



**BYLAWS OF
SEEDS OF STRENGTH GIVING CIRCLE**

Effective July 1, 2021

TABLE OF CONTENTS

ARTICLE 1 – OFFICES AND FISCAL YEAR

- 1.01 Principal Office
- 1.02 Compliance with the Act
- 1.03 Fiscal Year
- 1.04 Insurance

ARTICLE 2 – MEMBERSHIP

- 2.01 Membership Contributions
- 2.02 Membership Due Date
- 2.03 Methods of Payment
- 2.04 Admission of Members
- 2.05 Voting Rights
- 2.06 Disputes
- 2.07 Sanctions
- 2.08 Reinstatement
- 2.09 Resignation
- 2.10 Transfer of Membership
- 2.11 Waiver of Interest in SoS Property

ARTICLE 3 - MEMBERSHIP EVENTS AND MEETINGS

- 3.01 Membership Events
- 3.02 Annual Meeting
- 3.03 Special Meetings
- 3.04 Place of Meetings
- 3.05 Notice of Meetings

ARTICLE 4 - SOS BOARD OF DIRECTORS

- 4.01 Governance
- 4.02 Composition of the Board
- 4.03 Term of Office
- 4.04 Nomination of Board Members
- 4.05 Election of Board Members
- 4.06 Vacancies
- 4.07 Regular Board Meetings
- 4.08 Special Meetings
- 4.09 Notice
- 4.10 Quorum
- 4.11 Duties of Board Members

- 4.12 Duty to Avoid Improper Distributions
- 4.13 Delegation of Duties
- 4.14 Interested Board Members
- 4.15 Actions of Board
- 4.16 Proxies
- 4.17 Ex Officio Members
- 4.18 Compensation of Board Members
- 4.19 Resignation of Board Members
- 4.20 Removal of Board Members

ARTICLE 5 – OFFICERS

- 5.01 Officer Positions
- 5.02 Election of Officers
- 5.03 Removal of Officers
- 5.04 Vacancies
- 5.05 Chair
- 5.06 Incoming Chair
- 5.07 Immediate Past Chair
- 5.08 Treasurer
- 5.09 Secretary

ARTICLE 6 – COMMITTEES

- 6.01 Establishment of Committees
- 6.02 Authorization of Specific Committees
- 6.03 Committee Chairs
- 6.04 Committee Chair Adjuncts
- 6.05 Term of Office
- 6.06 Notice of Meetings
- 6.07 Quorum
- 6.08 Actions of Committees
- 6.09 Proxies
- 6.10 Compensation
- 6.11 Rules

ARTICLE 7 – TRANSACTIONS OF SOS

- 7.01 Contracts
- 7.02 Deposits
- 7.03 Gifts
- 7.04 Potential Conflicts of Interest
- 7.05 Prohibited Acts

ARTICLE 8 - BOOKS AND RECORDS

- 8.01 Required Books and Records
- 8.02 Inspection and Copying
- 8.03 Audits

ARTICLE 9 - INDEMNIFICATION

- 9.01 When Indemnification is Required, Permitted, and Prohibited
- 9.02 Procedures Relating to Indemnification Payments

ARTICLE 10 - NOTICES

- 10.01 Notice by E-Mail, Facsimile, or Mail
- 10.02 Signed Waiver of Notice
- 10.03 Waiver of Notice by Attendance

ARTICLE 11 - SPECIAL PROCEDURES CONCERNING MEETINGS

- 11.01 Meeting by Telephone / Video Conference
- 11.02 Decision without Meeting
- 11.03 Action by Non-unanimous Written Consent

ARTICLE 12 - AMENDMENTS TO BYLAWS

ARTICLE 13 - MISCELLANEOUS PROVISIONS

- 13.01 Legal Authorities Governing Construction of Bylaws
- 13.02 Legal Construction
- 13.03 Headings
- 13.04 Gender
- 13.05 Seal
- 13.06 Execution of Corporation Instruments
- 13.07 Parties Bound

BYLAWS OF SEEDS OF STRENGTH GIVING CIRCLE

These bylaws (referred to as the "Bylaws") govern the affairs of The SEEDS OF STRENGTH GIVING CIRCLE (referred to as "SoS") a nonprofit corporation organized under the Texas Non-Profit Corporation Act (referred to as the "Act"). The purpose for which SoS exists is to encourage and promote philanthropy within the greater Georgetown, Texas community.

