

Bylaws of Friends of Elder Citizens

ARTICLE I

1.01 The name of the Corporation shall be the Friends of Elder Citizens, hereinafter sometimes referred to as the Friends of Elder Citizens or "the Corporation."

ARTICLE II

PURPOSES

The Friends of Elder Citizens (FOEC) is a nonprofit organization providing nutritional, social and transportation services to qualified individuals in Jackson and Matagorda Counties, Texas.

ARTICLE III

OFFICES

Principal Office

3.01 The principal office of the Corporation shall be located in Palacios, Texas. The Friends of Elder Citizens (FOEC) may have such other offices, within or without the state of Texas, as the Board of Directors may determine or as the affairs of Corporation may require.

Registered Office and Registered Agent

3.02 The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agency whose office is identical with such registered office, as required by the State of Texas Nonprofit Corporation Act. The Friends of Elder Citizens shall be charitable and educational in nature. 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.

ARTICLE IV

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of the State of Texas and may not be an employee of the Corporation. At least three-fourths (3/4) of the total number of Board Directors must be residents of either Jackson or Matagorda Counties. The role of the Board of Directors is to govern by policy, prepare for the

future through strategic planning, monitor results by evaluation and volunteer when requested to do so.

Number and Tenure

4.02 The number of Directors shall not exceed nine (9) and be no less than five (5). Each Director shall hold office for two (2) years. The Board Director year is the same as the corporation's fiscal year (October-September).

Qualifications

4.03 Membership on the Board shall be open to all individuals who are recommended by the Nominating Committee and approved by the Board of Directors. Resume or Vitae and a Board of Director application of the nominated candidate shall be submitted to the Executive Director who will provide said documents to the Board of Directors at a regularly scheduled Board meeting. A vote to accept or deny the candidate shall be conducted at the following regularly scheduled meeting allowing the Nominating Committee to vet the candidate and prepare to make a motion to accept or deny to the Board of Directors.

Regular Meetings

4.04 A regular monthly meeting of the Board of Directors shall be held at a time and place to be decided by the Board of Directors. Regular meetings will be held at one of the Corporation's locations or at a location decided upon at the previous Board meeting.

4.05 Notice will be given by email to each Director five (5) days prior to the meeting. The notice will be sent by the Executive Director who will include an attachment of a copy of the minutes from the previous meeting along with the minutes from the previous Executive committee. Minutes from each meeting will also be distributed by email to each Board Member within three (3) working days after said meeting.

Election of New Directors and Officers

4.06 The Nominating Committee shall nominate officers to the Board of Directors at the August Board meeting. The Board of Directors will vote on the nominated candidates by paper ballot at the September Board meeting. The paper ballot will be prepared by the Board Secretary. Officers' terms begin at the October Board meeting.

Special Meetings

4.07 Special meetings of the Board of Directors may be called by or at the request of the

member of the Executive Committee or Executive Director. The business to be transacted at and the purpose of the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business may be transacted at said special meeting.

Notice of Special Meetings

4.08 Notice of any special meetings of the Board of Directors shall be given not less than two (2) or more than five (5) days' notice before the meeting. Notice will be given by email to each Director at her/his email address as shown by the records of the Corporation. Notice may be sent by the Executive Director.

Quorum

4.09 More than fifty (50%) percent of the total number of current Board Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than fifty (50%) percent of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice or may conduct the meeting and table all action items or may include a Director who participates remotely in the meeting by phone or internet video.

Manner of Acting

4.10 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Compensation

4.12 Directors, as such, shall not receive any salaries for their services.

Procedure

4.13 An appointed FOEC staff member shall keep regular minutes of its proceedings. These minutes shall be reviewed, edited and signed by the Board Secretary.

Removal

4.14 Board Directors are required to attend 66% of scheduled Board meetings in the fiscal year. Absence in excess of 66% during the fiscal year is equivalent to resignation from the Board. Confirmation of such absences and subsequent removal shall be mailed to the Director by the Secretary. Any director may be removed by a two-thirds (2/3) vote of a quorum of the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation would be served. Notice of removal shall be given in writing via US mail to the Director by the Secretary

no more than 10 days subsequent to such action.

