

# 2018-2019 BYLAWS OF DENTON BENEFIT LEAGUE

## ARTICLE I . NAME AND HEADQUARTERS

### Section 1. Name

The name of this organization shall be DENTON BENEFIT LEAGUE, hereinafter referred to as DBL. The name of the BOARD OF DIRECTORS, shall hereinafter be referred to as Board.

### Section 2. Office

#### a. Principal Office

The principal office of DBL shall be located at the address of the President. A post office box shall be maintained as a permanent address for tax purposes.

#### b. Registered Office

DBL shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Law. The registered office may, but need not, be identical with the principal office of DBL in the State of Texas, and the address of the registered office may be changed from time to time by the Board.

## ARTICLE II . PURPOSE AND POLICIES

### Section 1. Purpose

The mission of DBL is to raise funds and promote volunteerism for the betterment of the community and for the improvement of its public nonprofit institutions such as, though not limited to, schools, hospitals, community arts groups, child care centers, colleges and universities, the projects of other charitable and benevolent nonprofit organizations and to provide generally, on a charitable and benevolent basis, financial and material assistance to community and public projects and to eleemosynary institutions of the community.

### Section 2. Policies

- a. Notwithstanding the above purpose, DBL shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of DBL. Furthermore, no substantial part of the activities of DBL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DBL shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
- b. DBL was organized pursuant to the Texas Nonprofit Corporation Act and has since adopted the Texas Nonprofit Corporation Law. No part of the net earnings of DBL shall inure to the benefit of, or be distributed to, its Board, officers, members, committee members, employees or agents, or other private persons, except that DBL shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes of DBL. No director, officer, member, committee member, employee or agent of DBL, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of DBL.
- c. Upon the dissolution of DBL, the Board shall, after paying or making provisions for the payment of all of the liabilities of DBL, dispose of all assets of DBL by transferring such assets to an authorized nonprofit entity, organized and operated exclusively for charitable or educational purposes as shall at the time qualify as a tax-exempt organization or organizations under the provisions of the Internal Revenue Code of 1986, as amended, pursuant to the sole discretion of the Board.

## ARTICLE III . MEMBERSHIP

### Section 1. Classifications

DBL shall have six classifications of membership.

#### a. Active

- (1) Voting active membership of DBL shall be limited to 185 persons and shall be by invitation only.
- (2) Any woman of good moral character residing in the general vicinity of Denton, Texas, who agrees to support and participate in the work of DBL shall be deemed qualified for membership.
- (3) In order to retain her active status, a member must fulfill whatever requirements for active status as may be designated by the Board and approved by the membership.
- (4) An active member shall have the privilege of purchasing a reservation for the principal fundraising event for herself and one other person at the member rate.

#### b. Associate

- (1) Associate membership of DBL shall be limited to 65 women who are unable to attend meetings because of professional reasons or other extenuating circumstances. Such extenuating circumstances must be presented in writing to the Board for consideration.
- (2) A candidate may be approved for associate membership as stated in Article III, Section 2 of these Bylaws.
- (3) An associate member shall not have voting privileges.
- (4) Associate member status shall be reviewed every two years. If an Associate member's professional reasons or other extenuating circumstances have changed, Board approval will be required to continue in the Associate classification or the member will be reclassified as an Active member.
- (5) An associate member shall have the privilege of purchasing a reservation for the principal fundraising event for herself and one other person at the member rate.

#### c. Sustaining

- (1) Sustaining membership shall be available to active and associate members in good standing who have been members of DBL for fifteen years and joined DBL on or before May 30, 2018. Sustaining membership shall be available to active and associate members in good standing who have been members of DBL for twenty years and joined DBL after May 30, 2018.
- (2) A Sustaining member shall have the privilege of purchasing a reservation for the principal fundraising event for herself and one other person at the member rate.
- (3) A sustaining member shall not have voting privileges.

#### d. Inactive

- (1) A member may request inactive status due to extenuating circumstances as stated in Article III, Section 3 of these Bylaws. She may remain inactive for the remainder of the fiscal year in which the change becomes effective and up to one full fiscal year following. An inactive member shall not be entitled to vote. She shall retain her place on the membership roster so as to return to her former status at the conclusion of her leave if a vacancy is available.
- (2) An inactive member shall be required to fulfill the obligations of dues payment.
- (3) An Inactive member shall have the privilege of purchasing a reservation for the principal fundraising event for herself and one other person at the member rate.

#### e. Nonresident

- (1) Nonresident membership shall be available to members in good standing who move from Denton County and wish to retain affiliation in DBL.
- (2) Nonresident members will receive an invitation to the principal fundraiser and will have the privilege of purchasing a reservation.