SoS is organized exclusively for charitable purposes under section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings of SoS shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that SoS 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 purpose clause hereof. No substantial part of the activities of SoS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SoS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, SoS shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of SoS, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of SoS is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The SoS board of directors (referred to as "Board") may, in its discretion, direct the activities of SoS in carrying out the purposes of the organization. In no event shall a director, officer, or member of the organization be given anything of value except as provided in ARTICLE 4 – SOS BOARD OF DIRECTORS, as amended. Further, gifts will not be given by the organization to any individual for other than strictly charitable purposes recognized under IRS 501 (c) (3).

ARTICLE 1 - OFFICES AND FISCAL YEAR

1.01. Principal Office. The principal office of SoS is 624 South Austin Avenue, Suite 101, Georgetown, TX 78626. The registered office of SoS is located at McFarland Legacy Law, 1616 Williams Drive, Georgetown, TX 78628. SoS may also have an office at the legal residence of the duly elected chairperson of the Board (referred to as “Chair”) and such other offices, either in Texas or elsewhere, as they may determine. The Board may change the location of any office of SoS, the registered office and registered agent as provided in the Act.

1.02. Compliance with the Act. SoS shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas.

1.03. Fiscal Year. The fiscal year of SoS (referred to as “Fiscal Year”) shall begin on the first day of July and end on the last day of the following June.

1.04. Insurance. SoS reviews, obtains, and maintains the necessary insurance in its name to cover its liability in performing its functions.

ARTICLE 2 - MEMBERSHIP

2.01. Membership Contributions. Membership in SoS is open to all women who wish to further the mission and goals of SoS through financial support. The annual membership contribution amount varies by the number of ballot choices the member is allowed at the annual grant award event. The membership contribution includes a required \$50 operating fee. The Board may set and change the amount of the membership contributions payable to SoS.

Membership Contribution Amount: (Includes \$50 Operating Fee)	Number of Ballot Choices:
\$1,050 and Above	4 Ballot Choices
\$550 - \$1049	2 Ballot Choices
\$300 - \$549	1 Ballot Choice

The following contributions shall only be used for funding grants at the annual grant award event:

- a. membership contribution amount less the \$50 operating fee and less credit card fees;
- b. contribution amounts made in excess of the membership contribution amounts specified in the table above; and
- c. all non-member contributions unless otherwise specified in writing by the non-member donor.

2.02 Membership Due Date. The membership due date is specified on the SoS membership form. Only those members whose contributions are paid in full by the membership due date will be eligible to

cast ballot choices for that year. It is the responsibility of each member to ensure payments are received to guarantee membership and participation at the grant award event.

2.03. Methods of Payment. Contributions may be paid by check, credit card, or via distributions from a member's financial organization. Members must complete the SoS membership form either on the SoS website or by completing a paper form that shall be mailed as indicated on the SoS membership form, "c/o SoS Treasurer". Method of payment must be indicated on the SoS membership form.

- a. Personal checks must be made payable as specified on the SoS membership form and shall be mailed with the completed SoS membership form as described above in this Article 2.03 Methods of Payment.
- b. If paying by credit card either via the website or in person, the member is responsible for the associated credit card fees. The completed SoS membership form must be submitted to SoS as described above in this Article 2.03 Methods of Payment.
- c. Membership payments made through distributions from a member's financial organization shall be made payable as specified on the SoS membership form. The memo line of the financial organization check must notate the member's name. The member must submit the completed SoS membership form to SoS as described above in this Article 2.03 Methods of Payment.

2.04. Admission of Members. The Board or a board-designated committee may adopt and amend application procedures and qualifications for membership in SoS.

2.05. Voting Rights. Each natural person member shall be entitled to one vote on each matter submitted to a vote of the membership of SoS.

2.06. Disputes. In any dispute between members relating to the activities of SoS, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of SoS. If the parties cannot resolve the dispute between themselves, each member or group of members on each side of the issue, shall choose a disinterested third party from the membership to serve as a mediator to meet with both sides to resolve the dispute by agreement. If no timely resolution of the dispute occurs through mediation, then each side shall select one disinterested person from the membership to serve as an arbitrator. The two persons selected shall then select a third person who shall serve as chair of the panel. The panel shall serve as an arbitration panel and resolve the issue, after hearing from both sides.

2.07. Sanctions. The Board may impose reasonable sanctions on a member, or suspend or expel a member from SoS, for good cause, after a hearing. Good cause includes a material and serious violation of SoS' articles of incorporation, Bylaws, rules, or of law. The Board may impose sanctions, suspend a member, or expel a member by vote of a 2/3 majority of Board members who are present and voting. Suspended or expelled members are not entitled to a refund of membership contributions paid.

