

**RESTATED AND AMENDED BYLAWS OF THE
TEXAS SILVER-HAIRED LEGISLATURE FOUNDATION
Adopted January 15, 2026**

Preface to the Bylaws

STATEMENT OF RESOLVE

On April 11, 1985, by S.C.R. No. 37 69R (Senate Concurrent Resolution), the Legislature of the State of Texas authorized the Texas Silver-Haired Legislature (TSHL) as the voice of older Texans and as a model legislative body. TSHL legislators are elected by their peers and meet at the State Capitol to initiate and debate policy alternatives to be recommended solutions to issues unique to aging Texans. After the close of the Texas Silver-Haired Legislative Session, all adopted TSHL resolutions are submitted in the Texas Silver-Haired Legislative Report to the Governor of the State of Texas, the Texas Legislature, and the Texas State agencies dealing with aging. TSHL Legislators are nonpartisan, pay part of their expenses, and receive funding from the Texas Silver-Haired Legislature Foundation, and use of the State of Texas Capitol facilities.

STATEMENT OF PURPOSE

The Texas Silver-Haired Legislature Foundation (TSHLF) is a perpetual nonprofit corporation that conforms to the Texas Business Organizational Code, Title 2, Chapter 22 and 32 of the Texas Non-Profit Corporation Act and IRS 501(c)(3) Educational Public Charity. The TSHLF purpose is to provide financial resources for the activities of the Texas Silver-Haired Legislature as needed to meet the requirements of S.C.R. No. 37 69R and to make distributions in accordance with the purpose or purposes of the corporation. This includes all fiduciary responsibilities of the Board of Directors as outlined in the bylaws below.

MISSION STATEMENT

The mission of the Texas Silver-Haired Legislature Foundation is to provide the Texas Silver-Haired Legislature (TSHL) with financial resources to research, recommend, educate, and advocate directly to the Texas Legislature on issues unique to aging in Texas.

ARTICLE I

TITLE:

The title of the corporation is Texas Silver-Haired Legislature Foundation, hereinafter referred to as TSHLF.

ARTICLE II

LOCATION:

The location of the principal office of the TSHLF shall be in the City of Austin, Travis County, Texas. In addition to its principal office, the Board of Directors may establish and maintain offices in other cities and towns within any or all counties of Texas.

ARTICLE III

PURPOSE:

Section 1. To provide financial resources for the activities of the Texas Silver-Haired Legislature to meet the requirements of S.C.R. No. 37 69R and make distributions in accordance with the purpose or purposes of the corporation.

Section 2. To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply such funds exclusively for charitable or educational purposes.

ARTICLE IV

DIRECTORS:

The property and business of the TSHLF shall be managed and controlled by a Board of Directors to be elected as follows:

- A. Terms begin on July 1st and expire on June 30th of the 24th month.
- B. Members of the Board of Directors shall serve without compensation.
- C. The Board shall consist of 12 directors divided into two classes of six directors each.
- D. One class shall be elected each odd-numbered year and the other class each even-numbered year at the second quarterly board meeting to be held in April to be effective July 1st.
- E. Each director shall serve a two-year term and may be re-elected for one additional consecutive term. After two consecutive terms, a director must rotate off for at least

one year before being eligible for re-election.

- F. Annually the Board of Directors of the TSHLF will elect qualified candidates from current or former TSHL Legislators to fill the places of those whose terms expire.
- G. In the event of a resignation, death, or inability of any director to serve, the Board shall elect a new member from TSHL (current or former) who will take office immediately to fulfill the unexpired term.
- H. If any director is absent from three (3) consecutive Board meetings without adequate cause, the Directors of the TSHLF shall have the authority to elect a replacement immediately to fulfill the unexpired term.

Note: To implement the staggered two-year term schedule, all directors elected to the one-year term commencing July 1, 2026, may be eligible for two additional two-year terms. (All 12 directors will draw lots to determine the six directors to serve the one-year terms ending June 30, 2027)

ARTICLE V

MEETINGS:

Section 1. Directors shall meet at least quarterly at a regular date and time by a virtual platform or at a place agreed upon. The annual meeting will be the first quarterly meeting of each year, and the second quarterly meeting will be held in April for the election of directors who shall take office July 1st.

Section 2. Written notice of the annual and quarterly meetings stating the place, date and hour of the meetings shall be given to each Director not less than ten (10) days before the date of the meeting.

Section 3. Special meetings of the Directors may be called by the President of the Foundation or by a majority of the Directors, provided all Directors have at least seven (7) days-notice of such special meeting. Special meetings of the Directors may be held at any time if a majority of the Directors execute a waiver of notice of the time, place, and purpose of the meeting. Special meetings may be conducted by virtual platform.

Section 4. A quorum for a meeting shall consist of a majority of the members of the Board of Directors currently serving.

Section 5. When a quorum is present at any meeting, the vote of the majority of Directors present in person shall decide any question brought before such meeting.

ARTICLE VII

OFFICERS:

Section 1. The officers of the Foundation shall be elected from within the Board and shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be elected or appointed by the Directors for terms of one (1) year ending on the 30th day of June.

Section 2. The President shall preside at all meetings of the Board of Directors and shall be responsible for the functions of the Board of Directors, the coordination of its work, and performance of the duties assigned to him/her by the Directors. The President shall also have the authority to appoint such committees as deemed necessary, and to sign Board-authorized documents.

Section 3. The Vice-President shall act as an aide to the President and perform the duties of the President when required by the President or in the absence or inability of the President to perform the duties of the office.

