

***Bylaws***  
**of**  
**E4 Youth, Incorporated**  
As adopted by the Board of Directors on July 28, 2015

These bylaws constitute the code of rules adopted by E4 Youth, Incorporated (hereafter “the Corporation”) for the regulation and management of its affairs. E4 Youth, Incorporated is a nonprofit corporation organized under the Texas Business Organization Code (referred to as the “Code”).

**ARTICLE 1**  
**Registered Office and Registered Agent**

**Registered Office and Registered Agent** - The Corporation shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Partnership’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2**  
**Purpose**

As set out in the Corporation’s Certificate of Formation: This Corporation is organized pursuant to the Texas Business Organizations Code. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501 (c) (3), and the Texas Tax Code, Section 11.18, and consist of the following:

- (a) Provide support and training for parents, educators and institutions serving youth and young adults;
- (b) Provide career exposure, capacity building and employment opportunities for youth and young adults; and
- (c) Provide employers with opportunities to empower, educate and employ youth and young adults.

**ARTICLE 3**  
**Board of Directors**

- (1) **Powers** - The Board of Directors (“Directors”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.
- (2) **Qualifications** – Directorships shall not be denied to any person on the basis of race, creed, sex, sexual preference, or national origin.
- (3) **Number and Classes of Directors** - The Board of Directors will be comprised of no less than three (3) members. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three (3) Directors.

- (4) **Term of Directors** - Directors shall serve terms of 3 years. A Director may succeed him/herself without limit.
- (5) **Staggered Terms** - There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year. Initially, one-third of the Directors shall be elected for a one-year term, one-third for a two-year term, and one-third for a three-year term. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year or two-year term), shall be considered to have served a full three-year term.
- (6) **Election of Directors** - Elections for Directors filling expired terms shall be held at the Annual Meeting of the Board which shall be the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall end his or her term at the same time as the person s/he replaced.
- (7) **Attendance:** Directors are expected to attend at least 75% of Board meetings. Any Director not present or participating by electronic means at 75% of the Board in a fiscal year shall be deemed to have resigned unless the Board excuses the absences by a majority vote.
- (8) **Resignation** - Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- (9) **Removal** - Any Director may be removed without cause, at any time, by a majority vote of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (10) **Vacancies** - Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical.
- (11) **Compensation** - Directors and Officers shall not receive any salaries or other compensation for their services as Board members or Officers. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director or Officer. Board members may, however, be reimbursed for actual expenses incurred in fulfilling their Board responsibilities. Such payment shall be defined by a policy adopted by the Board.

#### **ARTICLE 4**

##### **Board of Directors Meetings**

- (1) **Place of Board Meetings** - Regular and Special Meetings of the Board of Directors will be held at any place that the majority of the Board may designate.
- (2) **Regular and Special Meetings** - Regular meetings of the Board of Directors shall be quarterly or more often if deemed necessary by the Board. Special Meetings may be called by the President or any two Directors.
- (3) **Annual Meeting** - The Annual Meeting of the Board of Directors shall be held at the last Board meeting of the fiscal year, at which time Directors and Officers shall be elected, the annual

budget adopted, and actions taken on other transactions that may properly come before the Board.

- (4) **Notice of Board Meetings** - The minutes of the prior regular meeting and an agenda for the forthcoming meeting, its date, time and location shall be provided at least 5 days prior to the meeting. Notification can be by US Mail, telephone, fax or email. Said meetings are set by the President with Board approval.
- (5) **Notice of Special Meetings** - Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 3 days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 5-day written notice by mail or facsimile shall be required specifying the proposed amendment.
- (6) **Action Without In-Person Meeting; Electronic Voting and Telephone Meetings**-Any action required or permitted to be taken at an in-person meeting of the Board of Directors or members of any committee designated by the Board of Directors may be taken without an in-person meeting by either electronic or email vote, as long as a majority of the Board members involved in the meeting consent to this form of vote and a quorum of the Board required to vote participates in the vote in person, by email or by telephone. The results of such a vote or action shall have the same force and effect as if the vote had taken place at an in-person meeting of the Board. Members of the Board of Directors, as well as members of any Board designated committee may participate in and hold a meeting by means of telephone conference or similar communications equipment as long as all persons participating in the meeting can hear each other and fully participate in all relevant discussions. Participation in such a telephone conference meeting shall constitute presence in person at such meeting, except where a person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- (7) **Waiver of Notice** - Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
- (8) **Quorum** - A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.
- (9) **Meetings by Remote Communications Technology** – A meeting of the board of directors of this corporation, or any committee designated by the board of directors of this corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.
- (10) **Duties of Directors** - A director shall discharge the director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the Corporation and in any other manner as set forth in the Code, as amended.
- (11) **Proxy** – Proxies shall not be allowed.

