

**BYLAWS
OF
FAMILY PROMISE OF MIDLAND, TEXAS, INC.**

**ARTICLE I
Definitions**

Section 1. In these Bylaws and for the purposes hereof:

- (a) "Charter" shall mean the Certificate of Incorporation of Family Promise of Midland, Texas, Inc. ("The Corporation") as from time to time amended.
- (b) "Trustee" or "Trustees" shall mean a member or members of the Board of Trustees of the Corporation who have become such in accordance with the provision of these Bylaws.
- (c) "Board" shall mean Board of Trustees of The Corporation.
- (d) Whenever a masculine pronoun appears, it is for convenience only and shall mean either a male or female person.

**ARTICLE II
IRC 501 (c) (3) Tax Exemption Provisions**

Section 1. Purposes and Limitations on Activities. The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the United States Internal Revenue Code of 1986, (or the corresponding provisions of any further United States Internal Revenue Code), including, for such purposes, to develop and provide services and facilities for homeless and low-income persons of the Midland County, Texas area, including but not limited to providing food, clothing, shelter, and low-cost housing.

No substantial part of the activities of The Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of The Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, Officers, or other private persons, 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 purpose of The Corporation, except as otherwise set forth herein.

ARTICLE III Board of Trustees

Section 1. General Powers. The business of The Corporation, except as otherwise expressly provided by law or by the Certificate of Incorporation, shall be managed by the Board of Trustees.

Section 2. Number, Election and Term of Office. The Board of Trustees shall consist initially of the three persons named as Trustees in the Charter. The number of Trustees may be changed from time to time by the Board to any number of not less than three nor more than eighteen. At the first meeting of the initial Board, the Trustees shall draw lots so that the term of one-third of the Trustees shall expire at the end of one year, one-third at the end of two years, and one-third at the end of three years. Thereafter, the terms of Trustees shall be for three years. A "year" for the purposes of this paragraph shall be deemed to commence on the first month of the calendar year when the Trustee joins the Board and will end 36 months from said first month. At each such annual meeting, the Trustees then in office shall elect Trustees to fill the vacancies created by the terms ending just prior to the meeting. Trustees may be re-elected to serve up to two three-year consecutive terms. Trustee vacancies occurring from time to time because of resignation, removal, death, or enlargement of the Board may be filled by action of the Board, with such replacement Trustee to be designated to complete the term of the Trustee being replaced. No more than three members from any one of the host organizations will serve on the Board at the same time. No more than two coordinators from any of the host organizations will serve on the Board at the same time.

Section 3. Meetings. The Board shall hold its first regular meeting in Midland County, Texas, at a time to be fixed by the incorporators of the Charter, for the purpose of organization and the election of Officers, and for the transaction of such other business as may be required by law or by these Bylaws or designated by the Board. Such meeting shall be upon seven days advance written notice to all Trustees.

The Board, by resolution, may provide for the holding of other regular meetings, but in any event, shall meet at least three times each calendar year, as specified by the Executive Committee, for the purposes of electing Trustees and Officers for the ensuing year and addressing such other matters as the Board may determine.

Special meetings shall be held whenever called by the President or by any four of the Trustees. Such meetings shall be held upon not less than a two-day notice to the Trustees given personally or by e-mail, telephone, or telegraph, or upon not less than a four-day notice to the Trustees given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

Section 4. Place of Meetings. The Board may hold its meetings at such place or places,

within the State, as the Board from time to time may determine, or as may be designated in the respective notices thereof or in the respective waivers of notice thereof and consents thereto signed by all the Trustees.

Section 5. Notice of Meetings. Notice of each regular or special meeting of the Board (except for the first regular meeting) shall be in writing and signed, or e-mailed, by the President or the Secretary. A copy thereof shall be furnished to each Trustee not less than seven days before the meeting, and, if mailed, it shall be directed to the Trustee at his residence or usual place of business, or if e-mailed, to the e-mail address designated by the Trustee. Except as otherwise provided by law, notice of a meeting of the Board need not state the purposes thereof.

