

TEXAS ORGANIZATION OF RESIDENTIAL CARE HOMES

BY-LAWS

(Amended 29 June 2017)

ARTICLE I

PURPOSE

SECTION 1 - NAME

The name of the Corporation shall be **Texas Organization of Residential Care Homes**, a non-profit corporation (hereinafter referred to as **TORCH**).

SECTION 2 - PRINCIPAL OFFICES

The principal offices of **TORCH** shall be located at the discretion of the Board of Directors. **TORCH** may have other offices in such other locations as the Board of Directors may from time to time determine.

SECTION 3 - PURPOSE

The purpose of **TORCH** is to promote and implement the highest quality of service to residents of the residential care facilities throughout the State of Texas. This purpose shall be accomplished through the efforts of **TORCH** to:

- A. advocate for the rights of all residential care residents to receive high quality service independence and dignity;
- B. organize and unite providers, associations, and other parties with an interest in residential care;
- C. encourage, stimulate, improve, and promote high quality care in residential care facilities;
- D. conduct or participate in studies and research pertaining to residential care;
- E. develop, conduct, or sponsor educational programs relating to residential care facilities;
- F. represent the interests of residential care residents in legislative and regulatory matters;
- G. engage in other activities directed toward the improvement of the common interests and business conditions of the membership.

ARTICLE II

MEMBERSHIP

SECTION I - MEMBERSHIP CATEGORIES

- A. **Chapter Membership** - an association or organization representing the interests of residential care may become a Member Chapter. Member Chapters must:
 - Be an organization whose primary members are facility members of **TORCH**.
 - Be organized with purposes and By-Laws consistent with the purposes and By-Laws of **TORCH**.
 - A chapter shall have at least five paid **TORCH** members.
 - No municipality shall have more than one Chapter.
 - All members of a Chapter must be a member of **TORCH** (Exception: Local Business/Professional Members are exempt).
 - Any member chapter which has been inactive without representation on the Board of Directors, may be voted on by the Board of Directors to be put on inactive status until such time as the chapter becomes active again.
- B. **Facility Membership Type A** - A facility providing residential care may become a facility member. Each facility member may have more than one representative if they are co-owners or have a financial interest or are a manager of a facility. Each individual pays the appropriate facility dues. Bed fees apply to only one facility member. There can be only three (3) facility members per facility.

Facility Membership Type B - An individual who has been an active facility member under Facility Membership Type A within the past three (3) years, and was an active facility member for at least a one (1) year period, may become a Facility Member Type B. You may not be in this category if you still meet the criteria for Facility Membership Type A. There are no bed fees in this category.
- C. **Associate Membership** - An individual who is affiliated with a facility which is a Facility Member or a non-active manager or individual who is interested in the field of residential care, but not a business that financially gains from **TORCH** and/or its membership. Associate members have no vote, and must be current in payment of dues.
- D. **Business/Professional Membership** - An individual, organization, or business firm not owning, operating, or representing the interests of a residential care facility, but having related interests in the residential care industry, may become a Business/Professional Member and participate in **TORCH** activities. Business/Professional Members have no vote, and must be current in the payment of dues.

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- E. **Business/Professional Associate Membership** - An individual or an individual of a branch office of a Business/Professional Member may become a Business/Professional Associate_Member. Business/Professional Associates have no vote, and must be current in the payment of dues.
- F. **Benefactor** - The Board of Directors may recognize persons, firms, or associations who have made financial or in-kind gifts or a bequest of noteworthy significance to the Organization. The Board may create categories for this membership based upon the amount of the gift or contribution.
- G. **Honorary Membership** - A person who has rendered special services to **TORCH** and/or its membership, and/or the residential care industry, may be granted honorary membership by a vote of the Board of Directors and may participate in **TORCH** activities.

Application for Membership:

- A. Chapter memberships will be accepted upon receipt by TORCH of pertinent qualifications and chapter dues, when applicable. All chapters are required to have annual dues. Chapter dues will be set by each individual chapter. Non-TORCH members are allowed to attend a maximum of two chapter meetings before becoming a member of the state TORCH organization and the local chapter.
- B. Facility, Associate, Business/Professional, and Business/Professional Associate Memberships will become effective upon receipt of completed membership application form provided by **TORCH**, and full payment of dues.
- C. Honorary membership nominations may be made to the Board of Directors at any time in writing by any **TORCH** member.

