

**RESTATED BYLAWS  
OF  
PRESBYTERIAN SERVICE CENTER**

**May 27, 2020**

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**RESTATED BYLAWS**  
**OF**  
**PRESBYTERIAN SERVICE CENTER**

**ARTICLE ONE**

**NAME**

**1.01 Name.** The name of this corporation is Presbyterian Service Center (the “**Corporation**”).

**ARTICLE TWO**

**PURPOSE AND POWERS**

**2.01 Purpose.** Subject to the Certificate of Formation of the Corporation, as may be amended from time to time (the “**Certificate of Formation**”), the Corporation is organized and will be operated exclusively for scientific, charitable, and educational purposes within the meaning of Section 501(c)(3) of the INTERNAL REVENUE CODE OF 1986, as amended (the “**Code**”), and to conduct, accomplish, and carry on its objectives, functions, and purposes or any part thereof set forth in the governing documents of the Corporation, as amended from time to time, within or without the State of Texas.

Within the scope of the foregoing purposes and not by limitation thereof, the Corporation is organized and operated to expand opportunities available to low- and moderate-income seniors and physically-disabled residents in the Harris and Galveston Counties, Texas, to provide decent, safe, and sanitary housing for such residents. The assets and property of the Corporation are hereby pledged for use in performing its exempt purposes.

The Corporation is additionally organized to promote, encourage, and foster any other similar scientific, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate its assets, and all income therefrom, for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation; provided, however, no act may be performed that would violate Section 501(c)(3) of the Code.

**2.02 Powers.** The Corporation is a nonprofit corporation and will have all of the powers, duties, authorizations, and responsibilities as provided for nonprofit corporations under the TEXAS BUSINESS ORGANIZATIONS CODE (the “**TBOC**”); provided, however, the Corporation will neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate

its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

## ARTICLE THREE

### OFFICE

**3.01 Principal Office.** The principal office of the Corporation will be located in Houston, Texas.

**3.02 Registered Office and Registered Agent.** The Corporation will have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed by the Board of Directors of the Corporation (the “Board”).

## ARTICLE FOUR

### NO MEMBERS

**4.01 Members.** The Corporation will have no members but will have a board of directors and, as may be established by the Board, an advisory board.

## ARTICLE FIVE

### BOARD OF DIRECTORS

**5.01 General Powers.** The activities, property, and affairs of the Corporation will be managed by its Board. The directors of the Board may exercise all such powers of the Corporation, and do all such lawful acts and things, as are permitted by law, the Certificate of Formation, and these Bylaws, unless otherwise expressly provided herein.

**5.02 Number and Tenure.** The number of members of the Board will not be less than six (6) nor more than twelve (12). Each director will serve a term of three (3) years, except as otherwise provided in this Article. For the purpose of staggering their terms, the directors will be divided into three (3) classes, as nearly equal in numbers as practical, and the term of one class will expire each fiscal year in regular rotation. In case the number of any class becomes unequal to the other classes, the Board may elect members to terms of one (1) or two (2) years, as may be deemed most practical. No decrease in the number of directors will have the effect of shortening the term of any incumbent director. Directors may be re-elected for additional terms at the discretion of the Board, provided that no director may serve for more than two 3-year terms without vacating the Board for at least one (1) year.

**5.03 Qualifications.** Membership on the Board will be open to all individuals who are recommended by the Governance Committee of the Board and who are approved by the Board, provided that:

(a) Directorships will not be denied to any person on the basis of race, creed, sex, religion, or national origin.

(b) Employees of the Corporation and residents of the Corporation's facilities are ineligible to serve on the Board.

(c) At no time will more than one-third ( $\frac{1}{3}$ ) of the Board be composed of public officials or public employees.

(d) No governmental body will have any power to appoint any member of the Board.

(e) No director who is a public official or employee will have the power to appoint any other member of the Board other than through the director's individual vote as a director.

(f) The majority of directors will be members or Teaching Elders of a member church in Presbyterian Church (U.S.A.) or its legal successors, or other Presbyterian denominations as approved by the Board.

**5.04 Election of New Members of the Board and Officers.** The Board will elect officers and members of the Board at the Annual Meeting of the Board (to the extent the terms of members of the Board are expiring pursuant to Section 5.02), with terms to begin upon such election. The Board may elect members of the Board to fill vacancies on the Board at any time.

