

BY-LAWS
OF
THE CALLIER FOUNDATION

ARTICLE I
Function and Principal Office

Section 1. Function: The primary function of the Callier Foundation (hereafter the "Foundation") shall be to enhance the ability of the Callier Center for Communications Disorders (hereafter "Callier"), a component of the University of Texas at Dallas (hereafter "UT-Dallas"), to grow its status as a major center serving the many needs of the communication-impaired. The major activities of the Board (hereafter the "Board") of the Foundation shall be:

- a. To be an active and visible advocate for Callier and its needs in the local community, state and/or nation as appropriate from time to time.
 - b. To acquire, manage and make available funds and other assets for use by Callier in maximizing its ability to perform research, service and other functions.
 - c. To act as an advisory and consultative resource to the Executive Director of Callier and to UT-Dallas through the Dean of the School of Human Development.
- The Foundation shall interact with Callier primarily through its Executive Director.

Section 2. Office and Administration: The principal office of the Foundation shall be at the City of Dallas, State of Texas. Staff provided by the Executive Director of Callier shall normally be responsible for maintaining the physical files, databases, etc. of the Foundation and for providing other needed administrative support.

ARTICLE II
Trustees

Section 1. Number: The number of Regular Trustees on the Board of the Foundation shall in no case exceed twenty-four (24).

Section 2. Ineligibility: No person actively engaged in employment by The Callier Center or the University of Texas system shall be eligible for membership on the Board.

Section 3. Regular Election of Trustees: Election of Regular Trustees shall be held at the annual meeting of the foundation. Eight (8) Regular Trustees shall normally be elected. No Regular Trustee shall serve more than two (2) consecutive terms of three (3) years each. Nominated individuals are eligible for re election after a one (1) year absence as a Regular Trustee. Such Trustees shall be elected from among candidates slated by the Nominating Committee as hereinafter provided, or nominated by a Trustee in such meeting. Each Trustee, including those Trustees whose terms are then expiring, shall be entitled to one vote for each Trustee to be elected, but no votes may be cumulated. The nominees receiving the highest number of votes shall be elected.

Each Regular Trustee so elected shall serve until the annual Trustees' meeting three years following his or her election and until his or her successor has been elected and qualified.

If more than eight (8) vacancies exist on the Board because of resignations or losses of Regular Trustees for other reasons, as many may be elected to fill unexpired terms as may be required to fill the Board.

Section 4. Trustee Emeritus: There shall be a Trustee Emeritus class to which the Regular Trustees may from time to time elect certain of its current or former members. The number of Emeritus Trustees shall be determined from time to time by the Board of Trustees in its sole discretion. Emeritus Trustees shall have all the rights and functions of regular Trustees, without vote. They shall serve for life at their pleasure unless removed by action of the Board as provided below.

Section 5. Vacancies and Increases: Any vacancy occurring in the Board or any increase in the number of Trustees may be filled by the vote of a majority of the remaining Trustees at a regular or special meeting, though less than a quorum of the Board. A Trustee elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6. Regular and Annual Meetings: Regular meetings of the Board shall be held at least quarterly in each calendar year at a time and place determined by said Board. The third quarterly meeting of said regular meetings shall be deemed to be the annual meeting. At least seven days notice shall be required of all meetings of the Board.

Section 7. Special Meetings: Special meetings of the Board may be called by the President or by any three Trustees. At least seven days' notice shall be given to all Trustees, stating the date, time, place and purpose or purposes of such special meeting.

Section 8. Removal of Trustees: Regular or Emeritus Trustees may be removed from the Board at any time with or without cause by the vote of four-fifths of the current Trustees.

Section 9. Quorum: A simple majority of the then serving Regular Trustees shall constitute a quorum for the transaction of business at any meeting.

ARTICLE III

Officers

Section 1. Officers: The officers of the Foundation shall consist of a President, two (2) Vice Presidents, a Secretary and a Treasurer elected from among the Trustees. The offices of Secretary and Treasurer may be combined at the pleasure of the Board. The Board may also elect such other officers and assistant officers as may be deemed necessary from time to time. Each officer shall serve for a term of one year, but shall be eligible for re-election.

Section 2. Election of Officers: At its annual meeting the Board shall elect officers of the Foundation from among candidates recommended by the Nominating Committee as hereinafter provided or nominated by a Trustee in such meeting. Such election shall be held after the election of Trustees. It shall not be necessary to give the Trustees elected at annual meetings notice of the election of officers or other business to be conducted after their election.

Section 3. Removal of Officers: Any officer may be removed at any time with or without cause by a majority of the Board.

Section 4. President: The President shall preside at all meetings of the Board and Executive Committee, and shall call meetings of the Board as provided in these by-laws. Except for any duties and authority granted by the Board to the General Director, he or she shall perform all other acts and duties usually performed by the President of similar Foundations or as may be prescribed by the Board.

Section 5. Vice Presidents: The Vice Presidents, in the order of their election, if there be more than one Vice President, shall in the absence or disability of the President, perform the duties and exercise the powers of the President.

Section 6. Secretary: The Secretary shall keep the minutes of all meetings of the members and of the Board and shall be custodian of all books and records of the members, of the Board and of the Foundation except those relating to funds and property of the Foundation. The Secretary shall attend to the giving and serving of all notices.

Section 7. Treasurer: The Treasurer shall be the custodian of all funds and properties of the Foundation and of all books and records pertaining to such funds and properties. The Treasurer shall keep and retain all funds and properties of the Foundation in such depositories as may be designated by the Board. If the Board shall deem it advisable, the Treasurer shall be required to give bond for faithful performance of his or her duties in such amount and in such form and with such surety as may be determined by the Board. The Treasurer shall prepare an annual financial report prior to each annual meeting of the Board relating to the fiscal affairs of the Foundation in such form and containing such information as may be from time to time directed by the Board. The Treasurer shall also prepare and keep such financial and fiscal records and reports as may be requested by the Board.