ARTICLE V **OFFICERS**

The Officers of the Board of Directors

5.01 The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer.

Election and Term of Office

5.02 A slate of officers shall be recommended by the Nominating Committee at the August meeting of the Board of Directors. Elections shall take place at the September meeting and additional nominations may be made from the floor at the time of the election. Each nominee must have served as a Director for a period of six (6) months. All officers shall be elected for a one-year term to begin at the October Board of Directors meeting.

Officers shall hold office for one (1) year, and may be re-elected for one (1) additional term as an Officer.

5.03 Any officer may be removed by a two-thirds (2/3) vote of a quorum of the Board of Directors whenever in the Board's judgment deems the best interests of the Corporation would be served. Notice of removal shall be given in writing by US mail to the officer by the Secretary no more than ten (10) days subsequent to such action.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. The Nominating Committee shall recommend a successor.

President

5.05 The President shall serve as President of the Board of Directors and Chair of the Executive Committee. She/he shall preside at meetings of the Board of Directors and the Executive Committee. The President will appoint the Chair of all Committees except the Nominating Committee (see 5.07). She/he shall have such powers and/or perform such duties as are vested in her/him by these Bylaws.

Vice President

5.07 The Vice President, Chair of the Nominating Committee, shall preside at meetings of the

Board of Directors in the absence of the President. She/he shall have such powers and/or perform such duties as are vested in her/him by these Bylaws.

Secretary

5.10 The Secretary shall keep or appoint staff to keep a record of attendance and the minutes of all Board of Directors and Executive Committee meetings; keep a register of the post office address of each member which shall be furnished to the Secretary by each member and, in general, perform all duties incident to the office of Secretary.

Treasurer

The Treasurer will present appropriate financial reports at the Board of Directors and Executive Committee meetings that are provided by the Corporation's financial staff and/or service representatives.

ARTICLE VI

EXECUTIVE COMMITTEE

Designation

6.01 There shall be an Executive Committee of the Board of Directors.

Number and Qualification

6.02 The Executive Committee shall consist of the President, the Vice President, Secretary and the Treasurer.

Authority

6.03 The Executive Committee may act for the Board of Directors between meetings of the Board, within the policies established by the Board and with such additional authority as may be delegated by the Board of Directors. The Executive Committee shall be responsible for extensive review of the financial reports, review of staff recommendations pertaining to the development of the annual budget, and will determine the annual compensation/bonus of the Executive Director. All decisions will be reported at the Board of Directors meeting in the Executive Committee minutes. The Executive Committee will make its recommendation on actionable items to the Board of Directors as motions requiring a Board vote. The Executive Committee will be the Board's liaison to the Executive Director.

Meetings

6.04 The Executive Committee shall meet monthly, at least one week prior to the next regularly scheduled Board meeting, at a time and a place to be determined by the Executive Committee.

Quorum Majority Vote, Procedure

6.05 A majority of members of the Treasurer Committee shall be required for transaction of business at any meeting of the Executive Committee. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting without notice, other than an announcement at the meeting, to be reconvened when a quorum is present. The Executive Committee shall keep regular minutes of its proceedings that shall be provided as a report to the next regularly scheduled Board meeting.

ARTICLE VII

STANDING COMMITTEES

Standing Committee: Nominating

7.01 The Nominating Committee shall each consist of the Vice President of the Board of Directors as Committee chair and one (1) Board Director and one (1) individual from Jackson County and one (1) individual from Matagorda County. The Committee will meet at least annually prior to the August meeting and additionally as necessary to vet candidates filling Board vacancies.

Nominated candidates to fill Board seats will provide a resume (if available) and a completed Board Candidate Application to the Executive Director. The Executive Director will provide the documents to the Nominating Committee for vetting. Vetting will include calling references provided on the candidate's application.

Candidates' resumes and applications will be provided to the Board of Directors for review at a regularly scheduled meeting where the Nominating Chair will make a recommendation to the Board to accept particular candidates. Candidates will be approved or denied by a majority vote of the Board of Directors at the next regularly scheduled meeting.

Standing Committee: Fundraising

The Fundraising Committee shall each consist of two Board of Directors who will co-chair the Committee, along with individuals (e.g., volunteers and clients) from Jackson and Matagorda Counties.

