

**BYLAWS  
OF  
ASSOCIATION FOR CONFLICT RESOLUTION – HOUSTON  
CHAPTER**

**ARTICLE I: Name and General**

**ARTICLE II: Purposes**

**ARTICLE III: Membership**

**ARTICLE IV: Group Exemption**

**ARTICLE V: Prohibited Activities**

**ARTICLE VI: Board of Directors**

**ARTICLE VII: Officers**

**ARTICLE VIII: Chapter Dues and Fees**

**ARTICLE IX: Meetings**

**ARTICLE X: Committees**

**ARTICLE XI: No Personal Liability**

**ARTICLE XII: Amendments**

**ARTICLE I: Name and General**

**Section 1.1 Name.** This organization shall be known as the Association for Conflict Resolution-Houston Chapter, Inc., hereinafter referred to as “ACR-Houston”, the “Chapter” or the "corporation." It is a chapter created pursuant to Article 19 of the Bylaws of the Association for Conflict Resolution, Inc., a New York corporation, hereinafter referred to as "ACR."

**Section 1.2 Location and Incorporation.** ACR-Houston is incorporated as a nonprofit or charitable corporation, pursuant to the laws of the State of Texas, based on the Model Articles of Incorporation set forth in ACR’s Policy and Procedures Manual. ACR-Houston shall initially be located at the place set forth in the Articles of Incorporation. The Board of Directors of ACR-Houston (the “Directors”) may change the location of the principal office of the corporation in the State of Texas from time to time.

**Section 1.3 Corporate Seal.** The Directors may adopt and alter the seal of the corporation.

**Section 1.4 Fiscal Year.** The fiscal year of the corporation shall end on December 31<sup>st</sup> in each year.

**Section 1.5 Policy and Procedures Manual.** All activities of ACR-Houston must also be in compliance with the ACR Policy and Procedures Manual.

**ARTICLE II: Purposes**

**Section 2.1 Purposes.** The purposes of ACR-Houston shall be to promote and carry out, on a local and regional level, the Mission, Guiding Principles and Bylaws of ACR by promoting peaceful conflict resolution and collaborative decision-making at all levels of society.

## **Section 2.2 ACR Diversity and Equity Policy.**

**a. ACR-Houston's Diversity and Equity Commitment.** ACR-Houston is committed to diversity and equity in its membership, structure, and organizational work. A culturally diverse organization is one that recognizes, supports, values, and utilizes people's differences and similarities in support of the organization's goals and objectives. Equity and diversity mean recognizing and working to eliminate injustices in access, process, and outcomes of the corporation's work, and striving to meet the needs of diverse members and stakeholders.

**b. Scope of ACR-Houston's Commitment.** ACR-Houston seeks to encourage and promote participation, accessibility, active representation, and leadership from diverse populations including, but not limited to, races, ethnicities, national origins, languages, genders, sexual orientation, economic statuses, school or organizational locations, physical abilities, ages, religions, educational types or levels, and perspectives. Further, ACR-Houston actively implements equity and affirms diversity in its work, including its publications and standards, and in its board, staff, programs, chapters, sections, and committees.

**c. Implementation of ACR-Houston's Commitment.** In order to promote diversity and equity in our organization and our field, ongoing self-examination is essential. We are committed to discussing and implementing fairness and openness in our values, procedures, conceptual frameworks, and structures. All persons participating in ACR-Houston programs and activities are a part of this endeavor.

**d. ACR – Houston's Responsibilities:** ACR-Houston shall elect or appoint at least one person as a Diversity and Equity Point Person to oversee the implementation of this commitment within the Chapter; at the same time, it is the belief of ACR-Houston that each person is also individually responsible for furthering the concept and practice of equity and diversity.

## **ARTICLE III: Membership**

**Section 3.1 Membership Categories.** ACR- Houston shall have two membership categories: "Regular Member" and "Affiliate Member." By itself, the term "member" shall be inclusive of both.

**Section 3.2 Regular Members.** To be a Regular Member in ACR- Houston, one must be a member of ACR in any category of Membership, set forth in Article 5 of the ACR Bylaws, whose ACR dues are current and whose ACR-Houston dues are also current. Regular Members shall have full Chapter voting privileges and may serve as a director or officer as provided herein.