2.08. Reinstatement. A suspended or expelled member of SoS may submit a written request for reinstatement of membership. The Board, or a committee designated by the Board to handle the matter, may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

2.09. Resignation. Any member may resign from SoS by submitting a written resignation to the secretary. The resignation need not be accepted by SoS to be effective. Resigned members are not entitled to a refund of membership contributions paid.

2.10. Transfer of Membership. Membership in SoS is not transferable or assignable. Membership terminates on the dissolution of SoS or the death of a member. Membership in SoS is not a property right that may be transferred after a member's death.

2.11. Waiver of Interest in SoS Property. All real and personal property, including all improvements located on real estate acquired by SoS, shall be owned by SoS. A member shall have no interest in specific property of SoS. Each member hereby expressly waives the right to require partition of all or part of SoS' property.

ARTICLE 3 - MEMBERSHIP EVENTS AND MEETINGS

3.01. Membership Events. The time and place of all membership events will be determined by the Board. A minimum of three (3) membership events will be scheduled with additional events and meetings scheduled as needed. In the event that events are unable to be held due to circumstances beyond the reasonable control of SoS, SoS will provide notice of cancellation to members.

3.02. Annual Meeting. The annual meeting of the members shall be at the annual grant award event or at another time and place that the Board designates. The nominating committee shall provide notice of the proposed slate of Board members, including officers, to the entire membership, electronically, no later than thirty (30) days prior to the annual meeting. Members will vote for the slate by e-ballot by the date specified in the notice, and the election will be decided by majority vote of the membership. After the date specified in the notice, the absence of a vote by a member will be considered an affirmative vote for the slate. At the annual meeting, the nominating committee will present the members of the Board, including officers, to serve on the Board for the following year, beginning July 1. At the annual meeting, the members shall transact any other business that may come before the meeting. If, in any year, the election of the Board is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board shall call a special meeting of the members as soon thereafter as possible to conduct the election of the Board.

3.03. Special Meetings. Special meetings of the members may be called by the Chair, the Board, or not less than 25 percent of the voting members.

3.04. Place of Meetings. The Board may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting shall be held at the place of the SoS monthly Board meeting.

3.05. Notice of Meetings. Written, printed or electronic notice of any meeting of membership, including the annual meeting, shall be delivered to each member not less than thirty (30) nor more than sixty (60) days before the date of the meeting. The notice shall be on the SoS website and in the SoS newsletter and shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the Chair or secretary of SoS, or the officers or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

The record date for determining the members entitled to vote at a meeting shall be established the last day of the month preceding the meeting. After a record date is fixed for the notice of a meeting, an alphabetical list of members entitled to vote will be prepared and the list must be available for inspection at the principal office, or other reasonable place in the city in which the meeting will be held, as specified in the meeting notice, during the period from two business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access the list for the purpose of communicating with other members. The member or the member's agent or attorney is entitled to make the inspection on written demand, and to copy the list at a reasonable time and at the member's expense.

ARTICLE 4 – SOS BOARD OF DIRECTORS

4.01. Governance. SoS shall be governed by a Board which is responsible for the leadership and affairs of the organization. The Board shall develop policies and procedures to define Board member duties and responsibilities and establish committee charters to define committee chair and member duties and responsibilities. The Board chair (referred to as “Chair”) shall be the chief executive officer of SoS. The Chair shall supervise and control all of the business and affairs of SoS.

4.02. Composition of the Board. The Board is composed of officers as described in Article 5 - OFFICERS, committee chairs as described in Article 6 - COMMITTEES and members at large. Members at large are representatives of SoS membership who serve on the Board but do not hold officer or committee chair positions. The number of Board members shall be a minimum of 15 and a maximum of 20 and all shall be members in good standing of SoS. This may include former Chairs until the number of former Chairs serving on the Board reaches four (4).

4.03. Term of Office. Board terms are one year beginning on the first day of the year as defined in Article 1.03 Fiscal Year. Board members may be elected to not more than three (3) successive terms. Exceptions can be made if needed to fill positions

4.04. Nomination of Board Members. Any member in good standing may nominate another member, or herself, for consideration as a Board member by notifying the chair of the nominating committee. The nominating committee shall consider all possible nominees and create a slate of nominated Board members. The chair of the nominating committee shall provide the slate to the secretary who will distribute it to the Board members at least seven (7) days prior to the Board meeting wherein she will present the slate for a vote. A majority of the Board is required to approve the slate. Absent Board members may appoint another Board member to serve as proxy for her by notifying the Board Chair before the meeting.