SECTION 2 – MEMBERSHIP ACCEPTANCE

- A. State Level
- An individual interested in becoming a member of TORCH must complete an application.
 - The application along with appropriate dues is submitted to TORCH's office or representative.
 1. Executive Director or designee reviews application and determines whether to accept or deny applicant. (This may be presented to the Board for final decision, but is not a requirement.)
 - Upon acceptance, a welcome packet is sent out to the perspective member.
 - If applicant is denied membership, a letter is written to applicant explaining the reason for denial.
- B. Chapter Level
- Both state and local chapter membership applications may be received at local chapter level.
 - President or designee reviews application and makes recommendation to Executive Director whether to accept membership application or deny.
 - Application and dues are sent to TORCH office.
 - Upon acceptance, a welcome packet is sent out to the perspective member.
 - If applicant is denied membership, a letter is written to applicant explaining the reason for denial.

SECTION 3 - MEMBERSHIP PRIVILEGES AND VOTING RIGHTS

- A. General Membership Privileges - All classes of membership are entitled to all general membership privileges, except voting and holding office.
- B. Voting and Office Holding Privileges - Facility members are the only class of membership with voting and office holding privileges (Exception: Honorary Members who were Facility Members of **TORCH** may retain their right to vote and hold office.) State Business members may serve as directors or chapter representatives.
- C. Voting Power - The voting membership shall have the sole power at the annual meeting to:
- Elect the Officers of **TORCH** and the Board of Directors.
 - Approve amendments to these By-Laws.
 - Act on any matters placed before them by the Board of Directors.
 - Act on any matter properly raised from the floor.
- D. Voting Procedures - All voting by the membership shall take place at the annual meeting. At least 60 days prior to the annual meeting, the Secretary of **TORCH** shall notify all members in writing of the time and place of the annual meeting. The secretary shall register the names of all qualified voting members in attendance at the annual meeting. All members must be current in dues by the 1st of the month of the annual meeting. All votes shall be decided by a simple majority of all registered qualified voting. No ballots will be dispensed once the annual meeting has started.

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SECTION 4 - DUES

Annual dues for all classes of membership, except Honorary, shall be assessed by the Board of Directors. Any increase in dues shall be voted by the Board of Directors and published at least 90 days before the date on which the increase is to take effect and shall remain in place for not less than twelve months from the effective date.

Any membership, except Honorary, shall automatically terminate if payment of dues is more than 60 days in arrears.

Amended
6/20/08

SECTION 5 - EXPULSION OF MEMBERS

Amended
8/20/04

A member in any category of membership may be expelled from **TORCH** if such member ceases to possess qualification for membership, violates any duly adopted regulation of **TORCH**, is guilty of any misconduct which reflects unfavorably on **TORCH**, or is in violation of ethical standards established by **TORCH**. Any member brought before **TORCH** for potential expulsion, must first be reviewed by the Ethics Committee to determine if they should be brought before the Ad Hoc Committee for recommendations. No member may be expelled unless a majority of the Board of Directors votes in favor of expulsion.

ARTICLE III

OFFICERS

SECTION 1 - OFFICERS AND DUTIES

Amended
6/29/17

The officers of **TORCH** shall consist of a President, Past President, President-Elect, Vice President, Secretary and Treasurer. The Past President must get a majority vote of the full Board of Directors to serve. The Board has the authority to fill any vacant position; with a simple majority vote of the Board. The officers shall have the following duties as well as such other powers and duties as the Board of Directors may from time to time confer.