**Section 3.3 Affiliate Members.** The term "Affiliate Member" shall mean an individual not holding membership in ACR, but whose ACR-Houston dues are current, and who has agreed to abide by ACR's ethical standards and to support ACR's Mission and Guiding Principles. Affiliate Members shall have voting privileges on Chapter issues and election of directors and officers, however they may not hold office as a director or officer of ACR-Houston. Affiliate Members may serve on committees.

**Section 3.4 Student Members.** Student or Youth members of ACR are eligible to be Regular Members of ACR-Houston. Individuals who meet the requirements for Student or Youth membership in ACR, but who are not current members of ACR, may become Affiliate Members of ACR-Houston, pursuant to the terms of Section 3.3 of these Bylaws.

**Section 3.5 Dues.** Any individual eligible for membership in ACR-Houston may become a Chapter member by the payment of the initial dues or initiation fees set by the Directors. A member shall continue to be a member thereafter by the timely payment of annual dues set by the Directors. Failure to make timely payment of annual dues shall terminate membership. The Directors may change the amounts and times for payment from time to time.

**Section 3.6 Removal.** A member may be removed as a member for cause by a majority vote of the Board of Directors at a meeting at which a quorum is present. Cause is defined as failing to abide by applicable standards of ethics, professional responsibility, and practice, as amended from time to time, and/or failing to fulfill any other responsibilities as a member. A member may be removed for cause only after reasonable notice and opportunity to be heard before the Directors.

#### **ARTICLE IV: Group Exemption**

**Section 4.1 Election to be Group Exemption Chapter.** ACR-Houston has chosen to be a subordinate entity of ACR, as defined by the Internal Revenue Code. ACR-Houston, will be known as a Group Exemption Chapter, and ACR-Houston will be included under ACR's 501(c)(3) Internal Revenue Service Group Exemption Letter and shall comply with the requirements for this status set forth in ACR's Policy and Procedures Manual, as well as all relevant regulations of the Internal Revenue Service. As a Group Exemption Chapter, ACR-Houston shall file each year with the ACR CEO such reports as the ACR CEO may from time to time require. If ACR-Houston fails to file such reports it may lose its eligibility to be included in ACR's Group Exemption Letter, be suspended as a chapter, or lose other benefits of a Chapter of ACR.

#### **ARTICLE V: Prohibited Activities**

**Section 5.1 No Private Inurement.** ACR-Houston shall be operated for public benefit rather than to benefit any private group of individuals. No part of the net earnings of ACR-Houston shall inure to the benefit of, or be distributed to, its Directors, Officers, or employees, other than reasonable compensation for services actually rendered. No decisions shall be made or actions taken which harm the corporate person of ACR-Houston or ACR to benefit or favor individuals.

**Section 5.2 Legislative Activities.** No substantial part of the activities of ACR-Houston shall consist of attempting to influence legislation or lobby for the enactment of legislation, and ACR-Houston shall not participate in, intervene in, or publish or distribute statements regarding any political campaign, either on behalf of, or in opposition to, any candidate for public office.

**Section 5.3 Compliance with Law.** Notwithstanding any other provisions of present or future federal or Houston (or "other jurisdiction") law governing or pertaining to nonprofit corporations, ACR-Houston shall not engage in or carry on

activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code or the Texas Nonprofit Statute.

**Section 5.4 No Liability to ACR.** No activity undertaken by ACR-Houston shall create any financial liability or any contractual or legal obligation for ACR without the express, prior, written authorization of the ACR Board of Directors.

**Section 5.5 Public Policy Position.** ACR-Houston shall not take a public position on any public policy issue without the express, prior, written authorization of the ACR Board of Directors or CEO of ACR.

**Section 5.6 No Certification.** ACR-Houston shall not credential, license, certify, recommend, designate, or appoint practitioners of dispute resolution.

## **ARTICLE VI: Board of Directors**

**Section 6.1 Composition and Qualifications.** The Directors shall consist of the officers described in Article VII of these Bylaws and other Directors as described herein. In addition to the officers, there shall no fewer than four at-large Directors. No more than one at-large Director may be a student or youth member of ACR. All Directors of the Chapter must be Regular Members in good standing. The immediate past Chapter President shall be a non-voting, *ex-officio* member of the Board of Directors for one year after the completion of his or her term of office.