**5.05 Annual Meetings.** An annual meeting of the Board will be held at such time (within sixty [60] days prior to the beginning of the fiscal year of the Corporation) and place as will be determined by the Board and communicated to all directors. At the annual meeting, the directors will transact such business as will be included in the notice and agenda for the meeting. Written notice of the place, date, and time of each annual meeting of the Board will be delivered either personally, by hand delivery, by facsimile transmission, by electronic mail transmission, or by mail, to each director who on the record date for notice of the meeting is entitled to vote at such meeting, at such director's address as it appears on the books of the Corporation at the time such notice is given.

**5.06 Regular Meetings.** The Board will endeavor to meet monthly, on the third (3<sup>rd</sup>) Monday of the month in question. Meetings will be held at a time and place to be decided by the Board or as otherwise set forth herein.

**5.07 Special Meetings.** Special Meetings of the Board may be called by or at the request of the Chairperson or any three (3) members of the Board. The person or persons authorized to call special meetings of the Board may fix any place within the Houston metropolitan area as the place for holding any special meetings of the Board called by them.

**5.08 Notice.** Notice of any special meetings of the Board will be given at least five (5) days previously thereto by written notice, delivered personally or sent by mail to each member of the Board at her/his address as shown by the records of the Corporation, by facsimile, by e-mail, or by telephone. If mailed, such notice will be deemed to be delivered three (3) days after

deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a member of the Board at any meeting will constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of the special meeting of the Board will be specified in the notice of such meeting. No other business may be transacted at said special meeting.

**5.09 Quorum.** The presence of a majority of the members of the Board will constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the members of the Board are present at said meeting, a majority of the members of the Board present may adjourn the meeting without further notice.

**5.10 Manner of Acting.** The act of at least a majority of the members of the Board present at a meeting at which a quorum is present will be the act of the Board. Proxy voting is not permitted. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board or the committee, as the case may be. In addition, any action required or permitted to be taken at any meeting of the Board or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken will be signed by the number of members of the Board or the committee whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted, as the case may be. Such consent must be filed with the minutes of proceedings of the Board or of the committee. An electronic transmission by a member of the Board or the committee, as the case may be, consenting to an action to be taken and transmitted by a member is considered written, signed, and dated for the purposes of this Section 5.10 if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the member and the date on which the member transmitted the transmission. Such consent will have the same force and effect as a vote at a meeting of the Board or the committee thereof.

**5.11 Meetings by Electronic Communications Equipment.** Members of the Board or any committee designated by the Board, may participate in and hold a meeting of the Board or such committee by means of conference telephone or similar communications equipment, or another suitable electronic communications system (including, without limitation, video conferencing or the Internet), or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting; and participation in a meeting pursuant to this Section 5.11 will constitute presence in person at such meeting, except where a person participates in the 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.

**5.12 Open Meetings.** Meeting will be open to the general public, except when personnel, real estate, or litigation matters are being discussed. A majority vote of the Board may allow the meeting to convene in executive session.

**5.13 Vacancies.** Any vacancy occurring on the Board may be filled by the Board at any regular or special meeting of the Board. A member of the Board elected to fill a vacancy for the unexpired term of her/his predecessor in office for less than one (1) year will be eligible to serve



up to three (3) consecutive years as the member's term (plus a second 3-year term if such member is re-elected to the Board thereafter).

**5.14 Compensation.** Members of the Board, as such, will not receive any salaries for their services but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of the Board approves the reimbursement. The Corporation will not loan money or property to, or guarantee any obligation of, any director.

**5.15 Procedure.** The Board will keep regular minutes of its proceedings. Best efforts will be made for these minutes to be mailed, e-mailed, or faxed to members of the Board within ten (10) business days following the meeting, but in all cases at least three (3) days prior to the next scheduled meeting.

**5.16 Removal.** Absence from three (3) consecutive Board meetings, without excuse, may be taken to represent resignation from the Board, subject to the Board voting to accept such resignation. Confirmation of such absences and subsequent removal will be given to the applicable member of the Board, in writing, by the Secretary. Any member of the Board may be removed from the Board by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of the Board whenever, in the Board's judgment, the best interests of the Corporation would be served. Notice of removal will be given in writing to the applicable member of the Board by the Secretary not more than ten (10) days subsequent to such action.