- A. President - the President shall be the principal executive officer and spokesperson for **TORCH** and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of **TORCH**, including the planning, development, and implementation of all major policies and programs and control over officers, agents, and employees. The President shall preside at all meetings of the Executive Committee, the Board of Directors, and the annual meeting. The President shall be an ex-officio, non-voting member of all Committees. The President shall execute, on behalf of **TORCH**, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or Executive Committee has authorized to be executed.
- B. Past President – The Past President can only be the immediate past president. With a majority vote, the past president shall continue to serve on the Board for one full year, and have full voting rights.
- C. President-Elect - The President-Elect shall be elected one year prior to his/her presidency and will work under the President to observe the workings of the **TORCH** office of President.
- D. Vice President- In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- E. Secretary - The secretary shall: (a) keep the minutes of the proceedings of the Executive Committee and the Board of Directors; (b) keep the minutes of the annual meeting; (c) maintain records of active members of all classes; (d) post all notices required by the annual meeting and as otherwise provided in these By-Laws; (e) be custodian of corporate records and of the seal of the corporation; (f) perform all duties incident to the office of Secretary; and (g) perform other duties as may be assigned by the President or by the Board of Directors.
- F. Treasurer - The Treasurer shall (a) have charge and custody of , and be responsible for all funds and securities of **TORCH**; (b) receive money due **TORCH** and deposit such money in banks or other institutions as approved by the Board of Directors; (c) disburse moneys on behalf of **TORCH** as authorized by the Board of Directors; (d) prepare and submit complete financial reports at all meetings of the Board of Directors, the annual meeting, and such times as directed by the President or the Board of Directors.

Amended
6/26/09
6/20/14

SECTION 2 - QUALIFICATIONS OF OFFICERS

Officers of **TORCH** shall have been facility members of **TORCH** for at least 12 months prior to election. One person shall not hold two offices at any one time. Any elected officer who no longer qualifies as a facility member shall have the option of continuing their current term until the next election, at which time their replacement will be installed.

Amended
8/25/06

All persons serving on the **TORCH** Board, either as an elected officer or director or as a Chapter Representative must be an honorary member and/or a facility member in good standing. The facility represented must be legally operating.

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SECTION 3 - NOMINATION AND ELECTIONS

The Nominating Committee shall submit a slate of officers to the voting membership at the annual meeting. Additional nominations for any office may be made by any voting member, in writing, to the Nominating Committee at least 30 days prior to the annual meeting, and such nominations, if qualified under the By-Laws, will be placed on the ballot.

Nominees must be current facility members of **TORCH** in good standing.

SECTION 4 - TERM OF OFFICE

Amended 6/26/09 and 6/24/10 | Officers shall be elected for a two-year term beginning with the first day of the month following the annual meeting at which they are elected. Exception: The President-Elect shall be elected for a one-year term preceding his/her presidency and the Past President will have a one year term.

Amended 6/20/14 | No officer shall serve more than three consecutive terms in the same office. Exception: Terms of office for Officers may be adjusted on a one-time basis upon approval of a majority of the Board.

SECTION 5 - REMOVAL OF OFFICERS

Any Officer of **TORCH** may be removed from office for cause by the affirmative vote of not less than two-thirds of the entire Board of Directors. Such vote must be preceded by a 30-day advance written notification to all members of the Board of Directors and to the officer being voted upon.

Amended 6/24/10 | **SECTION 6 - REPLACEMENT OF OFFICERS**
A vacancy in the position of Vice President, Secretary, or Treasurer shall be filled by the Board of Directors electing another qualified **TORCH** member to serve for the remainder of the term.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1 - POWERS AND DUTIES

The affairs of **TORCH** shall be managed by a Board of Directors and, except as otherwise expressly provided by laws or by these By-Laws, all the powers of **TORCH** shall be vested in the Board.

The Board of Directors shall have the sole authority to:

1. Adopt such rules and regulation for membership as it may see fit in order to further the purpose for which **TORCH** is organized.
2. Plan, promote, authorize, and oversee implementation of policies and programs to promote the purposes of **TORCH**.
3. Review and approve the annual budget.
4. Review the activities of the Officers, Executive Committee, and other Committees, and provide direction.
5. Direct the President to enter into major agreements and contracts on behalf of **TORCH**.

Management of the routine affairs of **TORCH** shall be automatically delegated to the Officers, Executive Committee, or other Committees as appropriate.

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SECTION 2 - STRUCTURE OF THE BOARD OF DIRECTORS

Amended
6/26/09

The Board of Directors shall consist of the President, Vice President, President-Elect, Past President, Secretary, Treasurer, four (4) Directors-at-Large, and one (1) Chapter Representative from each member Chapter. Any chapter with 30 or more TORCH members shall be entitled to one additional Chapter Representative. A Chapter may be entitled to more Chapter Representatives as their membership grows in increments of thirty (30). For every additional thirty (30) members, the Chapter is entitled to another Representative.