4.05. Election of Board Members. Once the slate has been approved and nominated by the Board, it will be sent to membership for vote as described in Article 3.02 Annual Meeting.

4.06. Vacancies. Any vacancy occurring on the Board, and any Board member position to be filled due to an increase in the number of Board members, shall be filled by the Board. A vacancy is filled by the affirmative vote of a majority of the remaining Board members, even if it is less than a quorum of the Board, or if it is a sole remaining Board member. A Board member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

4.07. Regular Board Meetings. The Board will hold regular meetings every month on the day and time agreed to by the Board at the first meeting of the Fiscal Year. The meetings will be posted on the website stating the time and place of such meetings. Unless designated otherwise, regular board meetings are open to all SoS members although only Board members may make motions and vote at Board meetings. The Chair may designate all or part of a Board meeting as closed or restricted to Board members only if the agenda contains items of a sensitive or confidential nature. The Chair may reschedule or cancel Board meetings subject to Article 4.08 Notice. A minimum of eight (8) regular Board meetings will be held annually.

4.08. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two Board members. A person or persons authorized to call special meetings of the Board may fix any place within Georgetown, Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Board members as required in the Bylaws.

4.09. Notice. Written, printed or electronic notice of any regular or special meeting of the Board shall be delivered to Board members not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

4.10. Quorum. A majority of the number of Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board members present may adjourn and reconvene the meeting one time without further notice.

4.11. Duties of Board Members. Board members shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of SoS as further defined by the SoS Board Member Agreement, signed by every Board member. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Board members, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning SoS or another person that were prepared or presented by a variety of persons, including officers and employees of SoS, professional advisors or experts such as accountants. A Board member is not relying in good faith if the Board member has knowledge concerning a matter in question that renders reliance unwarranted. Board members are not deemed to have the duties of trustees of a trust with respect to SoS or with respect to any property held or administered by SoS, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.12. Duty to Avoid Improper Distributions. Board members who vote for or assent to improper distributions are jointly and severally liable to SoS for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of SoS are not thereafter paid and discharged. Any distribution made when SoS is insolvent, other than in payment of corporate debts, or any distribution that would render SoS insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities is also

improper. Board members present at a Board meeting at which the improper action is taken are presumed to have assented unless they dissent in writing. The written dissent must be filed with the secretary before adjournment or mailed to the secretary by registered mail immediately after adjournment. A Board member is not liable if, in voting for or assenting to a distribution, the Board member (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers of SoS; legal counsel, public accountants, or other persons as to matters the Board member reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Board member is not a member; (2) while acting in good faith and with ordinary care, considers the assets of SoS to be at least that of their book value; or (3) in determining whether SoS made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Board members are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for SoS. Board members who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

4.13. Delegation of Duties. Committees will be established, and the Board shall delegate duties and responsibilities in accordance with Article 6 - COMMITTEES.

4.14. Interested Board members. Contracts or transactions between Board members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Board member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

4.15. Actions of Board. The Board shall try to act by consensus. However, the vote of a majority of Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the Bylaws. A Board member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board.

4.16 Proxies. A Board member may vote by proxy if executed in writing by the Board member. No proxy shall be valid after eleven (11) months from the date of its execution. A Board member's proxy shall not be counted for the purpose of establishing a quorum.

4.17. Ex Officio Members. On occasion, the Board may invite a member with particular expertise or perspective to attend Board meetings for a period of time. Such a member will be designated as an ex officio member of the Board. They may fully participate in Board meetings but shall not be entitled to vote unless duly elected as a Board member. All former officers and Board members of SoS shall be ex officio members of the Board.

4.18. Compensation of Board Members. Board Members shall not receive salaries for their services. However, the Board may adopt a resolution providing for payment of expenses to Board members for

attendance at meetings of the Board. A Board member may serve SoS in any other capacity and receive compensation for those services. Any compensation that SoS pays to a Board member shall be commensurate with the services performed and reasonable in amount.

4.19. Resignation of Board Members. Any Board member may resign by giving a written notice of such resignation to the Board Chair. Absence from three (3) regular Board meetings in a year, for which the Board member did not provide advance notification to the Chair of the reason for the absence, shall be deemed a resignation from the Board. The Chair shall notify the absentee Board member of the deemed resignation in writing and the place of the member shall be considered vacant.