**5.17 Role of the Board.** The Board will:

- (a) fulfill the responsibilities contained in the state statutory requirements;
- (b) ensure that the purpose, mission, and goals cited in the Certificate of Formation are accomplished for the Corporation;
- (c) elect members for terms as officers;
- (d) in its discretion, select, appoint, and support a business manager consistent with a position description;
- (e) create a long-range plan for all services and programs and for the fiscal stability and security of the Corporation; and
- (f) support and serve as an advocate of the mission, services, and fundraising projects of the Corporation.

## **ARTICLE SIX**

### **OFFICERS**

**6.01 The Officers of the Board.** The officers of the Corporation will be a Chairperson and Secretary, who may not be the same person. The Board may elect such other officers as it

may deem desirable, including but not limited to one or more Vice Chairpersons and a Treasurer, which officers will have the authority and perform the duties prescribed by the Board.

**6.02 Election and Term of Office.** A slate of officers will be recommended by the Nominating Committee of the Board prior to the last meeting of the Board of the fiscal year. Elections will take place at the last meeting of the Board of the fiscal year and additional nominations may be made from the floor at the time of the election. Each nominee must have served as a member of the Board for a period of at least six (6) months; provided, however, that this provision may be waived for good cause by two-thirds ( $\frac{2}{3}$ ) vote of a quorum of the Board. All officers will be elected for a one-year term or until such officer's successor is elected. Officers may serve no more than two (2) consecutive one-year terms in a single office.

**6.03 Removal.** Any officer may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of the Board after any grievance procedure has been exhausted (as determined by the Board) whenever in the Board's judgment the best interests of the Corporation would be served. Notice of removal will be given in writing to the removed officer by the Secretary, Chairperson, or any other officer not more than ten (10) days subsequent to such action.

**6.04 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. The Governance Committee will recommend a successor.

**6.05 Chairperson.** The Chairperson will serve as Chairperson of the Board and, if the Board establishes an Advisory Board under Section 7.01, as Chairperson of the Advisory Board. The Chairperson (or in the Chairperson's absence, a Vice Chairperson or other director designated by the Chairperson) will preside at meetings of the Board and the Advisory Board (unless the Board designates another director to preside at meetings of the Advisory Board). The Chairperson will have such powers and perform such duties as are vested in the Chairperson by these Bylaws, as are incident to such office, and such other powers and duties as prescribed by the Board, including:

(a) The Chairperson will supervise and control the affairs of the Corporation and will exercise such supervisory powers as may be designated by the Board;

(b) The Chairperson will exercise parliamentary control of Board and Advisory Board meetings in accordance with Roberts Rules of Order.

(c) The Chairperson will serve as an *ex officio* member of all standing committees, unless otherwise provided by the Board or these Bylaws.

(d) The Chairperson will, with the advice of the Board and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board and the Advisory Board.

**6.06 Vice Chairperson.** If the Board elects Vice Chairpersons, each Vice Chairperson will have such powers and perform such duties as may be assigned to him or her from time to time by the Chairperson or by the Board, which may include the power to perform the duties of the Chairperson in the event of the absence or inability to act of the Chairperson. The Vice

Chairperson will serve as the parliamentarian. The Vice Chairperson may be elected to the office of Chairperson for the following term or a subsequent term.

**6.07 Treasurer.** If the Board elects a Treasurer, the Treasurer will be responsible for coordinating the financial activities of the Corporation and reporting to the Board at each Board meeting the financial status and condition of the Corporation. The Treasurer's duties also will include:

(a) The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the directors as required by the Board, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned from time to time by the Board.

(b) The Treasurer, at the discretion of the Board, may be asked to give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation—in the case of his or her death, resignation, retirement, or removal from office—all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond will be determined by the Board.

(c) The Treasurer and the staff of the Corporation will devise a plan providing for the acceptance and disbursement of all funds of the Corporation, which will be considered and, if acceptable, approved by the Board.

(d) The Treasurer will prepare a monthly report for the Board, providing an accounting of all transactions and of the financial conditions of the Corporation.

(e) The Treasurer will keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation (or at a place as otherwise designated by the Board) and make them available at the request of any director during regular business hours for inspection and copying.