**Section 6.2 Powers.** The Directors shall manage the affairs and all activities of ACR-Houston in accordance with the Bylaws and policies of both ACR and ACR-Houston. The Directors shall have the power to perform all such lawful acts, which are not prohibited by statute, by its Articles of Incorporation, or by these Bylaws, or directed or required to be exercised or done by ACR-Houston members. The Directors shall have the power to authorize the making and execution of any lawful contracts on behalf of the ACR-Houston and generally to control all of the affairs of the Chapter. The Directors shall be empowered to transact the business of the Chapter between meetings of ACR-Houston members.

**Section 6.3 Election.** The Directors shall be elected by a vote of ACR-Houston members in good standing who cast ballots. Elections will take place at the Annual Meeting in November of each year, except as hereinafter provided for filling of vacancies. The new Directors shall assume office at the conclusion of the Annual Meeting.

**Section 6.4 Terms of Office.** The at-large Directors shall be elected for two-year terms of office, except that in the first election half of the Directors shall be elected for a one-year term of office and the remaining Directors shall be elected for a two-year term of office. Each Director shall hold office until his/her successor is elected or until she/he resigns, is removed, dies, or becomes disqualified.

**Section 6.5 Meetings.** The Directors shall meet at the call of the President, but not less than once each quarter. A quorum for the purpose of conducting business of the Directors shall consist of a majority of Directors entitled to vote, but never less than five Directors. The President shall preside at all meetings of the Directors and shall vote only to break a tie or to become the fifth member available to vote. Minutes of all Directors' meetings shall be prepared and sent to all Directors and the ACR CEO, after approval by the Directors. Such minutes shall be available to Chapter members upon request.

## **Section 6.6 Notice of Meetings of the Board of Directors.**

**a. All Meetings.** Reasonable notice of the time and place of each meeting of the Directors shall be given to each Director. Such notice need not specify the purposes of the meeting, unless required by law, the Articles of Incorporation, or these Bylaws.

**b. Reasonable Notice.** Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, it shall be reasonable notice to a Director to send notice by mail, or e-mail, at least fourteen (14) days before the meeting, addressed to him/her at his/her usual or last known business or residence address.

**c. Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Director, if a written waiver of notice, executed by him/her (or his/her attorney duly authorized), before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

**Section 6.7 Voting.** Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any action taken by a majority of the Directors present at a meeting at which a quorum is present shall be deemed the action of the Directors.

**Section 6.8 Presence through Communications Equipment.** Unless otherwise required by law or the Articles of Incorporation, the Directors may participate in a meeting by means of a conference telephone, computer, or similar communications equipment by means of which all persons participating in the meeting can receive the communications of all other persons participating. Participation by such means shall constitute presence in person at a meeting.

**Section 6.9 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing and such consents are filed with the Minutes of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 6.10 Vacancy.** In the event of a vacancy on the Board of Directors for any reason, the Directors, at the next meeting of the Board, shall appoint a successor to that Director for the balance of the unexpired term.

**Section 6.11 Reimbursement.** The Directors shall be entitled to reimbursement of expenses authorized by the Directors and incurred in the performance of their duties and responsibilities, as approved by a reimbursement policy adopted by the Directors; provided, however, that ACR-Houston shall not reimburse any expenses which could jeopardize, in any way, its nonprofit status or ACR's nonprofit, tax-exempt status, if ACR-Houston is a Group Exemption Chapter, as set forth in Article IV of these Bylaws. No Director shall receive any remuneration for services as a Director.

**Section 6.12 Removal.** A Director may be removed from office with cause by (a) the vote of a majority of the members of ACR-Houston present at a meeting at which a quorum is present or (b) by the vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove that Director. Cause is defined as failing to abide by ACR's

Ethical Standards, to support ACR's Mission and Guiding Principles, or to fulfill his/her responsibilities as a Director.

