominating Committee shall present to the Board the list of nominees, along with assurance that each nominee is willing to serve. The Nominating Committee is responsible for designing a plan for the development of a diverse, actively participating Board and committees united in concern for mental health issues and ASH patients. The Nominating Committee is responsible for providing orientation for new Directors and Officers.

SECTION 19 | FINANCE COMMITTEE

The Treasurer shall be the chairperson of the Finance Committee. The Chair shall appoint other members of a Finance Committee annually. The Finance Committee members shall not be Directors who do business with the Council. The Finance Committee shall participate in budget development; perform financial monitoring; undertake grant development, implementation, and monitoring. The Finance Committee shall secure an annual audit by an independent Certified Public Accountant within 60 days after the close of the Fiscal Year to ensure that the financial records, resources, and procedures of the Council are consistent with regulations and rules for sound fiscal management in accord with generally accepted accounting principles and the guidelines promulgated by the American Institute of Certified Public Accountants.

SECTION 20 | FUNDRAISING COMMITTEE

The Chair shall appoint members of a Finance Committee annually. The Fundraising Committee shall identify revenue sources such as grants, donor relations, and special events; strengthen and maintain donor relations; organize events, sales, and marketing; and coordinate grant writing in conjunction with the Finance Committee.

SECTION 21 | COMMUNICATIONS COMMITTEE

The Chair shall appoint members of a Communications Committee annually. The Communications Committee shall coordinate with the Board to identify messages to deliver to the community, elected officials, patients, and staff. The Communications Committee shall also identify the optimal methods for delivering such messages.

SECTION 22 | ACTIONS WITHOUT A MEETING

Notwithstanding any provision to the contrary contained in these Bylaws, any action of the Board or any committee which may be required to be taken at a meeting of the Board or a committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote. Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Directors or committee members is not effective to take the action that is the subject of the consent.

SECTION 23 | BOARD MEETINGS BY REMOTE COMMUNICATION TECHNOLOGY

The Board may participate in and hold a meeting by means of a telephone conference or another suitable remote electronic communications system, including videoconferencing technology or the Internet, so long as each person entitled to participate in the meeting consents, and each participant can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person, except where a person participates for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE IV OFFICERS

SECTION 1 | OFFICES

The principal officers of the Council shall consist of the Chair, the Vice Chair, the Treasurer, and the Secretary (the “**Officers**”). Other Officers and assistant officers, as deemed necessary by the Board, may be elected or appointed by the Board, or chosen in such other manner as may be prescribed by these Bylaws, at such times and for such terms (not exceeding three years) as the Board may prescribe. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

SECTION 2 | GENERAL DUTIES OF OFFICERS

All Officers, assistant officers, and agents of the Council, as between themselves and the Council, shall have such authority, perform such duties, and manage the Council as may be provided in these Bylaws or as may be determined by a resolution of the Board not inconsistent with these Bylaws.

SECTION 3 | ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

The Officers shall be elected by the Board at each annual meeting, or as soon after the annual meeting as may conveniently be possible. Each Officer shall serve a one-year term, with no more than two consecutive terms in the same office. The newly elected Officers shall assume their posts at the commencement of the Fiscal Year.

SECTION 4 | REMOVAL OF OFFICERS

Any Officer, assistant officer, or agent elected or appointed by the Board may be removed (with or without cause) by the Board whenever, in the judgment of the Board, the best interests of the Council would be served by the removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5 | RESIGNATION OF OFFICERS

Any Officer or assistant officer may resign at any time by giving written notice to the Board or to the Chair, Vice Chair, or Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any such resignation shall be without prejudice to the contract rights, if any, of the Council.

SECTION 6 | VACANCIES

Any vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for the election or appointment of such Officer or assistant officer.

SECTION 7 | CHAIR

The Chair of the Council, who shall be elected from among the Directors, shall also serve as the Chair of the Board and chairperson of the Executive Committee. The Chair shall be the principal executive officer of the Council and shall have active management of the operations of the Council, subject, however, to the control of the Board. The Chair shall, in general, perform all duties incident to the offices of chairperson and president, and such other duties as may from time to time be assigned by the Board.

