

**MILLHOUSE FOUNDATION, INC.
NON-PROFIT CORPORATION
BYLAWS
Amended 12.30.19**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be MillHouse Foundation, Inc. The business of the corporation will be conducted as MillHouse Foundation.

**ARTICLE II
PURPOSE AND POWERS**

2.01 Purpose

MillHouse Foundation, Inc. is a non-profit corporation incorporated under the laws of the State of Texas. The Certificate of Formation was filed January 29, 2019 with the Office of the Secretary of State. The corporation may engage in any lawful activity for which corporations may be formed under the Title 2 Chapter 22 of the Texas Business Organizations Code that are incidental and necessary to the purposes listed in this section.

The corporation shall be operated for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

MillHouse Foundation's purpose is to support women in the arts and entrepreneurship through the development of educational, training, and showcase opportunities; to better equip women to create collaborative projects and innovative business concepts; and enhance existing business ventures. MillHouse Foundation shall seek to provide fellowships, internships, and/or volunteer opportunities to practice collaborative processes and enhance creative capabilities.

The corporation may seek to collaborate with other non-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational, scientific, and charitable purposes.

2.02 Powers

The Board of Directors shall provide strategic direction and oversight for business affairs of the corporation, subject to the restrictions imposed by law, the Certificate of Formation, and these bylaws.

2.03 Nonprofit Status and Exempt Activities Limitation

- (a) Non-profit Legal Status. MillHouse Foundation is a Texas non-profit public benefit corporation, recognized as tax exempt under Sections 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Sections 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of the MillHouse Foundation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Sections 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation, by one or more of its managing bodies which verified petitions shall contain such statements as reasonable indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the MillHouse Foundation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 No Corporate Members

The corporation shall have no members who have any right to vote or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

MillHouse Foundation shall have a board of directors consisting of at least three, and no more than 15, directors. Within these limits, the board may increase or decrease the number of directors serving on the board for the purpose of staggering the terms of directors. Included among the 15, the founding incorporators shall be offered director emeritus positions with voting status in perpetuity.

4.02 Duties

Directors will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on expert counsel and data analysis.

Directors are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.03 Delegating Duties

Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the corporation's behalf, and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the board of directors acts in good faith and with ordinary care in selecting the advisor. The board of directors may remove or replace the advisor at any time and without any cause whatsoever.

4.04 Terms

All directors shall be elected to serve a three-year term; however, the term may be extended to ensure successful transition of responsibilities. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. Directors may serve terms in succession, if the extension is approved by two-thirds of the current board. The term of office shall begin January 1 and end December 31 of the third year in office, unless the term is extended or the director serves an additional term.

4.05 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age with qualifications determined by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who fulfilled their term of office shall take place in November, at least one month prior to the end of the term.

4.06 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director for the balance of the vacant director's term; or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws.

4.07 Removal of Directors

The board of directors may vote to remove a director with a two-thirds vote of the entire board. The board of directors shall have discretion to determine what actions or inactions constitute good cause for removal.

4.08 Board of Directors Meetings

- (a) Regular Meetings. The board of directors shall have quarterly meetings each calendar year at times and places determined by the board, with electronic access when deemed appropriate. Board meeting notifications and agenda shall be shared in advance. No public notice of board of directors' meetings is required.
- (b) Special Meetings. Special meetings of the board may be called by the Executive Committee officers, or any two other directors of the board of directors. Adequate notice is required to ensure attendance.

4.09 Participation

- (a) Quorum. A majority of the number of directors seated on the board at any given time constitutes a quorum for transacting business. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene when a quorum is present, or conduct business electronically.
- (b) Electronic participation. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, video-sharing tools, or telephone conference calls.
- (c) Electronic Vote. If circumstances warrant the need for a vote on business outside of a meeting, an electronic vote is acceptable. The board president shall present the motion and allow a reasonable amount of time for discussion prior to the electronic vote.

4.10 Informal Action By the Board of Directors

The board of directors may use email to approve actions, so long as a quorum of board members gives consent. For purposes of this section, an email transmission from an official email address constitutes a valid written consent.