4.20. Removal of Board Members. The Board may vote to remove a Board member at any time for good cause. Good cause for removal of a Board member shall include, but is not limited to, violation of the terms of the SoS Board Member Agreement or any provision of these Bylaws. A meeting to consider the removal of a Board member may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the Board member will be on the agenda and the notice shall state the possible cause for removal. The Board member shall have the right to present evidence at the meeting as to why she should not be removed, and the Board member shall have the right to be represented by an attorney, at her own expense, at and before the meeting. At the meeting, the Board shall consider possible arrangements for resolving the problems that are in the mutual interest of SoS and the Board member. A Board member may be removed by the affirmative vote of a majority of the Board.

ARTICLE 5 - OFFICERS

5.01. Officer Positions. The SoS Board officer positions consist of the Chair, the secretary, the incoming chair, the immediate past chair and the treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of Chair and secretary and Chair and treasurer.

5.02. Election of Officers.

The officers of SoS shall be elected by the vote of the membership as described in Article 3.02 Annual Meeting.

5.03. Removal of Officers.

Any officer may be removed by the Board in accordance with Article 4.20 Removal of Board Members.

5.04. Vacancies.

A vacancy in any officer position may be filled by the Board for the unexpired portion of the officer's term.

5.05. Chair. The Chair shall preside at all meetings of the members and of the Board. The Chair may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. However, the Chair may not execute instruments on behalf of SoS if this power is expressly delegated to another officer or agent of SoS by the Board, the Bylaws, or statute. The Chair shall perform other duties prescribed by the Board and all duties incident to the office of Chair. The Chair shall appoint

all committees with the advice and consent of a majority of the Board and the Chair shall be an Ex Officio member of every standing and ad hoc committee. All meetings of the Board and committees shall be conducted according to "Robert's Rules of Order".

Each Board Chair shall continue to serve on the Board for at least one (1) year after her term, so that her knowledge of the mission of SoS may be shared with the new members of the Board and the new Chair.

5.06. Incoming Chair. When the Chair is absent, is unable to act, or refuses to act, the incoming chair shall perform the duties of the Chair. When the incoming chair acts in place of the Chair, the incoming chair shall have all the powers of and be subject to all the restrictions upon the Chair. The incoming chair shall perform other duties as assigned by the Chair or Board. At the end of the Chair's term, the incoming chair shall succeed to the position of Board Chair for the following term.

5.07. Immediate Past Chair. The immediate past chair continues to serve on the Board and is available to the Chair. When the immediate past chair acts in place of the Chair, the immediate past chair shall have all the powers of and be subject to all the restrictions upon the Chair. The immediate past chair shall perform other duties as assigned by the Board. The immediate past chair serves as chair of the nominating committee.

5.08 Treasurer. The treasurer is also the chair of the finance committee and shall:

- a. Review all financial reports to ensure appropriate collection and accounting of all donations received by and expended for the use of SoS;
- b. Track income and expenditures against the SoS accounts to the Board at each meeting or whenever required by the Board;
- c. Be responsible for the annual IRS return filings and every 4 year state filings prompted by SoS nonprofit corporation status; and
- d. Perform other duties as assigned by the Chair or by the Board.

5.09. Secretary. The secretary shall:

- a. Give all notices as provided in the Bylaws or as required by law;
- b. Take minutes of the meetings of the members and of the Board and keep the minutes as part of SoS' records. The secretary has the authority to certify any records or minutes or copies of any records or minutes, as the official records or minutes of SoS, including those of the Board or other committees;
- c. Maintain custody of SoS' records;
- d. Keep a register of the mailing address of each member, director, officer, and employee of SoS; and
- e. Perform duties as assigned by the Chair or by the Board.

ARTICLE 6 - COMMITTEES

6.01. Establishment of Committees. Committee chairs will be nominated and approved in accordance with Article 4.04 Nomination of Board Members. The Board delegates authority to the committee chair as set forth in Article 4.01 Governance. Committees may include persons who are not Board members. The Board may establish qualifications for membership on a committee. The establishment of a

committee or the delegation of authority to it shall not relieve the Board, or any individual Board member, of any responsibility imposed by the Bylaws or otherwise imposed by law.

No committee shall have the authority of the Board to:

- a. Amend the articles of incorporation.
- b. Adopt a plan of merger or a plan of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of SoS.
- d. Authorize the voluntary dissolution of SoS.
- e. Revoke proceedings for the voluntary dissolution of SoS.
- f. Adopt a plan for the distribution of the assets of SoS.
- g. Amend, alter, or repeal the Bylaws.
- h. Approve any transaction to which SoS is a party and that involves a potential conflict of interest as defined in Article 8.04 Potential Conflicts of Interest.
- i. Take any action outside the scope of authority delegated to it by the Board.
- j. Take final action on a matter that requires the approval of the members.

