AMENDED AND RESTATED BYLAWS
OF
CENTER FOR THE MISSING

I

NAME

The legal name of the corporation shall be **CENTER FOR THE MISSING** (the "Corporation").

II

INCORPORATION OF ORGANIZATION

The corporation is incorporated as a voluntary non-profit corporation of the State of Texas and was registered with the Secretary of State's office in Austin, January 31, 2000 under filing number 156763301.

III

MEMBERSHIP

The corporation shall have no members.

IV

BOARD OF DIRECTORS

A. COMPOSITION.

1. The Board of Directors ("Board") shall consist of not fewer than ten (10) and not more than thirty (30) directors, excluding ex-officio directors.

B. ELECTION AND TERM

1. Directors shall be elected by the Board from a slate of candidates submitted to the Board by the Board Development Committee or upon nomination by an active Board Member at least thirty (30) days prior to the election or otherwise nominated in accordance with these bylaws. Additional nominations may be made by petition signed by at least one (1) of the directors submitted at least fourteen (14) days prior to the election. Directors shall be elected for a term of not more than two years.

2. Any director who has served eight (8) consecutive years shall be ineligible to stand for election for at least one year; however, extended years may be approved to assure approximate ratio of 1/3 new and re-elected directors up to, but not more than, a total of eleven years. Notwithstanding, when a person

is elected to serve as Chair of the Corporation, such person may continue to serve on the Board of Directors until the expiration of his/her term as Chair and the Immediate Past Chair may serve one additional year after the expiration of his/her term as Immediate Past Chair regardless of how many consecutive years he/she has previously served.

C. **MEETINGS**. Regular meetings of the Board of Directors shall be held at least four (4) times a year. No notice shall be required for regular meetings for which time and place have been fixed. Special meetings of the Board of Directors may be called by the Chair. Special meetings may be held at a time and a place in the State of Texas. Notice of the purpose, time and place of all special meetings of the Board of Directors shall be sent by the Chair or Chair's representative by telephone, mail, hand delivery, fax or email, at least twenty four (24) hours in advance to each director at such director's last known residence, email address or fax number, as applicable. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

D. **QUORUM AND VOTING.** Thirty-three percent (33%), but not fewer than eight (8) directors present at a Board of Directors meeting shall constitute a quorum. Any one or more members of the Board of Directors may participate in a meeting or the Board of Directors by means of a conference telephone or similar device allowing all persons to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Except as otherwise provided by Texas Non-Profit Corporation Act or these Bylaws, a majority of those directors present shall decide all questions. A director may vote in person or by proxy executed in writing by the director dated not more than three months from the date of the meeting, but a director present by proxy shall not be counted toward a quorum. However, a digital vote by email SHALL be counted toward a quorum for approval or election.

E. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or any such committee shall be filed with the minutes of the proceedings of the Board of Directors meeting or of any such committee.

F. **DUTIES AND POWERS.** The management of the Corporation shall be vested in the Board of Directors. In addition to the powers and duties conferred and imposed by law or elsewhere in these Bylaws, the Board of Directors shall establish policies and approve programs of the corporation and shall delegate to the Chief Executive Officer the authority to achieve the goals defined by the Board of Directors in accordance with the policies established by the Board of Directors. The Board of Directors shall additionally have the following specific duties and powers:

1. Hire, evaluate, and terminate the Chief Executive Officer;

2. Monitor activities of the Corporation and require periodic reports on operations from the Chief Executive Officer;

3. Develop the mission, policies, and strategic goals for the Corporation;

4. Review the annual budget and, after any revisions it may determine to be advisable, adopt the same; and

5. Approve the appointment of a legal adviser to the Corporation.

G. VACANCIES. Vacancies on the Board of Directors may be filled by election by the remaining directors from candidates presented by the Board Development Committee or upon nomination by an active Board Member.

H. EX OFFICIO MEMBERS. Ex officio members shall include the Chief Executive Officer/President and Legal Advisor if not already a member of the Board of Directors. Ex officio members may be in addition to the 30 maximum allowable regular members, but may not vote.

I. ETHICS. The board is committed to:

1. Ensure effective organizational planning, both operational and strategic.
2. Ensure adequate resources for the organization.
3. Ensure that resources are managed prudently and effectively.
4. Ensure that programs and services provided are consistent with the vision and mission of the organization.
5. Ensure the well being of the organization through adequate risk management, as it is the board's obligation to protect people, preserve assets, and conserve resources.
6. Ensure the proper execution of the board's legal and ethical responsibilities by establishing policies and procedures that guide the board's conduct.
7. Ensure that new board members receive proper orientation to the organization.
8. Set standards for board participation and participate in an annual board assessment.
9. Respect the chain of command and discuss concerns with the Chair.