**Section 6.13 Conflict of Interest.** Directors may have interests in conflict with those of the Chapter. Each Director must endeavor to be conscious of the potential for such conflicts of interest with ACR-Houston and act with candor and care in dealing with any such situation. To the extent known to the Director, he/she shall disclose any actual or potential conflict of interest to all other Directors and, when appropriate, remove herself or himself from discussions and decisions of the Directors regarding this matter. If he/she becomes aware of any actual or potential conflict of interest after the Directors have entered into discussion of, or made a decision regarding, any matter, then she/he shall immediately apprise the Directors of the actual or potential conflict of interest. Following a disclosure of any actual or potential conflict of interest, the Directors should provide a disinterested review of the matter and, if necessary, revisit any decisions previously made.

## **ARTICLE VII: Officers**

**Section 7.1 Officers.** There shall be five officers of the Chapter— President, President-Elect, Vice-President, Secretary and Treasurer (hereinafter referred to as the “Officers”); provided, however, that the office of Vice-President shall be optional if ACR-Houston has fewer than one hundred (100) members. All Officers must be Regular Members in good standing. Any reference in these Bylaws to “Directors” shall be deemed to include all Officers of the corporation.

**Section 7.2 President.** The President shall preside at all meetings of the Directors and of members, and shall have general and active management of the activities of ACR-Houston, subject to the control of the Directors. The President shall see that all orders and resolutions of the Directors are carried into effect and shall keep the Directors and the ACR CEO fully informed and shall regularly consult with them concerning the activities and affairs of ACR-Houston. The President may sign and execute all official documents in the name of ACR-Houston and shall have the general power and duties of supervision and management usually vested in the chief executive officer of a corporation, except as limited by Articles II, IV, and V of these Bylaws. The President may delegate one or more of these duties to a Director. The President shall be responsible for ensuring that the Chapter complies with all provisions of the ACR Policy and Procedures Manual regarding Chapters. The President shall also serve as an *ex-officio* member of all committees.

**Section 7.3 President-Elect.** The President-Elect shall have such duties as the President and the Directors shall determine. In the absence of the President, the President-Elect shall perform the duties of the President as provided in these Bylaws and shall assist the President with managing the affairs of the corporation. The President-Elect shall automatically become President at the end of the President's term or if, for any reason, the President is no longer able to serve.

**Section 7.4 Vice-President.** The Vice-President shall have such duties as the President or Directors shall determine. In the absence of the President and the President-Elect, the Vice-President shall perform the duties of the President as provided in these Bylaws and shall assist the President with managing the affairs of the corporation.

**Section 7.5 Secretary.** The Secretary shall keep all papers, records and other documents of the corporation, including a record of the terms of office of all Directors and Officers, and

shall prepare, maintain, and distribute minutes of all meetings of the Directors and of the members as directed. The Secretary shall maintain copies of all correspondence pertaining to the corporation; shall prepare and distribute all notices of meeting, bulletins, and other publications to members, the Director for Chapters, the ACR CEO, and the editors of the major ACR publications; shall compile such statistics and other data as may be required by the Directors or the members acting at a duly called meeting; shall present at the Annual Meeting a complete list of members; and shall perform such other functions as may be assigned by the President or Directors.

**Section 7.6 Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall have custody of the funds of the corporation and shall receive and deposit all revenue and pay bills and carry out other obligations of the corporation as are approved by the President. The Treasurer shall keep a full and complete record of all receipts and disbursements and shall provide a financial report to the Directors at each meeting and an annual written financial report to the members at the Annual Meeting. The Treasurer shall also provide an annual written financial report to the ACR CEO by March 15<sup>th</sup> of each year for the preceding fiscal year, consistent with the applicable provisions of the ACR Policy and Procedure Manual. In addition, the Treasurer shall perform other duties as may be assigned by the President or Directors.

**Section 7.7 Election and Terms.** Officers shall be elected for one-year terms and may serve multiple terms. Officers may continue to serve the remainder of their terms as Directors after the expiration of their terms as Officers. The Members at the Annual Meeting shall elect all Officers, except that the President-Elect shall automatically become President at the Annual Meeting, following the Annual Meeting at which she/he was elected. An Officer shall hold office until the next Annual Meeting and until a successor is chosen and qualified, unless a shorter period shall have been specified by the terms of her/his election or appointment, or in each case until an Officer sooner resigns, is removed, dies, or becomes disqualified.