4.11 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.12 Compensation for Professional Services by Directors

Directors may be remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

4.13 Delegation of Duties

Working with the Executive Director, directors may select advisors and delegate duties and responsibilities to them, such as buying or otherwise acquiring stocks, bonds, securities, and other investments on the corporation's behalf, and selling, transferring, or otherwise disposing of the corporation's assets and properties. The directors have no liability for actions taken or omitted by the advisor if the board of directors acts in good faith and with ordinary care in selecting the advisor. The board of directors may remove or replace the advisor at any time and without any cause whatsoever.

4.14 Committees

The board of directors may designate one or more committees to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may take any final action on matters which also requires board members' approval or approval of a majority of all members.

ARTICLE V EXECUTIVE COMMITTEE OFFICERS

5.01 Board Officers

The officers of the corporation shall be a board president, vice president, secretary, and treasurer, all of whom shall be chosen by the board of directors. These officers comprise the Executive Committee. Each board officer shall have the authority to perform duties set forth in these bylaws, or by resolution of the board, or by direction of an officer authorized by the board to prescribe the duties and authority to other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a one-year term of office, which may be renewed up to three consecutive terms of office. An officer may extend beyond the three-year term limit, if elected by two-thirds of the board, or requested to fill a vacancy in an officer position. Each board officer's term of office shall begin upon the adjournment of the board meeting at which she/he was elected, and shall end upon the adjournment of the board meeting during which a successor is elected.

5.03 Removal and Resignation

Any officer elected by the board of directors may be removed by the board of directors only with good cause. An officer may be removed by the affirmative vote of two thirds of the entire board of directors. Removing an officer will be without prejudice to the officer's contractual rights, if any.

Any officer may resign at any time with written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the written notice, or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. The board president will serve as the chief liaison with the Executive Director.

5.05 Vice President

In the absence of the board president, the ranking vice president or vice president designated by the board of directors shall perform the duties of the board president. When so acting, the vice president shall have all the powers of, and be subject to, all the restrictions upon the board president. The vice president shall have such other powers and duties prescribed by the board of directors or the board president. The vice president shall normally accede to the office of the board president upon the completion of the board president's term of office.

5.06 Secretary

The secretary shall keep a record of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place of the meeting, and such other information necessary to document any actions taken in accordance with the law and these bylaws. The secretary shall perform all duties properly required by the board of directors or the board president. The secretary may appoint, with the approval of the board, a director or member of staff to assist in the performance of all, or part, of the duties of the secretary.

5.07 Treasurer

The treasurer shall provide oversight for the financial condition and affairs of the corporation, including but not limited to bank deposits, statement reconciliation, financial reports, budget preparation, and major transactions that affect the financial condition of the corporation. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with the approval of the board, a qualified fiscal agent or member of the staff to assist in the performance of all, or part, of the duties of the treasurer.

5.08 Executive Director

The Executive Director shall be the chief executive officer of the corporation, and serve as a voting member of the board of directors and any committees.

The Executive Director's responsibilities include, but are not limited to, the following:

- (a) chief advisor to the board president for vision casting, strategic planning, and implementation strategies;
- (b) provision of timely data and reports to the board to ensure open communication and transparency;
- (c) administration and implementation of board policies and/or procedures;
- (d) disbursement of funds, within any board-authorized funding thresholds;
- (e) hiring authority and executive management of corporation employees;
- (f) negotiation and signature authority for, and management of, contractual obligations and agreements; and
- (g) management of the resource partner, collaborator, and volunteer network.

The Executive Director, in compliance with the federal tax law governing a 501(c)(3), shall not engage in political endorsement of any candidate as an agent of MillHouse Foundation.

5.09 Non-Director Officers

The board of directors may designate additional officer positions of the corporation, and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VI TRANSACTIONS OF CORPORATION

6.01 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

6.02 Contracts and Agreements

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Executive Director.