- (3) A nonresident member shall not have voting privileges.
- (4) A nonresident member shall have the privilege of purchasing a reservation for the principal fundraising event for herself and one other person at the member rate.

f. Honorary

An honorary life membership may be granted to a member in good standing or a member who resigned in good standing who is unable to continue active membership. A member whose service warrants the bestowal of this honor shall be nominated in writing by a DBL member in good standing. This nomination shall be submitted to the Membership Chair, who will present the nomination to the DBL Board for a decision. Honorary life members shall not be required to pay dues or other assessments.

## Section 2. Election of Members

- a. All names for membership shall be presented in writing to the Membership Chair by an active member in good standing for one year. DBL does not discriminate on the basis of race, creed, religion, or national origin, and reaches out to women of all ages, races, creeds, physical abilities, religions and national origins who demonstrate an interest in and commitment to volunteerism.
- b. All prospective members for active status must attend at least one regular meeting as a guest within the twelve months prior to applying for membership.
- c. All prospective members for associate status must receive a membership orientation before application can be made.
- d. Upon acceptance of an application by the Membership Chair, candidates for membership shall be added to the waiting list in the order in which they were received. As vacancies occur, the application shall be reviewed by the Board for a decision. The names of associate, sustaining, and inactive members who are applying to be readmitted to active membership shall be placed at the top of the waiting list.
- e. All new active and associate members will receive a personal orientation by a member of the New Member Orientation Committee.
- f. Former members of DBL are eligible for reinstatement into any membership classification for which they are qualified by both prior experience and present circumstance. Applications by former members desiring reinstatement must be presented in writing to the Membership Chair for a decision by the DBL Board. Upon approval, reinstated members shall be placed on the roster in the membership classification for which they are eligible provided there is no waiting list for such classification. If there is a waiting list, the reinstating member's name would follow current members on the list. Reinstated members must have been in good standing upon originally leaving the membership and will receive full credit for their previous years of service.

## Section 3. Change of Classification

A member may change her membership classification provided she meets the qualifications for the classification to which she is changing and a vacancy is available. Requests must be submitted in writing to the Membership Chair for a decision by the Board. Changes for the current year can be made upon payment of any additional dues applicable to the new classification and approval by the Board. No dues refunds shall be made.

## Section 4. Termination of Membership

- a. A member shall forfeit membership for failure to comply with the Bylaws and Standing Rules of DBL.
- b. Notice of resignation must be given in writing to the Membership Chair.
- c. In order to resign in good standing, a member must complete all requirements of membership (see Standing Rules, Membership) for the current year unless personal reasons or other extenuating circumstances prevent the member from completing these requirements. Such

personal reasons or other extenuating circumstances must be presented in writing to the Board for consideration before May 1.

- d. A member who submits her written resignation prior to the February general meeting resigns in good standing. The member may, but is not required to, pay a ball obligation. In order to resign in good standing, a member who resigns after the February general meeting shall have a ball obligation consisting of either the purchase of a ball reservation or donation of not less than the price of a single member reservation, payable not later than May 1.
- e. A member who has not resigned in good standing is ineligible for future membership unless the outstanding deficiencies are resolved.

#### ARTICLE IV . DUES AND OTHER FINANCIAL OBLIGATIONS

##### Section 1. Annual Dues

- a. Amount
  - (1) Active ..... \$35.00
  - (2) Associate ..... \$50.00
  - (3) Inactive, Sustaining, and Nonresident ..... \$135.00
- b. Dues for the coming fiscal year shall be payable on or before the February meeting.
- c. The Membership Chair shall send a dues notice to the active, associate, sustaining, inactive, and nonresident members prior to the February meeting.
- d. All dues shall be delinquent after April 1.
- e. One written notice shall be sent to those members whose dues are delinquent.

##### Section 2. Fundraising Obligation

All active and associate members shall be required to support DBL's fundraising activities as stated in the Standing Rules.

##### Section 3. Delinquent Financial Obligations

If dues and/or other financial obligations remain unpaid after May 1, the member shall automatically be dropped from membership effective June 1.

#### ARTICLE V . GOVERNING BODY

##### Section 1. Personnel

- a. The governing body of DBL shall be the Board, which is composed of the fourteen elected officers, the immediate Past President, and one member-at-large.
- b. The Board shall be composed of active members.
- c. Terms for the Officers and Board shall be one year, beginning June 1.
- d. Incoming Board shall be recognized at the May general membership meeting.