**Section 7.8 Vacancy.** In the event of a vacancy in any office for any reason, except for a vacancy in the office of President, the Directors, at their next meeting, shall appoint a successor to that office for the balance of the unexpired term. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President.

**Section 7.9 Reimbursement.** Officers shall be entitled to reimbursement of authorized expenses incurred in the performance of their duties and responsibilities, as approved by a reimbursement policy adopted by the Directors; provided, however, that ACR-Houston shall not reimburse any expenses which could jeopardize, in any way, its non-profit status or ACR's nonprofit, tax-exempt status, if ACR-Houston is a Group Exemption Chapter, as set forth in Article IV of these Bylaws. No Officer shall receive any remuneration for services as an Officer.

**Section 7.10 Removal.** An Officer may be removed from office with cause (a) by the vote of a majority of the members of ACR-Houston present at a meeting at which a quorum is present, or (b) by the vote of a majority of the Directors then in office. Cause is defined as failing to abide by ACR's Ethical Standards, to support ACR's Mission and Guiding Principles, or to fulfill her/his responsibilities as an Officer. An Officer may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove that Officer.

## ARTICLE VIII: Chapter Dues and Fees

**Section 8.1.** The Directors shall determine the membership dues for all members annually. Failure to pay such dues after receipt of written notice and reasonable opportunity to pay is grounds for revocation of membership status by the Directors.

**Section 8.2.** Non-members who wish to receive regular notice of ACR-Houston events may be assessed an appropriate mailing list fee.

## ARTICLE IX: Meetings

**Section 9.1 Annual Meeting.** There shall be one regular Chapter meeting per year, which shall be designated as the Annual Meeting and shall be held in November of each year. Written notice of the Annual Meeting, shall include an agenda set by the Directors, and shall include the time, date, and place of the Annual Meeting, shall be mailed to all members, as provided in Section 9.4 of these Bylaws. The Annual Meeting may be held at the principal office of the corporation or at such other place within the United States of America as the President and Directors shall determine, or any location outside the United States in which a Chapter is incorporated based on the laws of that jurisdiction. If an Annual Meeting is not held on the date herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these Bylaws, except in this Section 9.1, to the Annual Meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 9.3 and 9.4.

**Section 9.2 Regular Meetings.** Regular meetings of the members may be held at any time and place as the Directors may determine.

**Section 9.3 Special Meetings.** The President may call special meetings of the members at any time. A special meeting shall also be called by any Officer when so directed by a majority of the Directors then in office or upon the written request of twenty-five (25%) percent of the members.

### **Section 9.4 Notices of Meetings.**

**a. All Meetings.** Reasonable notice of the time and place of each meeting of the membership shall be given to each member. Such notice need not specify the purposes of the meeting, unless required by law, the Articles of Incorporation, or these Bylaws.

**b. Reasonable Notice.** Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, it shall be reasonable notice to a member to send notice by mail, or e-mail, at least fourteen (14) days before the meeting, addressed to him/her at his/her usual or last known business or residence address. In the case of the Annual Meeting, it shall be reasonable notice to a member to send notice by mail, or e-mail, at least thirty (30) days before the meeting, addressed as provided above. The notice of the Annual Meeting shall contain the names of the persons proposed by the Nominating Committee to be elected as the Officers and Directors of ACR-Houston.

**c. Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him/her (or his/her attorney duly authorized), before or after the meeting, is filed with the records of the

meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

**Section 9.5 Quorum.** At all membership meetings, ten percent (10%) of the Members present, in person or by proxy, shall constitute a quorum for the purpose of conducting business, except when a larger quorum is required by law. Any meeting may be adjourned or continued to such date not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned or continued without further notice.

**Section 9.6 Voting.** Each Member shall be entitled to cast one vote on each matter properly submitted to a membership vote at a meeting or by electronic, or mail ballot. Except as otherwise required by law, or these Bylaws, any action approved by a majority of the Members voting, either by electronic, mail ballot or at a meeting, in person or by proxy, provided that a quorum is represented, shall be the action of the Members.