J. CONFLICT OF INTEREST Conflicts of interest are circumstances that could potentially create a conflict between a Director's personal or professional interests and Texas Center for the Missing's business interest. This could include financial benefits arising from a Board action or vote. Each board member agrees:

1. to avoid all conflicts of interest or even the appearance of a conflict of interest.
2. to the organization's policy that prohibits or limits business transactions with board members and requires board members to disclose potential conflicts.

3. to disclose any conflicts when they occur so that other board members who are voting on a decision are aware that individual interests are being affected.
4. to withdraw from decisions that present a potential conflict.
5. to support the organization's procedures, such as competitive bids, that ensure that the organization is receiving fair value in its transactions.

K. **NON-DISCRIMINATION.** The Board is committed to selecting members without regard to race, gender, ethnicity, sexual orientation or socioeconomic status. The Board will strive to select members reflective of our community and the people we serve.

L. **REMOVAL OF DIRECTOR.** Any director elected by the Board may be removed, with or without cause (including a Conflict of Interest), by the vote of a majority of the Board entitled to be cast for the election of such director. A director whose removal is proposed shall be given at least ten (10) days written notice of the call of the meeting and the purpose of the meeting. The director whose removal is proposed shall be given the opportunity to be heard at the meeting. Notwithstanding the foregoing, any director may be removed by a vote of a majority of the remaining directors as the result of the director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents a director from attending a meeting and includes, without limitation, death or serious injury to a member of the director's family or other person with whom the director has a long-term relationship, a mental or physical ailment or impairment that prevents the director from attending a meeting, and any mandatory business engagement related to the director's livelihood and/or employment. Upon removal of director, a successor shall then and there be elected by the Board entitled to elect the director so removed to fill the vacancy for the remainder of the term of such director.

A director shall be automatically considered removed from the Board with no further action necessary on the part of the Board if the director refuses to comply with any federal and/or state-mandated requirements for Board members. Prior to the automatic removal, any current Board member or the Board's legal counsel, shall give the non-complying Board member written notice (which includes email) that the non-complying Board member has seven (7) business days to comply with the applicable state and/or federal law. The non-complying Board member shall be considered removed from the Board as of the date the non-complying Board member is provided written notice (which includes email) from the Board, acting through any current Board member or the Board's legal counsel, that the Board member has failed to comply with the applicable state and/or federal law.

V

OFFICERS

A. **COMPOSITION.** The officers of the Corporation shall be the Chair, the Chair-Elect, the Secretary, the Treasurer, the Chief Executive Officer (as a non-voting member) and such other officers as may be deemed necessary by the Board of Directors.

B. **ELECTION AND TERM**. All officers shall be elected by the Board from a slate of candidates submitted by the Board Development Committee or upon nomination by the Executive Committee at least thirty (30) days prior to the election. Additional nominations may be made by petition signed by at least 25% of the directors and submitted at least fourteen (14) days prior to the election. The Chair, the Chair-Elect, the Secretary, the Treasurer and all other officers shall hold office either for a term of two years until such officer's successor has been elected and qualified, or until such officer's death, resignation, or removal. The Chair, the Chair-Elect, and the Secretary may not serve more than two consecutive terms in such office. The Treasurer may not serve more than three consecutive terms in office.

C. **VACANCIES**. Vacancies in any officer position shall be filled by nomination of candidates by the Board Development Committee or Executive Committee and election by the Board.

D. **DUTIES OF THE OFFICERS.** The duties of the officers shall be such as are usually performed by such officers and as specifically named in these Bylaws, and such other duties as the Board of Directors may prescribe.

1. **Chair** shall preside at all Board of Directors meetings and shall serve as spokesperson for the Board of Directors.

2. **Chair-Elect** shall perform all duties of the Chair in such person's absence or inability to serve or in the event of a vacancy in that office, the Chair Elect shall serve as Chair until such office is filled.

3. **Secretary** shall be responsible for the recording of the minutes of the meetings of the Board of Directors, for distribution of such minutes, assist the CEO with the Board Manual and sign official documents as is needed.

4. **Treasurer** shall be the financial officer of the Corporation and shall have the responsibility of oversight of all the Corporation's funds in accordance with the fiscal policies approved by the Board of Directors.

5. **Chief Executive Officer** shall be the chief officer of the Corporation and shall have all the duties and powers incident to that office, and shall perform such other functions as shall be assigned by the Chair or the Board of Directors.

E. **DELEGATION.** The Board of Directors may delegate temporarily the powers and duties of any officer of the Corporation, in case of such officer's absence or for any reason, to any other officer of the Corporation, and may authorize the delegation by any officer of the Corporation of any such officer's powers and duties to any agent or employee of the Corporation, subject to the general supervision of such officer.