##### Section 2. Election

- a. Officers
  - (1) The Nominating Committee's proposed slate of officers shall be presented at the general membership meeting in February, when election of officers will be held.
  - (2) Prior consent of the nominee is required for nominations made from the floor.
- b. Member-at-Large
  - (1) One member-at-large shall be elected by the general membership at its February meeting.
  - (2) Nominations for member-at-large shall be submitted in writing to the Nominating Committee by a specified date to be determined by the Nominating Committee; prior consent of the nominee is required.

### Section 3. Meetings and Quorum

- a. Meetings of the Board shall be held no less than six times from September through May (except December) at a time and place designated by the President.
- b. The President may call additional meetings, which may be conducted via email discussion and voting. Minutes of email meetings should be recorded and presented for ratification at the next Board meeting. Email meetings shall not replace regularly scheduled Board meetings.
- c. A majority of Board members in office shall constitute a quorum.
- d. With twenty-four hours notice and prior permission from the President, a DBL member may attend a regularly scheduled Board meeting.

### Section 4. Vacancy

The Board shall fill unexpired or vacated positions on the Board and elected committees.

### Section 5. Authority and Duties

- a. The Board shall be entrusted with administrative authority and responsibility for managing funds, property, and affairs of DBL.
- b. The Board shall have the authority to enact or amend Standing Rules and Procedures with the exception of those which restrict or add obligations and/or responsibilities to the individual member. However, with regard to the prices of DBL's fundraising projects, the Board shall have the authority to annually review and establish pricing.

## ARTICLE VI. DUTIES OF OFFICERS AND MEMBER-AT-LARGE

### Section 1. Officers

The elected officers of DBL shall be a President, President Elect, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Fifth Vice President, Sixth Vice President, Seventh Vice President, Eighth Vice President, Ninth Vice President, Tenth Vice President, Recording Secretary, and Treasurer.

### Section 2. President

- a. The President shall preside at all meetings of the Board and the general membership, shall be an ex officio member of all committees, and shall have the general supervision of all affairs of DBL.
- b. The President shall cosign with another board member all contracts evidencing obligations of DBL. The President shall cosign with the Treasurer all checks, drafts, authorizations for electronic transactions, and any and all authorization forms.
- c. The President shall appoint all committees except those designated elective; she shall also consult with the officers in appointing all committees for which they are responsible.
- d. She shall perform all other duties incident to her office.

### Section 3. President Elect

The President Elect shall serve on the Board, shall assist the President and acquaint herself with the duties of the office to serve as President the following year. In consultation with the President, she shall coordinate DBL's publicity and maintain DBL's website for efficient internal and external communications. She shall preside at meetings in the absence of the President. She shall serve as an ex officio member of the Nominating Committee. She, in conjunction with the First Vice President (Ball) and the President, shall be responsible for the oversight of the DBL storage unit and inventory. If the office of the President should become vacant, she shall fill the vacancy.

### Section 4. First Vice President (Annual Ball)

The First Vice President shall be Chair of the Annual Ball or other major fundraising event. The First Vice President, in consultation with the President, shall select members to serve on any committees necessary for the fundraising event.

Section 5. Second Vice President (Grant Allocations)

The Second Vice President shall be Chair of the Grant Allocations Committee. This committee shall make recommendations concerning beneficiaries as outlined in Article VII, Section 2(f).

Section 6. Third Vice President (Membership)

The Third Vice President shall be Membership Chair. She shall be responsible for the Membership Directory, collecting dues, and collecting ball obligations. The Third Vice President, in consultation with the President, shall select members to serve on the committee.

Section 7. Fourth Vice President (Volunteer Services)

The Fourth Vice President shall be Volunteer Services Committee Chair. She shall be responsible for recording volunteer hours and keeping members aware of community needs for volunteers. The Fourth Vice President, in consultation with the President, shall select members to serve on the committee.

Section 8. Fifth Vice President (Tabloid)

The Fifth Vice President shall be the Chair of the annual Tabloid or other advertising publication, and she shall have the responsibility for preparing the material for publication. The Fifth Vice President, in consultation with the President, shall select members to serve on any committee necessary for publication of the Tabloid.

Section 9. Sixth Vice President (Meeting Arrangements)

The Sixth Vice President shall be Chair of the Meeting Arrangements Committee. She shall be responsible for arrangements for general meetings. She shall be responsible for the Associates and Sustainers meeting. The Sixth Vice President, in consultation with the President, shall select members to serve on any committee necessary.