Amended
6/20/08

At the discretion of the Executive Board, one or two additional Directors may be appointed to the Board of Directors for a one year term. They shall be referred to as "Appointed Directors" and shall have full voting rights.

SECTION 3 - QUALIFICATION OF DIRECTORS

Amended
8/8/03
8/25/06
6.20/08
6/26/09

All elected members of the Board of Directors must be facility members in good standing or a state business member for at least one year, at the time of election. Chapter representatives shall be facility members in good standing at the time of appointment. Chapter representatives shall be selected by any qualifying chapter, with no minimum membership time. Appointed Directors may be any category of membership and shall have been a member for at least one year at the time of appointment. No more than two business members may serve on the Board at any one time.

All persons serving on the TORCH Board, either as an elected officer or director or as a Chapter Representative must be an honorary member and/or a facility member or a state business member in good standing (state business members can only serve as directors or chapter representatives). Appointed Directors (as defined in Section 2) may come from any membership category and must be in good standing. The facility represented must be legally operating.

SECTION 4 - NOMINATION AND ELECTION OF DIRECTORS-AT-LARGE

The Nominating Committee shall submit a slate of candidates for open Director-at-Large positions each year at the annual meeting. Additional nominations may be made in writing to the Nomination Committee at least 30 days prior to the annual meeting and such nomination, if qualified under these By-Laws, will be placed on the ballot.

SECTION 5 - APPOINTMENT OF CHAPTER REPRESENTATIVE DIRECTORS

Amended
6/26/09

Each Member Chapter in good standing shall appoint a facility member in good standing to represent the Chapter on the Board of Directors. The process for making such appointment shall be at the discretion of the Member Chapter. A Chapter may be entitled to more Chapter Representatives as their membership grows in increments of thirty (30). For every additional thirty (30) members, the Chapter is entitled to another Representative.

SECTION 6 - TERMS OF OFFICE

Directors-at-Large shall serve a term of two years with one-half the total number elected each year.

Amended
6/26/09

The President-Elect shall be elected for odd years and shall serve in that capacity for a period of one year prior to assuming the Presidency. The Past President shall serve for a period of one year (if voted on by a majority of the Board) following his/her term.

Exception: Term of office of Directors may be adjusted on a one-time basis upon approval of a majority of the Board.

Chapter Representatives shall serve as long as elected by their chapter.

Officers and Directors who are currently serving on the Board and whose facility member status changes during the term of their office, will have the option to complete their term of office if they so desire, with the Boards approval.

SECTION 7 - VACANCIES

Any vacancy occurring among Directors-at-Large may be filled by the Board at its discretion. Vacancies shall be filled from a list of nominees developed by the Nominating Committee at least 30 days prior to the board meeting at which the election will take place. Persons elected by the Board to fill vacancies shall serve for the remainder of the term of that vacancy.

Any vacancy occurring among Chapter Representatives may be filled by the appropriate Chapter member at its discretion.

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SECTION 8 - MEETING, NOTICES, QUORUM

Amended
6/26/2013

At the discretion of the President, any meeting may be held through electronic means.

Written notice of the time and place of regular meetings shall be mailed to all Directors and Member Chapters at least 30 days prior to the meeting. Notice of the time and place of special meetings shall be made, preferably in writing, to all Directors and Member Chapters at least 15 days prior to the meeting.

A quorum for the transaction of business shall consist of a majority of Board Members including Chapter Representatives.

Each Director shall be entitled to one vote. All decisions shall be made by a simple majority vote unless specified otherwise by these By-Laws. The President may cast a vote only in the event of a tie vote by the Board.

The Agenda for each meeting shall be prepared by the President and mailed to each Director at least ten days prior to the meeting, along with appropriate materials. All items for the Agenda must be received in writing by the President at least 20 days prior to the meeting. Items shall be added later by consent of the Board.

All meetings will be open to all Members of **TORCH** except when, by a two-thirds majority vote, the Board shall deem it necessary to close a meeting or any portion thereof.