**Section 9.7 Presence through Communications Equipment.** Unless otherwise provided by law or the Articles of Incorporation, the members may participate in a meeting of the members by means of a conference telephone, computer, or similar communications equipment by means of which all persons participating in the meeting can receive the communications of all other persons participating. Participation by such means shall constitute presence in person at a meeting.

**Section 9.8 Action by Consent.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and such consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 9.9 Proxies.** Members may vote either in person or by written proxy dated not more than one month before the meeting named therein, which proxy shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at any continuation of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

**Section 9.10 Membership Participation.** The Secretary shall maintain a complete list of members entitled to participate at each meeting, which list shall be available for examination.

**Section 9.11 Open Meetings.** Meetings and other activities of ACR-Houston shall be open to persons who are not members, unless the President or the Directors specifically restrict attendance. Persons attending meetings who are not members are guests and shall be entitled to such participation in the meeting as the President or the Directors shall determine.

## **ARTICLE X: Committees**

**Section 10.1 Types of Committee.** There shall be two classes of committees, "Standing Committees" and "*Ad hoc* Committees." The term "Committee" shall be inclusive of both.

**Section 10.2 How Formed or Disbanded.** Standing Committees may be established and disbanded by the Directors, including an executive committee. The President may establish and disband *Ad hoc* Committees at any time, subject to the approval of the Directors. The Members may, at any time by vote of two-thirds of the Members at any meeting at which a quorum is present, act to terminate any committee, amend its scope or function, or authorize a new committee.

**Section 10.3 Powers.** Committees shall have only such powers as the Directors shall confer. The Directors shall not delegate any of its powers as must be performed by the Directors by law, the Articles of Incorporation, or these Bylaws. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Directors.

**Section 10.4 Members of Committees.** Members of all committees shall be members in good standing. The President shall appoint chairs and committee members, subject to the approval of the Directors. Committee meetings shall be open to all members, unless the Directors determine otherwise.

**Section 10.5 Annual Review.** Following each annual election, the newly installed Directors shall review the structure and activities of all committees.

**Section 10.6 Nominating Committee.** The President shall appoint a Nominating Committee of no less than three (3) members to propose nominees for election of Officers and Directors. The Nominating Committee should include at least one Director in office and, if possible, at least one recent past President of ACR-Houston, and it should exclude the President. The Nominating Committee shall endeavor to present nominations for office in ACR-Houston, which present a balance among the various areas of dispute resolution represented by ACR-Houston members and which fulfill the diversity policy set forth in Section 2.2 of these Bylaws. Nominations for office shall also be accepted from the floor at the time of election once the membership has reached twenty-five (25) in number.

## **ARTICLE XI: No Personal Liability; Insurance**

**Section 11.1 No Personal Liability.** The members, Directors, and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of ACR-Houston. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against ACR-Houston may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Section 11.2. Liability Insurance.** Unless the requirement has been waived by the ACR CEO for good cause, ACR-Houston shall purchase and maintain Directors and Officers Liability Insurance to cover the Directors and Officers of ACR-Houston. If it should establish an office, hire one or more employees or engage in other activities that may substantially increase the risk of potential legal action or liability, the corporation shall consider the additional purchase of general liability insurance. ACR-Houston may apply for financial assistance with payment of premiums for Directors and Officers Liability Insurance to ACR, which shall work with ACR-Houston in accordance with ACR-Houston's need and ACR's budget realities.

**ARTICLE XII: Amendments**

**Section 12.1 Amending the Articles of Incorporation and Bylaws.** The Directors may amend ACR-Houston's Articles of Incorporation and these Bylaws to include or omit any provision that could lawfully be included or omitted at the time such amendment is adopted. Such amendments or revisions may be voted upon at a single meeting of the Directors and shall be adopted at such meeting, a quorum being present, by a seventy-five (75%) percent majority vote of the Directors present. Such amendments and revisions may be adopted in a written document approved and signed unanimously by the Directors of this corporation, without the necessity of a formal meeting of the Directors.

I hereby acknowledge that the above Bylaws, consisting of twelve (12) Articles and twelve (12) pages, were approved by the Board of Directors of ACR-Houston pursuant to Article 12 hereof, on September 18, 2003.

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

BY: \_\_\_\_\_

Margaret W. Walker  
President of ACR-Houston