6.02. Authorization of Specific Committees. There shall be at a minimum the following standing committees:

- a. **Membership committee.** The membership committee is responsible to secure the current and future years' membership of SoS.
- b. **Communications committee.** The communications committee ensures that all information, both internal and external, is in keeping with SoS' mission and goals. This committee monitors and maintains the website, e-mail, social media, CRM and data base platforms.
- c. **Grants committee.** The grants committee is responsible for a fair, objective and effective process for awarding grant funds to nonprofit organizations through SoS.
- d. **Events committee.** The events committee is responsible for the planning and implementation of all events established and scheduled by the Board to ensure that all events are within budget.
- e. **Nominating committee.** The nominating committee identifies prospective Board members and officers and presents a slate of the proposed Board membership for the year.
- f. **Compliance committee.** The compliance committee ensures contract compliance and creates a communication link with grantees.
- g. **Finance committee.** The finance committee oversees the SoS accounts, recommends and oversees the SoS operations budget and makes all IRS and state filings.
- h. **Governance committee.** The Governance committee is responsible for (1) ensuring that the Board and its committees are operating efficiently and effectively, (2) determining the efficacy of the strategic plan, policies, procedures and charters and (3) recommending changes to the Bylaws for Board and membership approval.
- i. **Executive committee.** The executive committee shall consist of the officers plus two additional Board members to be selected by majority vote of the Board. The Board chair serves as the executive committee chair. The executive committee shall exercise all powers of the Board between meetings of the Board. All proceedings of the executive committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.

On occasion, the Chair shall appoint ad hoc committees and the Board must adopt a resolution consenting to this appointment. The appointment will define the ad hoc committee chair, the charter, and responsibilities together with the estimated tenure of the ad hoc committee.

6.03. Committee Chairs. The committee chair shall call and preside at all meetings of the committee. The committee chair shall deliver a committee report to the Board at Board meetings or as otherwise requested by the Board.

6.04 Committee Chair Adjuncts. The Board may identify an adjunct to the committee chair based on the needs of the committee, the experience of the committee chairs and any other factors. The forms of adjuncts are:

- a. **Vice-committee chair.** The vice-committee chair is designated as immediately subordinate to the committee chair. When the committee chair is absent, is unable to act, or refuses to act, the vice-committee chair shall perform the duties of the committee chair. When a vice-committee chair acts in place of the committee chair, the vice-committee chair shall have all the powers of and be subject to all the restrictions upon the committee chair.
- b. **Co-committee chairs.** Co-committee chairs may be designated when two or more members are jointly responsible for operations of the committee. The co-committee chairs share the duties of the committee and may divide the performance of duties among them. When one co-committee chair is absent, is unable to act, or refuses to act, the other co-committee chair shall perform all of the committee duties.
- c. **Incoming committee chair.** The incoming committee chair serves as a vice-committee chair and at the end of the committee chair's term, the incoming chair shall succeed to the position of committee chair for the following term.

6.05 Term of Office. Each member of a committee shall continue to serve on the committee until the end of the year as defined in Article 1.03 Fiscal Year and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term. A committee member may be appointed to serve successive terms by the committee chair in accordance with Article 6.01 Establishment of Committees.

6.06. Notice of Meetings. Written, printed or electronic notice of a committee meeting shall be delivered to each member of the committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. The meetings will be posted on the website stating the time and place of such meetings

6.07. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to

constitute a quorum. If a quorum is present at no time during a meeting, the committee chair may adjourn and reconvene the meeting one time without further notice.

6.08. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.09. Proxies. A committee member may vote by proxy if executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution. A committee member's proxy shall not be counted for the purpose of establishing a quorum.

6.10. Compensation. Committee members shall not receive salaries for their services. The Board may adopt a resolution providing for payment of the expenses of committee members for attendance at each meeting of the committee. A committee member may serve SoS in any other capacity and receive compensation for those services. Any compensation that SoS pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

6.11. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws, with rules adopted by the Board, or with "Robert's Rules of Order".

ARTICLE 7 – TRANSACTIONS OF SOS

7.01. Contracts. The Board may authorize any officer or agent of SoS to enter into a contract or execute and deliver any instrument in the name of and on behalf of SoS. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All membership contributions shall be deposited into banks, trust companies, or other depositories that the Board approves.