SECTION 9 - EXPULSION OF DIRECTORS

Amended
8/20/04
6/20/14

Any Director may be removed from office for cause by the affirmative vote of not less than two-thirds of the entire Board of Directors. Such vote must be preceded by a 30-day advance written notification to all Directors and to the Director in question. Any officer or director who is absent from more than 4 meetings in one election term (two year term) can be removed from office with a simple majority vote from the board. Such occurrences shall be reviewed and voted on by the board.

SECTION 10 - ACTION WITHOUT MEETING

Amended
6/20/14

Any action that may be taken by the Board of Directors at a meeting but is determined by the President to require action before a meeting can be held, may be taken without a meeting, provided all Directors are informed in writing and if a majority consent in writing. Such consent shall be filed with the minutes of regular meetings. Such writing can be electronic and need not be separate from the action being taken.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1 - POWERS AND DUTIES

The Executive Committee shall manage the routine affairs of **TORCH** including implementing programs and policies authorized by the Board of Directors, hiring of staff and conducting normal business affairs. The Executive Committee may take any action it deems appropriate provided such action has not been expressly limited or prohibited by these By-Laws or by the Board of Directors.

The Executive Committee shall provide written minutes of any meeting of the executive committee within ten working days of such meeting to the full Board of Directors. Any decision regarding emergency expenditures exceeding \$500 shall be made by a majority of the full board by phone, e-mail or fax.

SECTION 2 - EXECUTIVE COMMITTEE MEMBERSHIP

Amended
6/26/09

The Executive Committee shall consist of the President, Vice President, President-Elect (if applicable), Past President (if applicable), Secretary and Treasurer.

SECTION 3 - MEETINGS, NOTICES, QUORUM

Amended
8/20/04

The Executive Committee shall meet on call of the President . Written notice of the time and place shall be mailed at least 7 days in advance of the meeting, unless the President determines that immediate action is required, then notice may be made by phone or in person, with no minimum advance notice.

Any action that may be taken by the Executive Board at a meeting but is determined by the President to require action before a meeting can be held, may be taken without a meeting, provided all Executive Committee members are informed in writing, via e-mail, fax or regular mail, and if a majority consent in writing, via e-mail, fax or regular mail. Such consent shall be filed with the minutes of the regular meeting

A quorum for the transaction of business by the Executive Committee shall be three members.

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All decisions of the Executive Committee shall be by simple majority vote.

Meetings will be open to all members of **TORCH** except when, by two-thirds majority vote, the Committee shall deem it necessary to close a meeting or any portion thereof.

SECTION 4 - ACTION WITHOUT A MEETING

Any action that may be taken by the Executive Committee at a meeting, but is determined by the President to require action before a meeting can be held, may be taken either by a telephone call to all members with a written record of each Committee member's response or by written communication with written response by all Executive Committee members

ARTICLE VI COMMITTEES

SECTION 1 - STANDING COMMITTEES

There shall be the following standing committees: Membership, Education, Conference, Government Relations, Finance, By-Laws, and Nominating. Each committee shall be made up of a Chairperson appointed by the President. The Chairperson may be a Facility or Associate Member of **TORCH**. Each Chairperson shall appoint the other members of the committee from any class of **TORCH** membership, unless otherwise provided for in these By-Laws. All programs and policies developed by Committees shall be subject to approval by the Board of Directors.

- A. **Membership Committee** - The Membership Committee shall be responsible for developing and administering programs to increase and maintain all classes of **TORCH** membership.
- B. **Education Committee** - The Education Committee shall be responsible for developing and administering educational and training programs for **TORCH** members, their staff and persons with interests common to those of **TORCH**.
- C. **Conference Committee** - The Conference Committee shall be responsible for developing and administering **TORCH** Conferences in conjunction with **TORCH** members in the area in which the conference is held.
- D. **Government Relations Committee** - The Government Relations Committee shall be responsible for developing and administering programs for enhancing relations between members and agencies of government at all levels, and for member participation in legislative matters. The Government Relations Committee shall review pending legislation, and proposed changes in regulations and in the policies of government agencies which affect **TORCH** members and recommend **TORCH** positions thereon. The Government Relations Committee shall develop and administer programs for **TORCH** member awareness and participation in legislative and regulatory matters. The Government Relations Committee Chairperson and members must have final approval of Board.
- E. **Finance Committee** - The Finance Committee shall review the **TORCH** financial records at the end of each fiscal year and report to the Board of Directors at the next regular meeting. The Finance Committee shall develop an annual budget and programs to raise additional funding subject to approval by the Board of Directors.
- F. **By-Laws Committee** - The By-Laws Committee shall be responsible for reviewing and recommending changes to these By-Laws as necessary.
- G. **Nominating Committee** - The Nominating Committee shall be responsible for presenting qualified nominees for election to the Board of Directors and as **TORCH** officers as set forth in Article III and IV. No two members of the Committee, including the Chairperson, shall be from the same Member Chapter of **TORCH**.