Section 6. Quorum and Manner of Acting. At each meeting of the Board, a majority of the whole Board shall be present in person to constitute a quorum for the transaction of business thereat, and (except as otherwise provided by Section 2 of Article IV) the act of a majority of the Trustees present at any such meeting at which a quorum is present shall be the act of the Board. Whether or not there is a quorum at any meeting, a majority of the Trustees who are present may adjourn the meeting from time to time to a day certain. Trustees shall act only as a Board, and no individual Trustee shall have any authority as such. Approval of a motion by a majority of the directors present at a meeting at which a quorum is achieved shall be an action of the Corporation unless these Bylaws or the Articles of Incorporation or state law requires more than a majority on such motion. A quorum, as used herein, is defined as fifty percent of the total number of Trustees, plus one Trustee.

Section 7. Organization. At each meeting of the Board, the President or, in his absence, the Vice President shall act as chairman. The Secretary of the Board shall act as secretary of such meeting, and, in his absence, the chairman shall appoint some other person to act as secretary of the meeting.

Section 8. Resignations. Any Trustee may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, acceptance shall not be necessary to make such resignation effective.

Section 9. Removal. Any Trustee may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds of the Trustees, at any meetings of the Board.

Section 10. Absences. Unexcused absences from three consecutive regular meetings of the Board shall constitute cause for removal of any Trustee, provided, however, that any Trustee may request a leave of absence for medical or personal reasons during his or her term, for a period not to exceed one year in duration. Approval of a motion for medical or personal leave of absence by a Trustee must be approved by a majority of the Trustees present at a meeting at which a quorum is achieved.

ARTICLE IV

Officers

Section 1. Appointment, Term of Office and Qualifications. The Board shall choose annually the President and the Vice President of the Board, who shall be Trustees, and also a Secretary, a Treasurer, and such other officers as the Board may deem necessary or advisable. Each of such officers shall hold office until the next annual election and until his successor is elected and qualified. One person may hold more than two of said offices. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity. Officers shall serve for a term of one year, but each Officer can serve a second consecutive year term. After such second term, each Officer, with the exception of the Treasurer, may not serve in that same office for one full year. There is no limit on consecutive terms for the office of Treasurer.

Section 2. Removal. Any officer may be removed either with or without cause, at any time, by resolution adopted by a two-thirds majority of the whole Board, at any meeting of the Board.

Section 3. Resignations and Absences. Any officer may resign at any time by giving written notice to the President or to the Secretary or to the Board. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, acceptance shall not be necessary to make such resignation effective. Furthermore, any officer may request a leave of absence for medical or personal reasons during his or her term, for a period not to exceed one year in duration. Approval of a motion for medical or personal leave of absence by an officer must be approved by a majority of the Trustees present at a meeting at which a quorum is achieved.

Section 4. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

Section 5. President. The President shall have general supervision of the business of the Board and over its several officers, subject, however, to the control of the Board. The President shall preside at all meetings of the Board and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board.

Section 6. Vice President. At the request of the President or in his absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned to him by the Board or by the President.

Section 7. Secretary. The Secretary shall:

- (a) keep the minutes of all meetings of the Board in books to be kept for this purpose;
- (b) see that all notices are duly given in accordance with these Bylaws or as required by law;

- (c) be custodian of the records (other than financial);
- (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or the President.

Section 8. Treasurer. The Treasurer, if required by the Board, shall give a bond for the faithful discharge of his duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of The Corporation and deposit all such funds in the name of The Corporation in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times his books of account and records to any of the Trustees upon application;
- (c) render a statement of the condition of the finances of The Corporation at all regular meetings of the Board and a full financial report at the annual meeting of the Board;
- (d) receive, and give receipt for, moneys due and payable to The Corporation from any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursement of moneys of The Corporation;
- (e) in general, perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Board, or as prescribed in these Bylaws.

Section 9. Assistant Treasurer. At its discretion, the Board may appoint one or more Assistant Treasurers, which persons need not be members of the Board.

ARTICLE V

Execution of Instruments, Etc.

Section 1. Contracts, etc., How Executed. The Board may authorize any Officers or agents to enter into any Contract or to execute and deliver any instrument in the name of and on behalf of The Corporation, and such authority may be general or confined to specific instances.