**6.08 Secretary.** The Secretary will keep a record of attendance and the minutes of all Board and Advisory Board meetings; keep a register of the post office address and e-mail address of each member of the Board, which will be furnished to the Secretary by each member of the Board, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairperson or by the Board. The Secretary will take, or ensure that someone takes, minutes of all meetings of committees, the Board, and the Advisory Board. The Secretary's duties also will include:

(a) The Secretary will, with the approval of the Board, set up procedures for any elections held by the Corporation. The Secretary will keep a record of all votes cast in such elections.

(b) The Secretary will see that all notices are duly given in accordance with these Bylaws or as required by law.

(c) The Secretary will see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice Chairperson will perform the functions of the Secretary.

## ARTICLE SEVEN

### **ADVISORY BOARD**

**7.01 Designation.** In the Board's discretion, the Board may establish an Advisory Board of the Board. The Advisory Board will not have a vote on the Board but will provide advice to the Board.

**7.02 Number and Qualification.** Membership on the Advisory Board will be open to all individuals who are recommended to the Board by the Nominating Committee and approved by the Board. The size of the Advisory Board and the terms and criteria for re-election of its members will be determined by the Board from time to time upon recommendation by the Nominating Committee.

**7.03 Meetings.** If established, the Advisory Board will endeavor to meet a minimum of twice a year at a time and a place to be determined by the Board.

**7.04 Compensation.** Advisory Board members, as such, will not receive any salaries for their services.

## ARTICLE EIGHT

### **COMMITTEES**

**8.01 Nominating Committee.** The Board will designate a Nominating Committee, which will consist of at least three (3) but not more than five (5) members of the Board, who will be appointed by the Board upon recommendation by the Nominating Committee. The chairperson of the Nominating Committee will be designated by the Board upon recommendation by the Nominating Committee. The Nominating Committee will have such authority and perform such functions as determined from time to time by the Board, including recommending persons to the Board for election and re-election as directors and officers and for appointment.

**8.02 Executive Committee.** The Board will designate an Executive Committee, which will consist of at least three (3) members of the Board who will be appointed by the Board upon recommendation by the Nominating Committee, provided that each officer and each chair of a standing committee will be included as members of the Executive Committee. The chairperson of the Executive Committee will be the Chairperson of the Board, unless otherwise designated by the Board upon recommendation by the Nominating Committee. The Executive Committee will have

the authority to act on behalf of the Corporation between regular meetings of the Board, provided that the Board must validate the actions of the Executive Committee at the Board's next regular or special meeting. Any such action not so validated will not be legally binding upon the Corporation. The Executive Committee also will have such other authority and perform such other functions as determined from time to time by the Board.

**8.03 Finance Committee.** The Board may, but will not be required to, designate a Finance Committee, which, if designated, will consist of at least three (3) but not more than five (5) members of the Board who will be appointed by the Board upon recommendation by the Nominating Committee. If the Board elects a Treasurer, the Treasurer will be chair of the Finance Committee. If the Board does not elect a Treasurer, the Chairperson will appoint the chair of the Finance Committee. The Finance Committee will have such authority and perform such functions as determined from time to time by the Board.

**8.04 Special Committees.** The Board may from time to time designate one or more special committees, which will consist of such members of the Board as the Board deems necessary to carry on the work of the committee, and which will have and exercise the authority granted by the Board to such committee in the management of the Corporation. The Chairperson will appoint the chair of each special committee.

**8.05 Term of Office.** Each member of a committee will continue as such until the last meeting of the fiscal year or until his or her successor is appointed, unless the committee will be sooner terminated or unless such member will cease to qualify as a member thereof.

**8.06 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

**8.07 Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum, and decisions made at meetings at which a majority of the members are present will be the act of the committee.

**8.08 Rules and Ex Officio Members.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board. The Board may from time to time appoint and remove non-directors to serve as *ex officio*, non-voting members of any committee. Each director will endeavor to serve on at least one committee.

## ARTICLE NINE

### STAFF

**9.01 Employment.** Professional, clerical, and maintenance staff related to the Corporation may be employed by the Corporation as determined by the Board in accordance with the provisions of these Bylaws and in accordance with the personnel policies established by the Board.