7.03. Gifts. Gifts may be accepted by SoS. Gifts can be specified for general purposes or special purposes. All gifts shall be made payable as specified in Article 2.03 Methods of Payment.

The Board may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining SoS' federal and state tax status.

7.04. Potential Conflicts of Interest. SoS shall not make any loan to a Board member or officer of SoS. A member, Board member, officer, or committee member of SoS may lend money to and otherwise transact business with SoS except as otherwise provided by the Bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with SoS has the same rights and obligations relating to those matters as other persons transacting business with SoS. SoS shall not borrow money from, or otherwise transact business with, a member, Board member, officer, or committee member of SoS unless the transaction is described fully in a legally binding instrument and is in the best interests of SoS. SoS shall not borrow money from or otherwise transact business with a member, Board member, officer, or committee member of SoS without full disclosure of all relevant facts and without the approval of the Board including the vote of any person having a personal interest in the transaction.

A member, Board member, officer or committee member who has a connection or other close tie to a nonprofit, grant applicant or actual grantee or otherwise feels that for any reason she cannot maintain objectivity, shall immediately notify the Board chair or committee chair, followed up in writing, of the possibility of a conflict of interest and recuse herself from discussions, grant application scoring and Board votes about the nonprofit, grant applicant or actual grantee. Failure to disclose the possibility of a potential conflict of interest may result in the member, Board member, officer or committee member being dismissed from service by a majority vote of the Board.

7.05. Prohibited Acts. As long as SoS is in existence, and except with the prior approval of the Board or the members, no member, Board member, officer, or committee member of SoS shall:

- a. Do any act in violation of the Bylaws or a binding obligation of SoS;
- b. Do any act with the intention of harming SoS or any of its operations;
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of SoS;
- d. Receive an improper personal benefit from the operation of SoS;
- e. Use the assets of SoS, directly or indirectly, for any purpose other than carrying on the business of SoS;
- f. Wrongfully transfer or dispose of SoS property, including intangible property such as good will;
- g. Use the name of SoS (or any substantially similar name) or any trademark or trade name adopted by SoS, except on behalf of SoS in the ordinary course of SoS' business; and.
- h. Disclose any of SoS' business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 - BOOKS AND RECORDS

8.01. Required Books and Records. SoS shall keep correct and complete books and records of account. SoS' books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to SoS, 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 the Bylaws, and any amended versions or amendments to the Bylaws;
- c. Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board;
- d. A list of the names and addresses of the members, Board members, officers, and any committee members of SoS;
- e. A financial statement showing the assets, liabilities, and net worth of SoS at the end of the three (3) most recent Fiscal Years;
- f. A financial statement showing the income and expenses of SoS for the three (3) most recent Fiscal Years;
- g. All rulings, letters, and other documents relating to SoS' federal, state, and local tax status; and
- h. SoS' federal, state, and local information or income tax returns for each of SoS' three (3) most recent tax years.

8.02. Inspection and Copying. Any member, Board member, officer, or committee member of SoS may inspect and receive copies of all books and records of SoS required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in SoS and if the person submits a request in writing. Any person entitled to inspect and copy SoS' books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect SoS' books and records may do so at a reasonable time no later than five working days after SoS' receipt of a proper written request. The Board may require that persons inspecting or receiving copies execute a nondisclosure agreement and may establish reasonable fees for copying SoS' books and records by members. The fees may cover the cost of materials and labor, but may not exceed \$1.00 per page. SoS shall provide requested copies of books or records no later than five (5) working days after SoS' receipt of a proper written request.

8.03. Audits. Any member shall have the right to have an audit conducted of SoS' books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject SoS to an audit more than once in any fiscal year. SoS may require that the member and the accounting firm conducting the audit execute a nondisclosure agreement.

ARTICLE 9 - INDEMNIFICATION

9.01. When Indemnification is Required, Permitted, and Prohibited.

- a. SoS shall indemnify a Board member, committee member, employee, or agent of SoS who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in SoS. For the purposes of this article, an agent includes one who is or was serving at the request of SoS as a Board member, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, SoS shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in SoS' best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. SoS shall not indemnify a person who is found liable to SoS or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- b. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by SoS.
- c. SoS shall pay or reimburse expenses incurred by a Board member, member, committee member, employee, or agent of SoS in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting SoS when the person is not a named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this paragraph, SoS may indemnify Board member, member, committee member, employee, or agent of SoS to the extent permitted by

law. However, SoS shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article 9.01a, above.