Section 4. The Secretary shall keep the minutes of the meeting of the Directors, give all notices in accordance with the provisions of these Bylaws, or as required by law, and perform such other duties as, from time to time, may be assigned by the President or the Directors.

Section 5. The Treasurer shall be responsible for general supervision of accounting transactions, financial operations, financial reporting for the Foundation, and in general, perform all the duties incidental to the office of Treasurer and such other duties as, from time to time, may be assigned by the President or the Directors.

ARTICLE VIII

FISCAL YEAR:

The fiscal year of the Foundation shall be the calendar year.

ARTICLE IX

BOOKS, RECORDS, AND ACCOUNTS:

The Board shall adopt a financial policy and an investment policy containing procedures the Board believes are reasonably necessary to ensure that adequate controls are placed on the execution of financial activities.

The books, accounts, and records of the Foundation shall be open to inspection by those legally entitled at any reasonable time and shall be kept at the place or places

designated by the policies.

ARTICLE X

AUTHORITY:

Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order of this organization.

ARTICLE XI

NOTICE:

Whenever, under the provisions of the Bylaws, any notices required to be given to any Director or Officer, by email to such Director or Officer at the e-mail address as the same appears in the books of the Foundation. The time when such notice has been transmitted by email shall be deemed as the time of the giving of such notice.

ARTICLE XII

INDEMNIFICATION:

- (a) The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director of the corporation only if it is determined in accordance with Subsection (e) that the person (i) acted in good faith, (ii) reasonably believed that in the case of conduct in his official capacity as a director of the corporation, his conduct was in the corporation's best interest and in all other cases, that his conduct was at least not opposed to the corporation's best interests; and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.
- (b) Except to the extent permitted by subsection (d), a director may not be indemnified under subsection (a) in respect of a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity or in which the person is found liable to the corporation.
- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in subsection (a). A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

- (d) A person may be indemnified under subsection (a) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding. If the person is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding. No indemnification shall be made for any illegal act.
- (e) A determination of indemnification under subsection (a) must be made by either (i) a majority vote of the directors, who at the time of the vote are disinterested and independent, regardless of whether they constitute a quorum; (ii) by a majority vote of a committee of the board of directors, if the committee is designated by a majority of the directors who at the time of vote are disinterested and independent, whether or not they constitute a quorum and consists solely of one or more directors who at the time of the vote are disinterested and independent; or, (iii) by special legal counsel selected by the directors or a committee of the board.
- (f) Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by subsection (e) for the selection of special legal counsel.
- (g) The corporation may indemnify a director against reasonable expenses incurred by him in connection with a proceeding in which he/she is a party because he/she is a director if he/she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.
- (h) Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the corporation, in advance of the final disposition of the proceeding and without any of the determinations specified in subsection (e) and subsection (f), after the corporation receives a written affirmation by the director of his good faith belief that he/she has met the standard of conduct necessary for indemnification under this Article XIII and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he/she has not met those requirements. The written undertaking must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.
- (i) Notwithstanding any other provision of this Article XII, the corporation may pay or reimburse expenses incurred by a director in connection with his appearance as a

witness or other participation in a proceeding at a time when he/she is not a named defendant or respondent in the proceeding.

- (j) An officer of the corporation may be indemnified as, and to the same extent, provided in subsection (a) for a director and is entitled to seek indemnification under that paragraph to the same extent as a director. The corporation may indemnify and advance expenses to an officer, employee or agent of the corporation to the same extent that it may indemnify and advance expenses to directors under this Article XII.
- (k) The corporation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the corporation but who are or were serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan to the same extent that it may indemnify and advance expenses to directors under this Article XII.
- (l) If the corporation carries insurance covering the actions of the Board of Directors, the insurance policy shall be the first source of funding related to a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director of the corporation.

ARTICLE XIII

AMENDMENTS OR ALTERATIONS TO BYLAWS:

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by a majority of the Directors at any regular or at any special meeting, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meetings.

ARTICLE XIV

DATE OF ADOPTION OF RESTATED AND AMENDED BYLAWS

These Restated and Amended Bylaws of the Texas Silver-Haired Legislature Foundation were approved and adopted by the Directors at their meeting on the 15th day of January 2026. These Bylaws amend, supersede, and repeal all existing bylaws heretofore adopted.

The undersigned, being the duly elected and qualified Secretary of the Texas Silver- Haired Legislature Foundation, hereby certifies that the foregoing Revised Bylaws of the Foundation were duly adopted by the Board of Directors of the Foundation effective as of January 15,2026.

BOARD OF DIRECTORS

<u>Charles Scoma</u>	Hon. Charles Scoma	President
<u>Edward Rogers</u>	Hon. Edward Rogers	Vice President
<u>Pat Porter</u>	Pat Porter	Secretary
<u>Ron Wood</u>	Hon. Ron Wood	Treasurer
<u>Gary Gerstenhaber</u>	Hon. Gary Gerstenhaber	Director
<u>Patricia Gleason-Wynn</u>	Hon. Pat Gleason-Wynn	Director
<u>Sharron Hubbard</u>	Hon. Sharron Hubbard	Director
<u>Laure McLaughlin</u>	Hon. Laure McLaughlin	Director
<u>Wayne Merrill</u>	Hon. Wayne Merrill	Director
<u>Dan Roberts</u>	Hon. Dan Roberts	Director
<u>Paul Stermpko</u>	Paul Stermpko	Director
<u>Mike Taylor</u>	Hon. Mike Taylor	Director