## ARTICLE TEN

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**10.01 Contracts.** The Board may authorize any officers, staff, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**10.02 Checks and Drafts.** All checks, drafts, or orders for the payment of money or other evidences of indebtedness issued in the name of the Corporation will be approved and signed by such officers, staff, or agents and in such manner as will be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer (if elected) or by such officers or agents as the Chairperson designates.

**10.03 Disbursement of Funds.** Notwithstanding the foregoing, financial transactions which have a value of \$500 or more will require majority approval of the Board or, if a majority of the Board is not immediately available to vote on the transaction, majority approval of the Executive Committee. In all other transactions, the Treasurer may dispense funds of the Corporation in accordance with the annual budget approved by the Board and the purposes of the Corporation as set out in these Bylaws.

**10.04 Deposits.** All funds of the Corporation will be timely deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may deem appropriate in its discretion.

**10.05 Solicitation of Funds.** All solicitation of funds in the name of the Corporation must be coordinated with the Board. All formal grant applications must have the approval of the Board.

**10.06 Annual Audit.** The Corporation will have an independent annual financial review (unless outside funding sources or other material change would require an independent financial audit) , to be completed by November 30 of each year for the previous fiscal year. Unless otherwise called for, an independent financial audit will be undertaken every third (3<sup>rd</sup>)fiscal year. The financial review or financial audit report will be presented to the Board within thirty (30) days of its completion.

**10.07 Conflicts of Interest.** No contract or agreement may be entered into by and between the Corporation and any of the following: (a) a director, officer, committee member, or employee of the Corporation (an “Insider”), or (b) any corporation, partnership, trust, sole proprietorship, or any other entity (an “Entity”), in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the TBOC, and (ii) if one or more of the parties to the contract is a “disqualified person” with respect to the Corporation within the meaning of Section 4958 of the Code, either (x) such transaction is reviewed and approved in accordance with the “rebuttable presumption safe harbor” provisions set forth in the regulations promulgated under Section 4958 of the Code, or (y) the Board or any committee thereof determines that such procedures are not

necessary for the transaction involved and records its specific findings for making such determination. Notwithstanding the foregoing, however, the following contracts and agreements will not be subject to the foregoing prohibition: a wholly gratuitous transfer of assets or promise to transfer assets to the Corporation of any kind, including, but not limited to, a charitable contribution of cash or property to the Corporation, an interest-free loan, a wholly gratuitous lease, a pledge, a guarantee, an assumption of liability, a bailment, or a consignment. All Insiders will, as a condition of qualifying and continuing to qualify as a director, officer, committee member, and/or employee of the Corporation, abide by such conflict of interest policies as the Board may adopt from time to time.

## ARTICLE ELEVEN

### **BOOKS AND RECORDS**

**11.01 Fiscal Year.** The fiscal year of the Corporation will begin on August 1 and end on July 31.

**11.02 Books and Records.** The Corporation will keep correct books and records of accounts, records of attendance, and the minutes of the proceedings of the Board and Advisory Board meetings. The Corporation will keep an accurate record of the names and addresses of the Board and Advisory Board members.

## ARTICLE TWELVE

### **INDEMNIFICATION**

**12.01 General.** The Corporation will indemnify persons who are or were a director or officer of the Corporation, both in their official capacities and as a delegate, against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by applicable law. The Corporation will pay or reimburse, in advance of the final disposition of the proceeding, to each present or former director or officer or delegate of the Corporation all reasonable expenses incurred by such person who was, is, or is threatened to be made a respondent in a proceeding to the full extent permitted by applicable law. The Corporation may indemnify persons who are or were an employee or agent (other than a present or former director or officer or delegate) of the Corporation (collectively, along with the present and former directors, officers, and delegates of the Corporation, “**Corporate Functionaries**”) against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by applicable law. The Corporation may pay or reimburse, in advance of the final disposition of the proceeding, to each present or former employee or agent (other than a present or former director, officer, or delegate) of the Corporation, all reasonable expenses incurred by such person who was, is, or is threatened to be made a respondent in a proceeding upon the Corporation’s receipt of an affirmation and an undertaking of the kinds described in Section 8.104(a) of the TBOC on such terms as the Corporation considers appropriate. The rights of indemnification provided for in this Article will be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise. Terms used in this Article that are defined in Section 8.001 of the TBOC are used as so defined.