SECTION 8 | VICE CHAIR

The Vice Chair, who shall be elected from among the Directors, shall have such powers and perform such duties as the Board may from time to time prescribe or as the Chair may from time to time delegate. At the request of the Chair, the Vice Chair may temporarily act in place of the Chair. In the case of the absence, inability to act, resignation, removal, or death of the Chair, the Vice Chair shall perform the duties of the Chair until the Chair resumes the duties of office or until the vacancy is filled by the Board. When so acting, the Vice Chair shall have all the powers and be subject to all the restrictions of the Chair.

SECTION 9 | SECRETARY

The Secretary, who shall be elected from among the Directors, shall keep or cause to be kept, in books provided for that purpose, minutes of the meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be the custodian of the records and of the seal of the Council; shall see that the seal is affixed to all documents which must be executed by the Council under seal; and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the Board or by the Chair. The Secretary may designate the ASH Director of Community Relations to maintain physical custody of the corporate records and seal of the Council on the premises of ASH.

SECTION 10 | TREASURER

The Treasurer, who shall be elected from among the Directors, shall be the principal financial officer of the Council; shall have charge and custody of and be responsible for all funds of the Council; shall deposit all such funds in the name of the Council in the banks, trust companies, or other depositories selected by the Board; shall receive and give receipts for monies due and payable to the Council from any source; and, in general, shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board or the Chair. The Treasurer shall render to the Chair and the Board, whenever required, an account of all transactions and of the financial condition of the Council. The Treasurer shall, if required to do so by the Board, give the Council a bond in such amount and with such surety as may be ordered by the Board, for the faithful performance of the duties of office and for the restoration to the Council, in the case of the Treasurer's death, resignation, or removal from office, of all books, papers, vouchers, money, and other property of any kind belonging to the Council which are in the possession or under the control of the Treasurer.

SECTION 11 | ASSISTANT OFFICERS

The Board may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board may prescribe (not exceeding three years). An Assistant Secretary may perform any of the duties and exercise any of the powers of the Secretary, at the request or in the absence or disability of the Secretary or otherwise, as the occasion may require, in the administration of the business and affairs of the Council. The Assistant Secretaries shall, in general, perform the duties assigned to them by the Secretary, Chair, or Board. An Assistant Treasurer may perform any of the duties and exercise any of the powers of the Treasurer, at the request or in the absence or disability of the Treasurer or otherwise, as the occasion may require, in the administration of the business and affairs of the Council. The Assistant Treasurers shall, in general, perform the duties assigned to them by the Treasurer, Chair, or Board. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and exercise such other powers, if any, as the Board shall prescribe. To establish the authority of an Assistant Secretary or an Assistant Treasurer to take any action on behalf of the Council in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence

or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively. Each Assistant Treasurer shall, if required to do so by the Board, give the Council a bond in such amount and with such surety as may be ordered by the Board, for the faithful performance of the duties of office and for the restoration to the Council, in the case of the Assistant Treasurer's death, resignation, or removal from office, of all books, papers, vouchers, money, and other property of any kind belonging to the Council which are in the possession or under the control of the Assistant Treasurer.

SECTION 12 | SALARIES AND LOANS

The Council shall never pay salaries. No dividend shall be paid and no part of the income of the Council shall be distributable or distributed to the Directors or Officers. The Council shall not lend money to a Director or Officer under any circumstance.

SECTION 13 | DISALLOWED PAYMENTS

Any payments or reimbursements made to a Director, Officer, or assistant officer by the Council for any purpose, including but not limited to commissions, interest, rent, and entertainment expenses, which are disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be repaid to the Council by such Director, Officer, or assistant officer to the full extent of the disallowance. It shall be the duty of the Board to enforce this requirement.

**ARTICLE V
INDEMNIFICATION**

The Council shall indemnify and advance expenses to all Directors, advisory Directors, Officers, assistant officers, employees, and agents of the Council to the maximum extent allowed by the Nonprofit Statutes and other applicable law. If the Nonprofit Statutes or other applicable laws are amended after adoption of these Bylaws so as to authorize corporate action further expanding the Council's power to indemnify, then the Council shall be and hereby is authorized to indemnify the persons named above to the fullest extent permitted by the Nonprofit Statutes, the Texas Miscellaneous Corporation Laws Act (TEX. REV. CIV. STAT. ANN. art. 1302), and other applicable law, as so amended.

**ARTICLE VI
NOTICES**

SECTION 1 | FORM AND DELIVERY OF NOTICES

Notices shall be given in writing by any of the following methods:

- (a) By United States first-class mail, postage prepaid, addressed to the Director at the primary address appearing in the records of the Council. Notice will be deemed given three days after deposit in a United States Postal Service mail receptacle.