F. **REMOVAL OF OFFICER.** Any officer elected by the Board may be removed, with or without cause (including a Conflict of Interest), by the vote of a majority of the Board

entitled to be cast for the election of such officer. An officer whose removal is proposed shall be given at least ten (10) days written notice of the call of the meeting and the purpose of the meeting; the officer whose removal is proposed shall be given the opportunity to be heard at the meeting. Notwithstanding the foregoing, any officer may be removed by a vote of a majority of the directors as the result of the officer's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents an officer from attending a meeting and includes, without limitation, death or serious injury to a member of the director's family or other person with whom the director has a long-term relationship, a mental or physical ailment or impairment that prevents the officer from attending a meeting, and any mandatory business engagement related to the officer's livelihood and/or employment. Upon removal of an officer, a successor shall then and there be elected by the Board entitled to elect the officer so removed to fill the vacancy for the remainder of the term of such officer.

An officer shall be automatically considered removed with no further action necessary on the part of the Board if the officer refuses to comply with any federal and/or state-mandated requirements for an officer as provided in this section. Prior to the automatic removal, any current Board member or the Board's legal counsel, shall give the non-complying officer written notice (which includes email) that the non-complying officer has seven (7) business days to comply with the applicable state and/or federal law. The non-complying officer shall be considered removed as of the date the non-complying officer is provided written notice (which includes email) from the Board, acting through any current Board member or the Board's legal counsel, that the officer has failed to comply with the applicable state and/or federal law.

VI

COMMITTEES

A. **TYPES OF COMMITTEES.** The only standing committees of the Board of Directors shall be the Executive Committee, the Board Development Committee, and the Finance Committee. The Board of Directors may appoint such *ad hoc* committees and task forces from time to time as may be deemed appropriate to assist the Board of Directors.

B. **EXECUTIVE COMMITTEE.** The Executive Committee shall be comprised of the officers of the Corporation, the Immediate Past Chair, Chair of the Board Development Committee, and the Founder of the Corporation. Except as otherwise provided herein, the Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all the powers of the Board of Directors and the management of the affairs of the corporation. A majority of the members of the Executive Committee present at any meeting, or by conference call, shall constitute a quorum thereof. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action taken by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided, however, that no rights of third persons shall be prejudicially affected thereby.

C. **BOARD DEVELOPMENT COMMITTEE.** The "Board Development Committee" will be responsible for:

1. Annually, setting the standards for the Board's operations.

2. Educating the Board about the Corporation's operations and external issues.

3. Nominating new Board directors and re-nominating existing directors.

4. Nominating Board Officers.

5. Providing input into Board Meeting and Board Retreat Agendas.

Notwithstanding anything herein to the contrary, in the absence of an active Board Development Committee, the Executive Committee shall replace the Board Development Committee related to this Article VI, Section C.

D. **FINANCE COMMITTEE**. The Finance Committee will be chaired by the Treasurer and will be responsible for:

1. Presenting the annual budget to the Board of Directors.

2. Reviewing the monthly financial statements.

3. Providing the Treasurer's Report at all Board of Directors meetings.

4. Reviewing the annual audit and IRS Form 990.

Notwithstanding anything herein to the contrary, in the absence of an active Finance Committee, the Executive Committee shall replace the Finance Committee related to this Article VI, Section D.

VII

FISCAL POLICIES

A. The Board of Directors shall adopt sufficient fiscal procedures and policies to ensure that the Corporation operates in an effective, responsible manner in accordance with legal, governmental, and organizational policies.

B. The financial records of the Corporation shall be audited annually by an independent certified public accountant, appointed by the Board of Directors, and report of such accountant shall be filed with the records of the Corporation.

C. The fiscal year for the Corporation shall be the calendar year.

VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. **DIRECTORS AND OFFICERS.** Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent allowable under the Texas Non-Profit Corporation Act, as if all permissive provisions thereof are mandatory, Article 1396-2.22A of the Civil Statutes of Texas, as the same may be amended from time to time, or per the provisions of any other applicable law. The words "director," "officer," and "proceeding" shall have the same meaning as ascribed to such terms in Article 2.22A of the Texas Non-Profit Corporation Act.

B. **EMPLOYEES AND AGENTS.** The Corporation may indemnify an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify directors and officers under this Article VIII and the Corporation may indemnify persons who are not or were not directors, 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, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefits plan or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such person to the same extent that it may indemnify directors under this Article VIII; provided, however, a determination of whether such persons are entitled to indemnification shall be made by the vote of the majority of the directors (acting through a majority of the directors who are not themselves involved in the claim, action, suit or proceeding).

IX

PARLIAMENTARY AUTHORITY

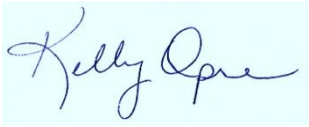
Robert's Rules of Order, Newly Revised shall constitute the ruling in all cases wherein such does not conflict with the Bylaws of the Corporation or any law in the State of Texas.

X

AMENDMENTS

These Bylaws may be amended by a vote of at least two-thirds (2/3) of the directors. A copy of any proposed amendment shall be furnished to each director at least two (2) weeks prior to the vote on any such amendment.

CENTER FOR THE MISSING



By: _____

Kelly Opre, Board Chair

Dated: May 20, 2025