- (12) **Records-** Every director shall have the absolute right, at any reasonable time and place, to inspect and copy all books, records and documents

## **ARTICLE 5**

### **Officers**

- (1) **Roster of Officers** - The Corporation shall have a President, Vice-President, Secretary, and Treasurer, and such other officers as may be elected by the Board from amongst its members. As members of the Board of Directors, Officers shall be governed by all portions of these bylaws which relate to Board members. One person may hold two or more offices, except those serving as President or Secretary must be different persons. All Officers shall perform the duties prescribed in these bylaws and/or by the parliamentary authority adopted.
- (2) **Election, Removal and Term of Office** - Officers shall serve a term of one (1) year. An Officer may succeed him/herself for only two consecutive terms. After serving two consecutive terms, a Director must vacate his or her position for at least one year before seeking re-election to another term. S/he may be elected to a different Officer role.
- (3) **Vacancies** - If a vacancy occurs during the term of office for any elected officer, for whatever reason, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical by majority vote of Directors present.
- (4) **President** – The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control. S/he shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws. The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.
- (5) **Vice-President** – The Vice-President will perform such duties as assigned by the Board and shall assist the President in fulfilling his/her responsibilities. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.
- (6) **Secretary** - The Secretary will be responsible for performing, or overseeing the performance of, all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. S/he shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation; shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation; shall keep a record of the names and addresses of the Directors at the principal office of the Corporation; shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation; shall keep a record of all votes cast in such elections; ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours; shall see that all notices are duly given in accordance with these bylaws or as required by law; shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

- (7) **Treasurer** - The Treasurer will be responsible for performing, or overseeing the performance of, the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors. S/he and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement. S/he shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation. S/he shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make available at the request of any Director or member of the public those documents required by law or regulation, during regular business hours for inspection.

## **ARTICLE 6 Committees**

- (1) The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with this Certificate of Formation and these bylaws.
- (2) The Chair of each committee shall be a member of the board.
- (3) Committee members will be appointed by the President with the advice and counsel of the Board. Their terms shall be as determined by the board based on the charge given to each committee.
- (4) Committees will make recommendations to the Board of Directors and execute such plans as approved by the Board. They shall report their findings and recommendations directly to the President and provide progress reports for Board of Directors Meetings.

## **ARTICLE 7 Code of Ethics**

The Corporation and its Directors and Employees will comply with the following Code in all of their actions. As long as the Corporation is in existence, no director, officer or employee of the Corporation shall:

- (a) do any act in violation of these Bylaws or a binding obligation of the Corporation;
- (b) do any act with the intention of harming the Corporation or any of its operations;
- (c) do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- (d) receive an improper personal benefit from the operation of the Corporation;

- (e) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; and
- (g) use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's mission.

In addition, if any Board member, Officer or staff member shall be legally charged with any act that may serve as a source of embarrassment or to negatively affect the credibility and legitimacy of the Corporation, s/he shall be temporarily removed from the Board and/ or from his or her position within the Corporation, until such time as such charges or allegations are resolved. During such a sabbatical, s/he shall not be considered a member of the Board for the purposes of a quorum, though such time shall be considered as if served for the purposes of determining the completion of his or her term.

## **ARTICLE 8 Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by *Robert's Rules of Parliamentary Procedure* unless otherwise provided for by the Board.