- (b) By facsimile transmission, to the primary telecopier number provided to the Council by the Director. Notice will be deemed given upon confirmation of successful facsimile transmission.
- (c) By personal delivery. Notice will be deemed given upon hand-delivery to the Director or to the primary address of the Director appearing in the records of the Council.
- (d) By email, to the primary email address supplied to the Council by the Director. Notice will be deemed given upon email transmission.

SECTION 2 | WAIVER OF NOTICE

Any Director may waive notice at any time by delivering to the Secretary a signed statement to that effect. A Director waives the right to complain about notice if the Director attends a meeting without protesting the notice.

**ARTICLE VII
AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS**

SECTION 1 | AFFILIATED TRANSACTIONS

No contract or transaction between the Council and one or more Directors or Officers, or between the Council and any other entity or organization in which one or more of the Council's Directors or Officers have a financial interest or are directors, officers, managerial officials, or members, shall be void or voidable solely for this reason if:

- (a) The material facts concerning the relationship, the financial interests, and the contract or transaction are disclosed to or known by the Board or appropriate committee, and the Board or committee, in good faith and with ordinary care, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members, even if the Directors or committee members are less than a quorum; and
- (b) The contract or transaction is fair to the Council when it is authorized, approved, or ratified by the Board or committee.

Nothing herein shall prevent retroactive approval of a contract or transaction.

SECTION 2 | QUORUM

The common or interested Directors, Officers, or committee members who are present may be counted toward a quorum for purposes of voting on the contract or transaction, and the interested Directors, Officers, or committee members may participate in the discussion of the matter. However, the interested Directors, Officers, or committee members may not vote on the matter under discussion.

ARTICLE VIII GENERAL PROVISIONS
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SECTION 1 | CORPORATE SEAL

The seal of the Council shall be circular in form, with the name of the Council around the margin, with a five-pointed star in the center, and with the letters “T E X A S” appearing between the points of the star, or in such other form as shall be approved by the Board.

SECTION 2 | FISCAL YEAR

The Council’s fiscal year shall commence on September 1 and end on August 31 (the “**Fiscal Year**”). The Fiscal Year may be changed by resolution of the Board.

SECTION 3 | FINANCIAL RECORDS AND ANNUAL REPORTS

The Council shall maintain current, true, and accurate financial records, with full and correct entries made with respect to all financial transactions of the Council, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board shall annually prepare or approve a report of the financial activity of the Council for the preceding Fiscal Year. The report shall conform to the accounting standards promulgated by the American Institute of Certified Public Accountants and shall include a statement of support, revenue, and expenses; a statement of changes in fund balances; a statement of functional expenses; and balance sheets for all funds. Not later than the 89th day after the last day of the Fiscal Year, the Council shall file this financial report with the Secretary of State. The records, books, and annual reports of the financial activity of the Council shall be kept at the registered office or principal office of the Council in Texas for at least three years after the closing of each Fiscal Year and shall be available to the public for inspection and copying there during normal business hours. The Board may charge for the reasonable expense of preparing a copy of a record or report.

SECTION 4 | DEPOSITORIES

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto as the Board may deem expedient and consistent with the provisions of these Bylaws.

SECTION 5 | DONATIONS

All gifts of real property and all gifts with restrictions on their use may not be accepted unless the Board and the ASH Superintendent approve acceptance of the gift.

SECTION 6 | PARLIAMENTARY PROCEDURES

All meeting shall be conducted under the rules established by ROBERT’S RULES OF ORDER NEWLY REVISED (HENRY M. ROBERT III ET AL., ROBERT’S RULES OF ORDER NEWLY REVISED (10th ed., Perseus Publishing 2000)).

**ARTICLE IX
AMENDMENTS**

So long as the Bylaws remain consistent with law and the Articles of Incorporation of the Council, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board present in person or by proxy at any regular meeting, or at any special meeting if notice of the proposed amendment is contained in the notice of such special meeting.



CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of Volunteer Services Council for Austin State Hospital, Inc., hereby certifies that the foregoing Amended Nonmember Bylaws were duly adopted by the Board of Directors of the Council effective as of the 16th day of May, 2008.

IN WITNESS WHEREOF, I sign this certification on the _____ day of _____, 2008.

_____, Secretary
PRINTED NAME