Section 2. Deposits. Funds of The Corporation may be deposited from time to time to the credit of the Corporation with such depositories as may be selected by the Board.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of The Corporation, shall be signed by such Officers (President, Vice President, Treasurer) and the Executive Director or agents, and in such manner, as shall be determined from time to time by resolution of the Board. Any payments greater than \$500.00 will require the signatures of two (2) of the following: Executive Director, President, Vice President or Treasurer. Unless otherwise provided by the Board, endorsements for deposit to the credit of The Corporation in any of its depositories

may be made, without countersignature, by the President or Vice President or the Treasurer, or by any other Officer or agent to whom such power shall have been delegated by the Board, or may be made by hand-stamped impression in the name of The Corporation.

ARTICLE VI
Notices

No notice of the time, place or purpose of any meeting of the Board, of any publication thereof, whether prescribed by law, by the Charter, or by these Bylaws, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice and such attendance or waiver deemed equivalent to notice.

ARTICLE VII
Miscellaneous

Section 1. Fiscal Year. The fiscal year of The Corporation shall be the calendar year.

Section 2. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

- (a) minutes of all meetings of Trustees and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the name of those present and the proceedings thereof;
- (b) adequate and correct books and records of finances of The Corporation, including accounts of business transactions and accounts of its assets, liabilities, contributions, disbursements, receipts, gains, and losses; and
- (c) a copy of The Corporation's Articles of Incorporation and Bylaws as amended to date, Letter of Determination as to tax-exempt status from the Internal Revenue Service, if any, and copies of annual tax filings and registration documents for charitable solicitation purposes. Should a member of the public request a copy of such documents, The Corporation shall make the documents available to the person making the request, by providing the person with a photocopy of the documents immediately if the request is in person, and within a reasonable time if the request is in writing.

Section 3. Periodic Report. The Board shall cause any annual or periodic report required under state or federal laws to be prepared and delivered to the appropriate governmental office, within the time limits set by law.

Section 4. Registered Agent and Office. The Corporation shall maintain an office and register the address of the office and an agent for service of process, as required by the laws of the State of Texas.

Section 5. Family Promise of Midland Parent Training Room Utilization. The Corporation agrees that the Family Promise of Midland Parent Training Room [Training Room] can be utilized as a resource to other non-profits in the community. The following

conditions must be met to reserve the Family Promise of Midland Parent Training Room:

- (a) Individual(s) reserving the Training Room must be part of a non-profit organizations outside of The Corporation.
- (b) Training Room reservations must be placed a maximum of 60 days and/or a minimum of 30 days in advance. Reservations must be coordinated with and approved by the Family Promise of Midland Executive Director.
- (c) Training Room reservation is limited to 2 hours.
- (d) Training Room capacity must follow Family Promise of Midland facility guidance.
- (e) Training Room etiquette:
 - 1) Family Promise of Midland is not responsible for providing supplies for non-Family Promise of Midland business. Training Room tenant is responsible for their own supplies.
 - 2) Tenant is responsible for collecting all materials and trash at the completion of the Training Room use.
- (f) There is no fee associated with the use of the Training Room.
- (g) Training Room reservations are limited to the following hours:
 - Monday 8:00AM -5:00PM CST
 - Tuesday 8:00AM -5:00PM CST
 - Wednesday 8:00AM -5:00PM CST
 - Thursday 8:00AM -5:00PM CST
 - Friday 8:00AM -5:00PM CST
 - US Holidays are not available to make a reservation.

ARTICLE VIII Amendments

These Bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of two-thirds of the Trustees present, provided in any case that notice of any proposal with respect to the Bylaws shall have been given in the notice of such meeting.

ARTICLE IX Additional Provisions

Section 1. Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee, member, or Officer of the corporation but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, or a State or local government, for public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

Updated March 16, 2021

Section 2. Compensation. Neither Trustees nor Officers shall receive any fee, salary, or remuneration of any kind for their services in such capacities, provided, however, that Trustees and Officers may be reimbursed for reasonable expenses incurred, with approval of the Board upon presentation of vouchers.