SECTION 2 - OTHER COMMITTEES

Other Committees shall be appointed and assigned duties as needed by the President or the Board of Directors.

ARTICLE VII STAFF

SECTION 1 - EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director of **TORCH** to perform a variety of duties on behalf of **TORCH**. The Executive Director shall be selected and employed by the Executive Committee, but shall report to the President. The Executive Director shall attend all meetings of the Executive Committee and the Board of Directors as well as all major **TORCH** functions.

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SECTION 2 - OTHER STAFF

The Board of Directors may authorize the Executive Director to employ other staff to assist in the work of **TORCH**.

SECTION 3 - CHAIN OF COMMAND

The Administrative Assistant or Secretary will report to the Executive Director or to the President (if there is no Executive Director).

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1 - CONTRACTS

The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of **TORCH**, and such authority may be general or confined to specific instances.

SECTION 2 - LOANS

No loans shall be contracted on behalf of **TORCH** and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be made by **TORCH** to any Director.

SECTION 3 - CHECKS, DRAFTS, OR OTHER SIMILAR ORDERS

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of **TORCH** shall be signed by such officer or officers or agent or agents of **TORCH** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4 - DEPOSITS

All funds of **TORCH** not otherwise employed shall be deposited from time to time to the credit of **TORCH** in such banks, trust companies, or other depositories as approved by the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of **TORCH** shall begin on the first day of January and end on the last day December of each year.

ARTICLE X

PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, 1990 Edition, shall govern unless in conflict with these By-Laws.

ARTICLE XI

GENERAL

SECTION 1 - NON-PROFIT STATUS

TORCH is not organized for profit and no part of the net earnings of **TORCH** shall inure to the benefit of any Member, Director or Officer, except that reasonable compensation may be paid for services rendered to and for **TORCH** as approved by the Board of Directors.

SECTION 2 - LIMITATION ON DIRECTOR LIABILITY

No Officer or Director shall be personally liable to **TORCH** or to its members for monetary damages for breach of the Officer's or Director's duty as an Officer or Director: provided that the foregoing shall not eliminate or limit the liability of an Officer or Director for: (a) any breach

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of the Officer's or Director's duty of loyalty to **TORCH** or to its members; (b) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) any transaction from which the Officer or Director derived an improper personal benefit.

SECTION 3 - BOOKS AND RECORDS

Amended
6/20/14

TORCH shall keep correct and complete books and records at its principal office. All original **TORCH** records and documents shall be maintained in the principal **TORCH** office, as required by law. This includes such records as financial documents, voting records, educational records and records of meetings. Such books and records shall be open to any member at any reasonable time. If there is no federal, state, or local law governing any of the documents, the documents will be kept no less than 7 years. If allowed by the governing jurisdiction these records may be kept electronically. All electronically kept records must have a backup copy stored in a separate and secure location.

ARTICLE XII

AMENDMENTS TO BY-LAWS

Proposed amendments to these By-Laws shall be reviewed by the By-Laws Committee prior to submittal to the Board of Directors. Any proposed amendment shall be mailed to all Board members at least 30 days prior to a scheduled meeting of the Board of Directors. The Board shall act upon the proposed amendments at the meeting. Amendments approved by the Board shall be presented to the entire voting membership by mail at least 30 days prior to the annual meeting. The amendment shall be adopted by a majority vote at the annual meeting and shall take effect upon passage unless other wise provided in the amendment.