Section 10. Seventh Vice President (Underwriting)

The Seventh Vice President shall be Chair of the Underwriting Committee. In consultation with the President, she shall select members to serve on the committee. She shall be responsible for Underwriting for the principal annual fundraising event and underwriter appreciation.

Section 11. Eighth Vice President (Special Events and Projects)

The Eighth Vice President shall be the Chair of the Special Events and Projects Committee. She shall be responsible for designated special events and projects. The Eighth Vice President, in consultation with the President, shall select members to serve on any committees necessary.

Section 12. Ninth Vice President (Membership Services)

The Ninth Vice President shall be responsible for activities associated with recruitment and retention of members, the New Member Orientation program, and the Mentoring program. The Ninth Vice President, in consultation with the President, shall select members to serve on the committees necessary.

Section 13. Tenth Vice President (Data and Information Services)

The Tenth Vice President shall be responsible for managing a common database for DBL through the utilization of a donor management software program. The Tenth Vice President, in consultation with the President, shall select members to serve on any committee necessary. Notwithstanding anything to the contrary herein, the Tenth Vice President (Data and Information Services) may serve consecutive one-year terms, but no more than three consecutive terms.

Section 14. Recording Secretary

- a. The Recording Secretary shall keep in a permanent book a record of the minutes of all Board and general membership meetings, making available to the President within ten days following each meeting a typed copy of the minutes.

- b. She shall be the custodian of all official records and documents. By June 1<sup>st</sup> of each year, she shall present all minutes, records, and documents to the person succeeding her.

#### Section 15. Treasurer

- a. The Treasurer shall deposit all monies for DBL in a bank designated by the Board and shall disburse funds as may be directed by the Board. She shall cosign with the President all checks, drafts, authorizations for electronic transactions, and any and all authorization forms.
- b. She shall keep an itemized account of DBL's funds and shall report income, disbursements, and total balance on hand at each regular meeting of the Board. She shall make an annual written report at the close of the fiscal year.
- c. Within forty-five days after the end of the fiscal year, the outgoing treasurer shall deliver all monies, books, financial properties, and other records of DBL, excepting those submitted for audit, to her successor.
- d. Within forty-five days after the close of the fiscal year, the outgoing treasurer shall open her books for audit by a CPA designated by the Board. Upon completion of the audit, she shall deliver the audited checkbook and any related material to her successor.
- e. The outgoing Treasurer shall be responsible for having the CPA prepare the annual federal tax form, and upon its completion, she shall sign and mail the form.
- f. Notwithstanding anything to the contrary herein, the Treasurer may serve consecutive one-year terms, but no more than three consecutive terms.

#### Section 16. Immediate Past President

The immediate Past President shall serve as Parliamentarian and Chair of the Bylaws Committee. In addition, the Immediate Past President shall oversee the DBL materials archived at TWU and coordinate the annual meeting of the Past Presidents.

#### Section 17. Member-at-Large

- a. The elected Member-at-Large shall be responsible for joys and concerns correspondence. She shall also serve as membership liaison.

### ARTICLE VII . COMMITTEES AND DUTIES

#### Section 1. Committee Organization

- a. The President shall appoint the Chair and the members of all committees of the organization unless otherwise specified in this Article.
- b. The past committee Chairs shall serve as advisors on respective committees.
- c. Each committee shall remain in existence until its duties have been concluded or until the committee's existence is terminated by the Board.
- d. The committee members may adopt rules and procedures which are not inconsistent with these Bylaws or the authority and instructions issued by the Board.
- e. Each committee shall submit a written report to the Board by the last board meeting of the fiscal year.

#### Section 2. Elective Committees

- a. The elective committees shall be Nominating and Grant Allocations.
- b. Elective committees shall be composed of active members.
- c. To be eligible for an elective committee, one must have been a member of DBL and fulfilled all membership requirements for two consecutive years at the time of election.
- d. The Board shall fill all vacancies for unexpired or vacated terms on elected committees.
- e. Nominating
  - (1) The Nominating Committee shall consist of five members, three of whom shall be elected by the Board and two of whom shall be elected by the general membership at the February meeting. Names of candidates to be elected by the general membership shall be submitted in writing to the Nominating Committee by the specified date. Prior

consent of the nominee is required. The President shall appoint one of the committee members as Chair.