Except as may be otherwise authorized by the Board, all checks disbursing Foundation funds shall require two signatures, one of which shall be the Treasurer and the other either the President or a Vice-President.

Section 8. Assistant Officers: The Assistant Secretary or Secretaries, if appointed, shall assist the Secretary, and shall have all powers and authority of the Secretary. The Assistant Treasurer or Treasurers, if appointed, shall assist the Treasurer and have all the powers and authority of the Treasurer.

ARTICLE IV. **General Director**

Section 1. Duties and Compensation: If deemed necessary to proper conduct of the business of the Foundation, the Board may employ a part- or full-time General Director. The General Director shall be charged with and responsible for carrying out the policies of the Foundation and supervising its services and activities within the general policies established by the Board. Subject to such general policies and directions, he or she shall have charge of all executive and administrative matters, working with the Executive Committee. The General Director shall be paid such compensation as shall be determined by the Board, and may be removed at any time by majority vote of the Board without cause.

Section 2. Employees: The General Director shall employ, discharge and supervise all other employees, if any, of the Foundation.

Section 3. Callier Center Executive Director: As an alternative to employment of a General Director, the Board may ask the Executive Director of Callier to perform some or all functions of the General Director. If the Executive Director agrees to perform these duties, he or she shall receive no financial compensation from the Foundation for so doing.

ARTICLE V. **Committees**

Section 1. Executive Committee: The Board, at its annual meeting and after the election of officers, shall designate an Executive Committee consisting of members of said Board. Designated members shall be the current President, the immediate past President, the Vice Presidents, the Secretary and the Treasurer of the Foundation. At the pleasure of the Board, other members of the Executive Committee may be elected by the Board from candidates suggested by the Nominating Committee or nominated by a Trustee. The Executive Director of Callier shall serve as an ex officio member of the Executive Committee.

The Executive Committee shall see that the general policies and directions of the Board are being carried out between meetings of the Board and shall exercise the authority of the Board during these periods.

Section 2. Finance Committee: The Board shall designate a Finance Committee consisting of at least three (3) members of said Board, one of whom shall be the Treasurer as the Chair of the Committee. This committee shall advise the Treasurer in the selection of depositories and investments for funds held by the Foundation and shall review the annual financial report prior to its presentation to the Board.

Section 3. Nominating Committee: No later than the second quarterly meeting of the Board, the Board shall elect a Nominating Committee composed of at least three Board members to develop and present candidate slates for Trustees, officers and members of the Executive Committee at the time of the respective elections. Slates recommended by said Nominating Committee shall not preclude other nominations being made by any member of the Board at the time of any such election.

Section 4. Strategy Committee. The Board may elect to appoint a Strategy Committee of no more than ten (10) members, one of whom shall be the Board President. Such Committee shall work with the Executive Director of Callier in developing the strategic objectives and overall plans for the future of Callier. It shall be composed of Trustees plus, as the Board elects, non-board experts in otolaryngology, audiology, pediatrics, neurosurgery, hearing or speech pathology, hearing or speech therapy, education, rehabilitation, research, and/or other disciplines directly related to the problems of hearing and speech disorders. Any non-Trustee members may represent institutions, organizations or practices not a part of the activities and programs being conducted by the Foundation or Callier.

Section 5. Advisory Committee: The Board may elect to appoint an Advisory committee of such number as said Board may elect. If established, it shall be composed of persons of outstanding leadership in the community who are interested in and give general support to the accomplishment of the objectives and purposes of the Foundation and who give endorsement to its services. Members of the Advisory Committee shall serve at the pleasure of the Board. The Advisory Committee shall advise and aid the Board and the officers of the Foundation in all

matters designated by the Board. The Board may designate a Chair, one or more Vice Chairs and a Secretary of the Advisory Committee.

Section 6. Other Committees Exercising Authority of Board: The Board may designate other committees from among its members, each of which shall consist of at least three (3) Trustees. To the extent provided in the resolution of the Board creating them, they shall have and may exercise the authority of the Board in the management of the Foundation.

Section 7. Other Committees not having Authority of the Board: The Board may designate or authorize the President to appoint other committees, the membership of which need not be limited to Trustees. Such committees shall perform the functions designated in the resolution appointing them, but shall not have and exercise the authority of the Board in the management of the Foundation.

Section 8. Minutes: All committees shall keep proper minutes of their meetings.

Section 9. Quorum: A quorum for the transaction of any business by any committee shall be a majority of the members thereof.

ARTICLE VI

Fiscal Year

Section 1. The Board shall fix the fiscal year of the Foundation, and in the absence of any such fiscal year being so fixed, the fiscal year of the Foundation shall be the "academic year", i.e., September 1 through August 31.

ARTICLE VII

Notices

Section 1. Required notices of Trustees' meetings may be given in person or by telephone, facsimile, email or U.S. mail. Any notice shall be sent to the address according to the books of the Foundation. Any notice shall be considered given at the time it sent electronically or is deposited in the U.S. mail with the proper postage attached thereto.

ARTICLE VIII

Amendment of By-Laws

Section 1. The power to alter, amend or repeal the by-laws of the Foundation, or to adopt new by-laws of the Foundation, shall be vested in the Board. The by-laws of the Foundation may be altered, amended or repealed or new by-laws adopted by a majority vote of any legally constructed meeting of the Board. Written notice of any such proposed alteration, amendment, repeal or adoption of new by-laws must have been given all Trustees at least seven (7) days prior to such meeting.