## **ARTICLE 9 Executive Director/ CEO**

The Board of Directors may, upon resolution, appoint an Executive Director/CEO to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

The Executive Director/ CEO may be compensated as shall be determined by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director/ CEO shall supervise, direct, and manage the business of the Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director/ CEO may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. The Executive Director/ CEO shall generally be expected to attend all meetings of the Board of Directors.

## **ARTICLE 10 Indemnification**

- (1) **Insurance** - The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.
- (2) **Indemnification** - To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or

in connection with any appearance therein.

- (3) **Limits on Indemnification** - Notwithstanding the above, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

## **ARTICLE 11 Operations**

- (1) **Execution of Documents** - Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President, Treasurer or Executive Director (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed must be approved by a resolution of the Board of Directors and shall be signed by the President.
- (2) **Disbursement of Funds** - Financial transactions of over \$2,500 which are not included in the annual budget shall require majority approval of the Board of Directors. In all other transactions, the President, Treasurer and Executive Director/ CEO may dispense with the funds of the Corporation in accordance with expenditures approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$500 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two individuals as authorized by Board resolution. For purposes of this clause, "signature" shall include electronic approval. Unless otherwise determined by the Board, the President, Executive Director/ CEO and Treasurer shall have such signature authority.
- (3) **Procurement Policy** - The Corporation shall adopt and abide by a procurement policy which shall be an addendum to these bylaws.
- (4) **Whistleblower Policy** - The Corporation shall adopt and abide by a whistleblower policy which shall be an addendum to these bylaws.
- (5) **Document Retention and Destruction Policy** - The Corporation shall adopt and abide by a document destruction and retention policy which shall be an addendum to these bylaws.
- (6) **Records** - The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.
- (5) **Inspection of Books and Records** - All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The Corporation shall keep correct and complete books and records of account.
- (6) **Deposits** - All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.
- (7) **Loans** - The Corporation will make no loans to any of its employees, Directors or Officers.
- (8) **Fiscal Year** - The fiscal year of the Corporation shall be January 1 through December 31.

## **ARTICLE 12**

### **Conflicts of Interest**

- (1) The purpose of the conflict of interest policy is to protect this tax-exempt organization's 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 organizations.
- (2) Definitions:
  - (a) **Interested Persons** - 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.
  - (b) **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (3) 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. 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.
- (3) **Procedures:**
  - (a) **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;
  - (b) **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.
  - (c) **Procedures for Addressing the Conflict of Interest**
    1. 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;
    2. 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;
    3. 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;



4. 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.

(d) **Violations of the Conflicts of Interest Policy:**

1. 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.
2. 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.

- (4) **Records of Proceedings** - The minutes of the governing board and all committees with board delegated powers shall contain: (1) 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 board's or committee's decision as to whether a conflict of interest in fact existed; (2) 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.

(5) **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) No 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.

- (6) **Annual Statements** - Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which 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.

- (7) **Periodic Reviews** - To ensure the Corporation operates in a manner consistent with charitable purposes 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 organizations conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- (8) **Use of Outside Experts** - When conducting the periodic reviews as provided for in section (7), 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 13  
Amendments**

- (1) **Articles of Amendment** - The Board of Directors may adopt Articles of Amendment (amending the Certificate of Formation) by a vote of two-thirds of Directors present at a meeting where a quorum is present
- (2) **Bylaws** - These by-laws may be altered or amended in whole or in part, or repealed and new by-laws may be adopted by a majority of the Directors present at any annual meeting or any special meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s), and shall become effective upon adoption.

**ARTICLE 14  
Dissolution or Sale of Assets**

- (1) A unanimous vote of the Board of Directors shall be required to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the Corporation.

Adopted by Vote of the Board of Directors on Tuesday, July 28, 2015.

Directors Voting “Nay”: *None*

Directors Voting “Aye”:

Bill Hopkins: _____	Scott McAfee: _____
Dave Claunch: _____	Bryan Jessee: _____
Dandi Wright: _____	Rakeda Erwin: _____