- (2) The committee shall be responsible for the preparation of a slate of candidates for officers and elective committee members. This slate shall be presented to the general membership for election in February.
- (3) The committee report shall be made at the February meeting, when elections will be held. (See Article V, Section 2.a.)

f. Grant Allocations

- (1) The Grant Allocations Committee shall be comprised of five members. It shall be chaired by the Second Vice President and shall consist of four members who will serve two-year terms, with one being elected annually by the Board and one being elected by the general membership at the February meeting. Names of candidates to be elected by the general membership shall be submitted in writing to the Nominating Committee by the specified date. Prior consent of the nominee is required.
- (2) The Grant Allocations Committee shall submit to the Board recommendations as to the recipient or recipients of DBL's charitable funds for the current year. Following Board approval, the committee shall submit its recommendations to the active membership for approval at a regular or special meeting.

Section 3. Appointive Committees

- a. The appointive committees shall be Bylaws and Organizational Recommendations, Finance, Public Relations, and all others deemed necessary.
- b. Public Relations
  - (1) This committee shall prepare and disburse press notices and publicity. The Chair is the President Elect and shall work with all committees and members of the Board to publicize and promote the activities of DBL.
  - (2) Copies of printed publicity shall be retained in a book to be kept in DBL's permanent file.
  - (3) All press notices and publicity must be approved by the DBL President.
- c. Finance
  - (1) The Finance Committee shall include the Treasurer as Chair, the immediate Past President, the immediate Past Treasurer, if applicable, and other members as determined by the President.
  - (2) This committee shall recommend to the Board such matters as investments and shall be responsible for all the financial matters of DBL.
  - (3) This committee shall review the annual audit and recommend to the Board for approval.
- d. Bylaws and Organizational Recommendations
  - (1) The Bylaws and Organizational Recommendations Committee shall be chaired by the immediate Past President. Other members of this committee shall be appointed by the President.
  - (2) The committee shall make recommendations which will enable DBL to operate smoothly as an effective organization of interested members.
- e. All committees will perform duties as outlined in the Standing Rules.

ARTICLE VIII . REGULAR AND SPECIAL MEETINGS

Section 1. Meetings

- a. Regular meetings of DBL shall be held no less than six times from September through May, excluding December, at a time and place designated by the President.
- b. The order of business at all regular meetings shall be determined by the President.
- c. The Board shall be authorized to approve the minutes of all regular and special meetings of the organization.



## Section 2. Annual Meeting

The regular meeting in February shall be designated as the annual meeting.

## Section 3. Special Meetings

Special meetings of DBL for any purpose may be called at any time by the President or by five active members by written request to the Board. Notice of special meetings shall be given by U.S. mail, telephone, or email.

## Section 4. Action

- a. At meetings requiring action, the first order of business is to establish a quorum.
- b. The voting members present shall act upon matters presented by the Board or the President and shall also act upon additional matters brought before it by motion.
- c. To revoke, alter, or otherwise modify any action taken by the Board, a two-thirds vote of the voting members present is required.

## Section 5. Quorum

At all meetings, regular or special, one third of the total active members shall constitute a quorum.

# ARTICLE IX . FISCAL POLICIES

## Section 1. Fiscal Year

The fiscal year is June 1 through May 31.

## Section 2. Audit

The books and accounts of DBL shall be audited annually by a certified public accountant designated by the Board.

## Section 3. Reserve Account

- a. Undistributed net income from annual fundraising and other activities shall be reserved for use in the following year's regular funding process.
- b. No portion of reserved funds from undistributed net income may be returned to DBL's administrative operating budget.

## Section 4. Distribution of Funds

Net income from all fundraising projects shall be distributed through the DBL's regular funding process.

## Section 5. Expenditure of Funds

- a. All funds of DBL shall be expended for the lawful purposes of DBL, as defined in the Articles of Incorporation and these Bylaws, in keeping with its tax-exempt status. The expenditures will be made for those expenses normally associated with an organization of this type and with such similar purposes and shall include, but not necessarily be limited to:
  - (1) Funds for conducting the business of DBL, such as office supplies, printing and reproduction, maintenance and repair of DBL's assets, facilities, taxes, stationery, and any other supplies, equipment or expenses normally incurred in conducting an organization of similar nature;
  - (2) Funds not enumerated above, whose expenditure will be necessary to further the purposes of DBL; provided, however, that no funds shall be expended in a manner that violates the tax-exempt status of DBL under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

# ARTICLE X . INDEMNIFICATION

## Section 1. When Indemnification is Required, Permitted and Prohibited

- a. DBL shall indemnify a director, officer, member, committee member, employee, or agent of DBL who was, is, or may be named a defendant or respondent in any proceeding as a result

of her actions or omissions within the scope of her official capacity in DBL. For the purposes of this article, an agent includes one who is or was serving at DBL's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