The Fundraising Committee will plan and execute one major fundraiser to benefit the Corporation each year. Proceeds from the event will cover event expenses with a maximum of twenty-five percent (25%) of the proceeds designated to underwrite expenses of subsequent annual fundraisers and the remaining funds designated to the Corporation's general fund.

Fundraising Committee members will represent the Corporation by delivering solicitation packages/letters provided by the Executive Director to designated for-profit Corporations located in Matagorda and Jackson counties.

Special Committees

7.02 Each Committee shall consist of at least one (1) Director and two (2) individuals from Jackson or Matagorda Counties. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint additional standing and/or special Committees, to the extent provided in said resolution, which shall have and exercise the authority of the Board of Directors in the management of the Corporation. The President shall appoint the chair of each Special Committee.

Term of Office

7.03 Each member of a Committee shall serve a two (2) year term, or will continue to serve on the Committee until the Committee's work is completed.

Vacancies

7.04 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.

Quorum

7.05 Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and decisions made at meetings that a majority of the members are present shall be the act of the Committee. Each Committee will provide a written report to be presented to the Board at the next regularly scheduled meeting.

Rules and Functions

7.06 Each Committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors. Each Committee shall formulate a statement of its function that shall be submitted to the Board of Directors for approval.

ARTICLE VIII

STAFF

Employment

8.01 Professional, clerical and maintenance staff are employed in accordance with the provisions of these Bylaws and in accordance with the personnel policies established by the Board of Directors.

Executive Director

8.02 The Executive Director manages day-to-day operations of the organization by implementing Board policy within the financial restrictions provided by the budget including Human Resource management (both staff and volunteer), facilities management and oversight of all programs.

The Executive Director will attend and may participate in discussion in all meetings of the Board of Directors and the Executive Committee, except when matters of her/his own employment are under consideration and the Board is in Executive Session. The Executive Director may attend and participate in all meetings of standing and special Committees.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts and Grant Applications

9.01 All contracts should be presented to the Board of Directors by the Executive Director for approval to sign.

Unless a contract is submitted for signature without ample time for Board review, the Board of Directors may authorize the Board President of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

In the case of absence of the Board President, or in the case of a required Executive Director signature or in the case of recurring/renewing contracts, the Board authorizes the Executive Director to sign those contracts.

Checks and Drafts

9.02 All checks, drafts or orders for the payment of money or other evidence of indebtedness issued in the name of the Corporation shall be approved of and co-signed by two persons. Those persons authorized to sign checks are the Executive Director and designated members of the Executive Committee. A member of the Executive Committee must sign any check for an amount equal to or exceeding \$5,000.00.

Deposits

9.03 All funds of the Corporation shall be timely deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Solicitation of Funds Withstanding the Annual Fundraiser

9.04 All voluntary or in-house solicitation of funds to benefit the Corporation must be coordinated with the Executive Director who will report all fundraising endeavors to the Board of Directors.

ARTICLE X

BOOKS AND RECORDS

Fiscal Year

10.01 The fiscal year of the Corporation shall begin on October 1 and end on September 30. An audit of the books and records of the Corporation and an IRS 990 report shall be prepared annually. The audit report and IRS 990 report shall be presented to the Board of Directors for review within thirty (30) days of their completion.

Books and Records

10.02 The Corporation shall keep correct books and records of accounts, records of attendance, and the minutes of the proceedings of the Board of Director and Executive Committee meetings. The Corporation shall keep an accurate record of the names and addresses of the Board of Directors.

ARTICLE XI
CONFLICT OF INTEREST

Purpose

The purpose of the conflict of interest policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Definitions

1. Interested Person

Any director, principal officer or member of a Committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or Committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of Committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or Committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all Committees with board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation
- c. A voting member of the governing board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Annual Statements

Each director, principal officer and member of a Committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Corporation operates in a manner consistent with its charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and service, further charitable purpose(s) and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews, the CORPORATION may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XII

AMENDMENT TO THE BYLAWS OF THE CORPORATION

12.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any called meeting of the Board of Directors, if at least five (5) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of this Corporation, 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.

Having repealed all previous Bylaws, these bylaws were adopted by a majority of the Board of Directors on __August 15, 2022_____.

Signed,

Emily Garcia, Secretary
Cythia Garrett, Treasurer
Markus Sandy, Vice-President
David King, President

Approved 2022-09-26