6.03 Checks, Drafts

All electronic banking, checks, drafts, or other orders for payment or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Executive Director and specified board officers or agents, as determined by resolution of the board.

6.04 Deposits

All funds of the corporation not otherwise employed shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depository as the board or designated committee of the board may select.

6.05 Gifts

The board of directors may accept, on the corporation's behalf, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation. The board of directors may make gifts and give charitable contributions not prohibited by these bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the corporation's federal and state tax status.

6.06 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.07 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which she/he was a party because she/he is or was a director of the corporation against reasonable expenses incurred by her/him in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because she/he is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify her/him has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of

such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of her/his good faith belief that she/he is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that she/he is entitled to be indemnified by the corporation in these bylaws.

- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.
- (e) Insurance. Insurance for the purpose of indemnification of the board of directors may be acquired, upon the approval of such action by a majority of the board of directors.

6.08 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

6.09 Code of Ethics and Whistleblowers

The board shall adopt and periodically review a code of ethics and whistleblower policy to encourage directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities.

6.10 Bylaw Amendment

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the entire board of directors, provided, however,

- (a) that no amendment shall be made to these bylaws that would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;
- (b) that no amendment affects the voting rights of directors without ratification by two-thirds vote of the entire board of directors, with the exception of the director emeritus positions which retain voting rights in perpetuity; and
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE VII BOOKS AND RECORDS

7.01 Recordkeeping

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of the board of directors, a record of all official electronic actions taken by the board of directors, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and bylaws as amended to date.

7.02 Document Retention

The corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the board of directors, and committees having any of the authority of the board of directors.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the corporation.
- (e) A financial statement showing the corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the corporation's income and expenses for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the corporation's federal, state, and local tax status.
- (h) The corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.

7.03 Electronic Mail

Email that is deemed critical to provide documentation of legacy decisions, and/or the decision making process that resulted in legacy decisions, should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded and kept electronically as a separate file.

7.04. Document Retention Policy

The board shall adopt and periodically review a detailed document retention policy to ensure legacy records are kept, and transitory records are destroyed after specified periods of time.

ARTICLE VIII TRANSPARENCY AND ACCOUNTABILITY

8.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, MillHouse Foundation practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public; and
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of the policy are listed in the following provisions.

8.02 Financial and IRS documents

MillHouse Foundation shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, conflict of interest policy, and financial statements to the general public for inspection in electronic format. For printed documents, the corporation may charge a reasonable fee.

8.03 Means and Conditions of Disclosure

MillHouse Foundation shall make widely available the aforementioned documents on its internal website, www.millhousefoundation.org, to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) MillHouse Foundation shall not charge a fee for downloading the information. Documents shall be made available in an accessible format for easy download and viewing.
- (d) MillHouse Foundation shall inform anyone requesting the information where it can be found, including the web address. This information must be provided immediately for in-person requests and within seven days for mailed requests, within reason.

8.04 IRS Annual Information Returns (Form 990)

MillHouse Foundation shall submit the Form 990 to its Board of directors prior to the filing of the Form 990. While the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of directors via email at least 10 days before the Form 990 is filed with the IRS.

8.05 Board Proceedings

- (a) Board deliberations may be open to the public, by request, except where the Board passes a motion to make any specific portion confidential.
- (b) Board minutes may be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) Papers and materials considered by the board may be open to the public after the meeting at which they are considered, except where the board passes a motion to make any specific portion confidential.

8.06 Staff Records

- (a) All staff records shall be available for review by the staff member concerned, or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.
- (d) Staff records shall be made available to the board, when requested.

8.07 Donor Records

- (a) All donor records shall be available for review by the members and donors concerned, or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation, except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors.
- (d) Donor records shall be made available to the board upon request.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

9.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the bylaws of the MillHouse Foundation, stated above, were approved, as amended, by the MillHouse Foundation's board of directors on xxx, and constitute a complete copy of the bylaws of the corporation.

Secretary: Aimee Woolverton

Date: 12.30.19 (Hard copy on file)