- b. DBL shall indemnify a person only if she acted in good faith and reasonably believed that her conduct was in DBL's best interests. In case of a criminal proceeding, the person may be indemnified only if she had no reasonable cause to believe that the conduct was unlawful. DBL shall not indemnify a person who is found liable to DBL or is found liable to another on the basis of improperly receiving a personal benefit from DBL. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by DBL.
- c. DBL shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of DBL in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting DBL when the person is not a named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this article, DBL may indemnify a director, officer, committee member, employee, or agent of DBL to the extent permitted by law. However, DBL will not indemnify any person in any situation in which indemnification is prohibited by section 1(b) above.
- e. DBL may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in section 3(c) below have been satisfied. Furthermore, DBL will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by DBL or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

## Section 2. Indemnity Permitted

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of DBL, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

## Section 3. Procedure for Indemnification

- a. Before DBL may pay any indemnification expenses (including attorney's fees), DBL must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph (c) below. DBL may make these determinations and decisions by any one of the following procedures:
  - (1) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - (2) If such a quorum cannot be obtained, by a majority vote of a committee of the directors designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
  - (3) Determination by special legal counsel selected by the Board by the same vote as provided in paragraphs (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

- b. DBL will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by paragraph (a)(3) above governing selection of special legal counsel. A provision contained in the Articles of Incorporation, or a resolution of members of the Board that requires the indemnification permitted by section 1 above constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. DBL will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under paragraph (a) above. In addition to this determination, DBL may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by DBL if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

## ARTICLE XI . CONFLICT OF INTEREST

### Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect DBL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of DBL or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions

- a. Interested Person - Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (1) An ownership or investment interest in any entity with which DBL has a transaction or arrangement;
  - (2) A compensation arrangement with DBL or with any entity or individual with which DBL has a transaction or arrangement; or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DBL is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under section 3(b) below, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### Section 3. Procedures

- a. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board which shall consider the proposed transaction or arrangement.

- b. Determining whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The Board shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  - (1) An interested person may make a presentation to the Board, but after the presentation, she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - (2) The president of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (3) After exercising due diligence, the Board shall determine whether DBL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in DBL's best interest, for its own behalf, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflict of Interest Policy
  - (1) If the Board has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - (2) If, after the member's response and after making further investigation warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4. Records of Proceedings

The minutes of the Board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 5. Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from DBL for services is precluded from voting on matters pertaining to that member's compensation.
- b. A DBL member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DBL for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DBL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 6. Annual Statements

Each director and officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands DBL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 7. Periodic Reviews

To ensure DBL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to DBL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 8. Use of Outside Experts

When conducting the periodic reviews as provided in section 7 above, DBL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE XII . AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any regular meeting of the general membership by a two-thirds majority of those present and voting, provided the amendment was mailed to each member at least two weeks prior to the date or was submitted in writing at the previous regular meeting.

### ARTICLE XIII . PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the authority for all questions of parliamentary law, unless in conflict with these Bylaws.

## **RULES OF PROCEDURE (STANDING RULES)**

These Standing Rules of Procedure constitute extension to and interpretation of DBL's Bylaws and have the same governing force as those Bylaws. They may be changed, amended, rescinded, or suspended by the general membership by a majority vote at any business meeting without previous notice.

### **MEMBERSHIP**

1. The membership year shall be the fiscal year which is June 1 through May 31.
2. All active and all associate members shall be required to support DBL through committee service, community volunteer work, financial support, and meeting attendance as follows:
  - a. Minimum Volunteer Service Requirements
    - (1) DBL committee service requirements are ten hours annually for active and associate members.
    - (2) All active and associate members must serve on at least one DBL fundraising committee.
    - (3) Community volunteer service requirements are as follows:  
Twenty-five hours annually for actives and associates
    - (4) Only nonpolitical, nonsectarian, and nonprofit activities conducted in Denton County north of Lake Lewisville may be submitted to satisfy hours requirements.
    - (5) Mere attendance at DBL meetings and functions does not count toward volunteer hours.
    - (6) An active or associate member shall forfeit her membership if she fails to complete the required hours. However, the Board may give special consideration to a request for remaining an active or associate member if the member advises the Volunteer Services Chair IN WRITING by May 1 of extenuating circumstances preventing her from completing the required hours.
    - (7) A new member joining after January 1<sup>st</sup> shall be encouraged, but not required, to meet the minimum volunteer hours requirement for her classification.
    - (8) Volunteer hours for all members should be reported from May 1 through April 30. Members who have not reported the required volunteer hours by May 1 shall receive one notice in writing. If a response is not received, the member will automatically be dropped from membership June 1.
  - b. Financial Requirements
    - (1) Payment of annual dues by no later than April 1.
    - (2) A member joining prior to the January meeting shall pay dues for the current year and shall pay again in February for the succeeding year.
    - (3) All active and associate members have an obligation to attend or otherwise financially support the Ball. In cases where the member does not attend the ball, a donation of not less than the price of a single member reservation is payable no later than May 1. Member donations received through the Under-

writing Committee that are greater or equal to a single member reservation will also satisfy the ball obligation for members not attending the ball. Member reservations and ball obligations are non-transferable and non-refundable.