**12.02 Insurance.** The Corporation may purchase or maintain insurance on behalf of any Corporate Functionary against any liability or expense asserted against him or her and incurred by him or her in such a capacity or arising out of the person's status as a Corporate Functionary, whether or not the Corporation would have the power to indemnify him or her against the liability or expense under the TBOC or these Bylaws, with a person or entity that is regularly engaged in the business of providing insurance coverage. Without limiting the power of the Corporation to procure or maintain any kind of insurance or arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (a) create a trust fund, (b) establish any form of self-insurance, including a contract to indemnify, (c) secure its indemnification obligation by grant of any security interest or other lien on the assets of the Corporation, or (d) establish a letter of credit, guaranty, or surety arrangement. Any such insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board. In the absence of fraud, the judgment of the Board as to the terms and conditions of such insurance or other arrangement, and the identity of the insurer or other person participating in an arrangement, will be conclusive, and the insurance or arrangement will not be voidable and will not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in approving such insurance or other arrangement will be beneficiaries thereof.

## ARTICLE THIRTEEN

### NOTICE

**13.01 Manner of Giving Notice.** Whenever, under the provisions of any law, the Certificate of Formation, or these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice will be given, it will not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by email transmission, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail will be deemed to be delivered at the time when the same will be deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission or email transmission will be deemed to be delivered upon successful transmission of such facsimile or email.

**13.02 Waiver of Notice.** Whenever any notice is required to be given under the TBOC or under the provisions of the Certificate of Formation or these Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

## ARTICLE FOURTEEN

### OPERATION AND DISSOLUTION

**14.01 Nonprofit Operation.** The Corporation is organized and operated primarily for the purposes set forth under Article Two of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of



compensation in excess of a reasonable allowance for salary, or other compensation for services rendered, or realization of any other form of private gain.

**14.02 Distribution of Assets.** The Corporation pledges its assets for use in performing the Corporation's charitable functions. In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board will distribute the remaining assets of the Corporation as they will determine but only for tax-exempt purposes to Presbytery of New Covenant, Inc. or its legal successors ("Presbytery") as a presbytery of Presbyterian Church (U.S.A.) or its legal successors, and in conformity with Sections 11.18 or 11.20 of the TEXAS TAX CODE. Notwithstanding the foregoing, however, if Presbytery is not then in existence or is not a qualified charitable or religious organization under Section 501(c)(3) of the Code, the Corporation will, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to another organization that is a qualified charitable or religious organization under Section 501(c)(3) of the Code, and in conformity with Sections 11.18 or 11.20 of the TEXAS TAX CODE, which distribution will be determined by a majority vote of the directors then in office. Any of such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to one or more organizations exempt under Section 501(c)(3) of the Code in a manner that best accomplishes the purposes of the Corporation. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

**14.03 Decision Making Authority.** The Board will have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger, and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

## ARTICLE FIFTEEN

### MISCELLANEOUS

**15.01 Dividends Prohibited.** No part of the net income of the Corporation will inure to the benefit of any private individual, and no dividend will be paid and no part of the income of the Corporation will be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its staff for services rendered.

**15.02 Loans to Officers and Directors Prohibited.** No loans will be made by the Corporation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, will be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

**15.03 Seal.** The Corporation's seal, if any, will be in such form as will be adopted and approved from time to time by the Board. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted, or in any manner reproduced. If the Board approves a seal, the affixation of such seal will not be required to create a valid and binding obligation of the Corporation.

**15.04 Gender.** Words of either gender used in these Bylaws will be construed to include the other gender, unless the context requires otherwise.

**15.05 Invalid Provisions.** If any part of these Bylaws will be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, will remain valid and operative.

**15.06 Headings.** The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**15.07 Construction.** All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE SIXTEEN**

### **AMENDMENT TO BYLAWS OF CORPORATION**

**16.01 Amendment.** These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by two-thirds ( $\frac{2}{3}$ ) vote of a quorum of the Board present at any regular meeting or at any called meeting of the Board, if at least five (5) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting. The Board will endeavor to review these Bylaws no less than every four (4) years.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Restated Bylaws of the Corporation were duly adopted by the Board of the Corporation effective the 27<sup>th</sup> day of May, 2020 .

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Carolyn Simmons , Secretary