- e. Before the final disposition of a proceeding, SoS may pay indemnification expenses permitted by the Bylaws and authorized by SoS. However, SoS shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in any proceeding brought by SoS or one or more members, or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- f. If SoS may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of SoS, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02. Procedures Relating to Indemnification Payments

- a. Before SoS may pay any indemnification expenses (including attorney's fees), SoS shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Article 9.02c, below. SoS may make these determinations and decisions by any one of the following procedures:
 - (i) Majority vote of a quorum consisting of Board members who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Board members, consisting solely of two or more Board members who at the time of the vote are not named defendants or respondents in the proceeding.
 - (iii) Determination by special legal counsel selected by the Board by vote as provided in Article 9.02a(i) or 9.02a(ii) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board members.
 - (iv) Majority vote of members, excluding Board members who are named defendants or respondents in the proceeding.
- b. SoS shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Article 9.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the Bylaws, or a resolution of members or the Board that requires the indemnification permitted by Article 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. SoS shall pay indemnification expenses before final disposition of a proceeding only after SoS determines that the facts then known would not preclude indemnification and SoS receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and

authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Article 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by SoS if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured, and it may be accepted without reference to financial ability to make repayment.

- d. Any indemnification or advance of expenses shall be reported in writing to the members of SoS. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 10 - NOTICES

10.01. Notice by E-Mail, Facsimile, or Mail. Any notice required or permitted by the Bylaws to be given to a member, Board member, officer, or member of a committee of SoS may be given by e-mail, facsimile, or mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of SoS, with postage prepaid. A person may change his or her address by giving written notice to the secretary of SoS.

10.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

10.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 11 - SPECIAL PROCEDURES CONCERNING MEETINGS

11.01. Meeting by Telephone / Video Conference. The members, Board, and any committee of SoS may hold a meeting by telephone conference or by video conference in which all persons participating in the meeting can hear each other. The notice of such a meeting must state the fact that the meeting will be held by telephone conference or video conference, provide directions to access the conference as well as provide all other matters required to be included in the notice. Participation of a person in such a conference constitutes presence of that person at the meeting.

11.02. Decision without Meeting. Any decision required or permitted to be made at a meeting of the members, Board, or any committee of SoS may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in SoS' minute book and kept with SoS' records.

11.03. Action by Non-unanimous Written Consent. In accordance with the articles of incorporation, action may be taken by use of signed written consents by the number of members, Board members, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of the person signing it. A consent signed by less than all of members, Board members, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to SoS within sixty (60) days after the date of the earliest dated consent delivered to SoS. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to SoS' registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to SoS' principal place of business, the consent must be addressed to the Chair or principal executive officer. SoS will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been followed. An e-mail, facsimile or similar transmission by a member, Board member, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, is to be regarded as being signed by the member, Board member, or committee member.

ARTICLE 12 - AMENDMENTS TO BYLAWS

The power to alter, amend or repeal these Bylaws will be initiated by the Board and will require the approval by simple majority of SoS members. The notice of any Board meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. After Board approval, the Chair shall provide notice to membership of Bylaw alterations, amendments or repeals together with text of existing provisions proposed to be altered, amended, or repealed, no later than thirty (30) days prior to the annual meeting. Members will vote for Bylaw changes by e-ballot by the date specified in the notice and will be decided by majority vote of the membership. After the date specified in the notice, the absence of a vote by a member will be considered an affirmative vote for the Bylaws. Alternatively, the notice to the Board or membership may include a fair summary of those provisions.

ARTICLE 13 - MISCELLANEOUS PROVISIONS

13.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended' from time to time.

13.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.04. Gender. Wherever the context requires, all words in the Bylaws in a gender shall be deemed to include the all or neuter gender, all singular words shall include the plural and all plural words shall include the singular.

13.05. Seal. The Board may provide for a corporate seal.

13.06. Execution of Corporation Instruments. A person may execute any instrument related to SoS by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of SoS to be kept with SoS records.

13.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the members, Board members, committee members, employees, and agents of SoS and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF CHAIR AND SECRETARY

We certify that we are the duly elected and acting Chair and secretary of SoS and that the foregoing Bylaws constitute the Bylaws of SoS. These Bylaws were duly adopted at a meeting of the Board held on March 25, 2021.

DATED: _____

Karron Wilson
Chair of SoS

Janelle McNeill
Secretary of SoS

The signed copy is filed at Seeds of Strength.