- (4) A new member joining prior to the annual ball shall have a ball obligation consisting of either the purchase of a ball reservation or donation of not less than the price of a single reservation, payable no later than May 1.
- (5) A member who submits her written resignation prior to the February general meeting resigns in good standing. The member may, but is not required to, pay a ball obligation. In order to resign in good standing, a member who resigns after the February general meeting shall have a ball obligation consisting of either the purchase of a ball reservation or donation of not less than the price of a single member reservation, payable no later than May 1.
- (6) If dues and/or other financial obligations remain unpaid after May 1, the member shall automatically be dropped from membership June 1.

c. Attendance Requirements

- (1) An active member shall forfeit her membership if she is absent from more than two meetings during the year. However, the Board may give special consideration to a request for remaining an active member if the member advises the Membership Committee Chair IN WRITING by May 1 of extenuating circumstances forcing these absences.
  - (2) Associate, sustaining, nonresident, and inactive members may attend any meetings which their schedules allow.
3. The New Member Orientation Committee will make a personal call to each new member to explain in detail the work of DBL and the requirements for volunteering and participating in DBL activities. The committee will conduct membership orientation for prospective associate members prior to the application for membership.
  4. Active and Associate members are required to complete the Committee Preference Survey Form by the last meeting in May. If no form is turned in, the President will make committee assignments.

#### GRANT ALLOCATIONS

1. This committee shall be a Standing Committee which operates all year and actively solicits recommendations for grant recipients from the general membership as well as from the public.
2. All requests for grants from DBL shall be submitted in writing by the required deadline. To be considered for DBL funding, requests must fulfill all requirements stated in the guidelines furnished to grant applicants.
3. Final recommendations of this committee are to be forwarded in writing to the Board. Following Board approval, the Chair of this committee shall present the recommendations to the active membership for approval.
4. The committee Chair shall keep a permanent file on grant requests and amount funded. This file will be updated annually. Grant applications and Memorandums of Understanding will be kept for a period of seven years.
5. All distributions of net income from fundraising activities will be recommended by the Grant Allocations Committee.
6. DBL is nonpolitical, nonsectarian, and nonprofit in all its policies and activities. Projects to be considered for funds must meet the same criteria.
7. No applications for grants will be considered outside the Grant Allocations Committee's

regular schedule.

8. To be eligible for DBL funding, an agency should be established for a minimum of three years with an IRS Letter of Determination at the time of application deadline that shall be established by the Grant Allocations Committee and must benefit the citizens of Denton County north of Lake Lewisville.
9. A Grant Allocations Committee member serving on the governing board of an organization applying for a DBL grant must abstain from voting for that agency's grant request.
10. DBL shall not award a grant that would directly benefit a member or a member's for-profit business.

#### VOLUNTEER SERVICES

1. The Volunteer Services Chair shall prepare a list of volunteer opportunities and shall keep a current permanent record of each member's community and DBL volunteer hours.
2. The Volunteer Services Committee shall promote volunteerism by bringing worthwhile projects to the attention of DBL members and shall notify DBL members when specific opportunities to use their talents and preferences become available.
3. The Volunteer Services Chair, with Board approval, shall identify DBL group projects which would qualify for either community or DBL hours.

#### NOMINATING

1. The Nominating Committee is responsible for preparing a slate of Board Members for election by the active membership as follows: President Elect, First Vice President (Ball), Second Vice President (Grant Allocations), Third Vice President (Membership), Fourth Vice President (Volunteer Services), Fifth Vice President (Tabloid), Sixth Vice President (Meeting Arrangements), Seventh Vice President (Underwriting), Eighth Vice President (Special Arrangements and Projects), Ninth Vice President (Membership Services), Tenth Vice President (Data and Information Services), Recording Secretary, and Treasurer.
2. The offices of President and Past President are pre-set according to DBL Bylaws.
3. In choosing a slate, members of the Nominating Committee should be considered for election only after all other possibilities have been exhausted.
4. The Nominating Committee is responsible for soliciting nominations in writing from the active membership, for election by the active membership, as follows: one Board Member-at-Large (one-year term); one Grant Allocations Committee member (two-year term); two Nominating Committee members (one-year term). The Board is responsible for nominating and electing committee members as follows: three Nominating committee members (one-year term); one Grant Allocations Committee member (two-year term).
5. Except under special circumstances, a member should hold only one elective position concurrently.
6. Any position not filled through this election process ( i.e., the membership does not nominate anyone for a particular position) is then filled by the Board at the March Board meeting and announced to the membership at the March general meeting.



## PAST PRESIDENTS

Past Presidents may meet in an advisory capacity at the request of the current President or the immediate Past President, who shall represent this group on the Board.

## FINANCE

1. The annual administrative operating budget shall be established with \$30.00 from each active member's dues, \$45.00 from each associate member's dues and \$50.00 from each sustaining, inactive and non-resident member's dues. The money in excess of the listed amounts collected from the respective dues of each member shall be reserved to be distributed on recommendations of the Grants Allocations Committee.
2. At the end of each fiscal year, all net income shall be reserved to be available for funding DBL's grant program the following year, except that a set amount shall be retained in savings to provide initial expenses for fundraising projects.
3. If an approved grant is declined or returned, the funds shall be reserved for use in the following year's regular funding process.
4. All cash and checks collected for DBL events or activities are to be turned over to the Treasurer within two weeks of receipt.
5. The Treasurer shall deposit all monies received within two weeks. She shall process all invoices and other requests for reimbursement within two weeks.

## UNDERWRITING

1. For underwriting purposes, In-Kind donations may be accepted only for goods/services that DBL would have to purchase if they were not donated.

## ANNUAL DBL CHARITY BALL

1. The donor of the raffle item for the annual DBL Charity Ball will be given two complimentary tickets to the Ball, if the raffle item exceeds \$1000 in value.

## PRIVACY NOTICE

Membership lists, mailing lists, email lists, fundraising lists (Ball, Sensational Settings or other fall fundraiser, Underwriting, Tabloid) or any DBL database will not be dispensed to a non-DBL person or organization. These databases as well as the DBL Yearbook may not be used by a DBL member for purposes other than DBL business.

Adopted October 1980

Reprinted with revisions 1985, 1988, 1989, 1990, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2013, 2014, 2015, 2016, 2017, 2018

## 2018-2019 GENERAL MEETINGS AND SPECIAL EVENTS

September 10, 2018	General Meeting	9:00 a.m.
October 8, 2018	General Meeting	9:00 a.m.
November 12, 2018	General Meeting (Tabloid Photos)	9:00 a.m.
January 14, 2019	General Meeting	9:00 a.m.
February 11, 2019	General Meeting	9:00 a.m.
February 19, 2019	Associates/Sustainers Mtg	5:30 p.m.
March 3, 2019	Spring Tea	2:00 p.m.
March 18, 2019	General Meeting	9:00 a.m.
April 6, 2019	Charity Ball	6:30 p.m.
May 7, 2019	New Member Reception	5:30 p.m.
May 13, 2019	General Meeting	9:00 a.m.

General Meetings are at the Patterson-Appleton Center for the Visual Arts,  
400 East Hickory Street (at Bell Avenue).

Coffee and refreshments are at 9:00 AM. Business meeting begins at 9:30 AM.

\*\*Dues are payable at the February Meeting. Dues are delinquent after April 1.\*\*

## CONTACT INFORMATION

Patterson-Appleton Center for the Visual Arts	940-382-2787	facilities@dentonarts.com
President – Sheryl Goodson	940-390-1094	president@dentonbenefitleague.org
Membership – Lisa de Oliveira	401-569-8570	membership@dentonbenefitleague.org
Volunteer Services – Pat Sherman	940-395-6365	volunteer@dentonbenefitleague.org
Treasurer – Caryn Riggs	940-368-0513	treasurer@dentonbenefitleague.org
Joys & Concerns – Maritza Cates	940-368-7872	maritzacates@yahoo.com

\*You should be receiving monthly emails from DBL in an effort to keep you updated. If you are not, then we do not have your correct email in our data system. Please email membership@dentonbenefitleague.org to make any corrections concerning your contact information.

\*In the event of bad weather, announcements about meeting cancellations can be found on the DBL website [www.dentonbenefitleague.org](http://www.dentonbenefitleague.org) and on our Facebook page under Denton Benefit League. An email will also be sent to all members. You may also call the Patterson-Appleton Center for Visual Arts at 940-382-2787 for a recorded message.