

**BYLAWS
OF
YOUTH REVIVE,
A Texas Nonprofit Corporation**

**ARTICLE 1
NAME**

The name of this corporation shall be **Youth ReVive**, a Texas Nonprofit corporation (“Corporation”). These bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

**ARTICLE 2
PURPOSE**

The Corporation shall exist for the purpose of performing religious, charitable, or educational purposes within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code 11.18.

**ARTICLE 3
BOARD OF DIRECTORS**

3.01 Management of Corporation

The Board of Directors (“Board”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, as it may be amended from time to time, or any successor law; the Certificate of Formation; and these bylaws.

3.02 Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors shall be over the age of twenty-one (21) years, a current resident of Texas, and must support the stated mission of the Corporation.

3.03 Number of Directors

The Board shall consist of not less than three (3) directors and no more than five (5) directors. Upon an action of the Board, 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.

3.04 Term of Directors

Directors shall serve terms of one (1) year. There are no term limits. Therefore, directors may serve any number of consecutive terms.

3.05 Nominating Directors

At any meeting in which the election of a director is held, any director may nominate a person with the second of any other director. A director shall nominate a candidate for a directorship based on qualifications stated in these bylaws.

3.06 Electing Directors

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors shall be elected by vote or written assent of the majority of the current Directors at a meeting duly called for such purpose. Each Director shall have one (1) vote. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as director.

Elections for directors to fill expired terms shall be held at least one (1) month prior to the month in which that director's term expires. Any directorship to be filled by reason of an increase in the number of directors shall be filled at the next regular meeting.

3.07 Resignation of Directors

A director may resign at any time by delivering thirty (30) days written notice to the Secretary. Notice must either be hand-delivered or sent via certified mail to the President or Secretary at the mailing address of the Corporation. Such resignation shall be effective immediately upon receipt by the Secretary, or shall take effect at the time specified in the written notice, provided that such date may not be earlier than the date of the notice and no more than thirty (30) days after the date of the notice. A director whose resignation is effective shall have a duty of confidentiality to the Corporation, and shall not make statements in violation of this duty or with the purpose of disparaging the Corporation.

3.08 Removal of Directors

A majority of the remaining directors may remove a director at any time by vote or written assent when, in the judgment of the remaining directors, the best interests of the Corporation will be served by such removal. Any director may be removed by an action of the Board without cause, at any time upon majority vote of all directors. Any director under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the

meeting at which the vote takes place. Such written notice shall be also provided to the Board prior to the vote on the matter. A director who has been removed shall have a duty of confidentiality to the Corporation, and shall not make statements in violation of this duty or with the purpose of disparaging the Corporation.

3.09 Vacancies

Vacancies shall be filled by a majority vote of the remaining directors of the Board, though less than a quorum or if it is the sole remaining director. 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. Any director may make nominations to fill vacant directorships.

3.10 Compensation of Directors

Directors may not receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be reasonable and commensurate with the services performed. Compensation shall be determined by comparable information provided through the Center for Nonprofit Management in Dallas, Texas. Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any director.

3.11 Duties of Directors

Directors will 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 Corporation's best interests. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed, or power conferred on directors, directors may in good faith rely on information, opinions, reports, or statements including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, or professional advisors or experts, such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Specifically, directors shall:

- (a) regularly attend Board meetings and other important meetings of the Corporation;

- (b) volunteer for and willingly accept assignments and complete them thoroughly and on time;
- (c) stay informed about corporate matters, prepare well for meetings, and review and comment on minutes and reports;
- (d) actively participate in the Board's annual evaluation and planning efforts; and
- (e) participate in fundraising.

3.12 Conflict of Interest Policy

The Corporation and its directors, officers, committee members, and employees shall comply with the Corporation's Conflict of Interest Policy, attached to these bylaws as Exhibit A.

3.13 Action of the Board

A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. No action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, the directors present may adjourn and reconvene the meeting without further notice.

ARTICLE 4 BOARD MEETINGS

4.01 Place of Board Meetings

Regular and special meetings of the Board will be held at the registered office of the Corporation or at any other place that the President may designate. In addition, regular and special board meetings may be held via phone and/or video conferencing.

4.02 Regular Board Meetings

The Board shall provide for regular Board meetings no fewer than six (6) times per calendar year by resolution or any other reasonable method stating the time and place of such meetings. Notice of the date, time, and place of regular Board meetings shall be given to each director by regular mail, telephone (including

voicemail), facsimile, or email no less than fourteen (14) days prior to the meeting, nor more than thirty (30) days prior to the date of the meeting.

4.03 Special Board Meetings

Special Board meetings may be called by, or at the request of, the President or a majority of the directors. Notice of any special meeting of the Board will be delivered to each director not less than seventy two (72) hours, nor more than thirty (30) days, before the meeting. Emergency Board meetings may be called by, or at the request of, the President or a majority of the directors with no less than three (3) hours notice, nor more than thirty (30) days, before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called. Notice of Special or Emergency Board Meetings may be provided in writing, telephonically, via facsimile, or via electronic mail. The person or persons calling a special meeting shall give notice to all other directors as these bylaws require.

If a director is out of town or physically unable to attend a Special or Emergency meeting, the director may attend telephonically.

4.04 Decision Without Meeting

Any decision required or permitted to be made at a meeting of the Board of the Corporation may be made without a meeting.

In accordance with the Certificate of Formation, action may be taken without a meeting when there are signed, written consents by the number of directors whose votes would be necessary to take action at a meeting in which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it.

Consents must be delivered to the Corporation. A consent signed by fewer than the number of directors required for action under the preceding paragraph is not effective to take the intended action unless the required number of consents are delivered to the Corporation within sixty (60) days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, principal place of business, or the President or Secretary. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President. The original signed consent shall be placed in the corporate minute books and kept with the corporate records.

The Corporation shall give prompt notice of the action taken to directors who do not sign consents. If the action taken requires documents to be filed with the

Texas Secretary of State, the filed documents shall indicate that these written consent procedures were followed to authorize the action and filing.

4.05 Proxy Voting Allowed

A director may vote by proxy. Directors present by proxy shall not be counted toward a quorum. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after three (3) months from the date of its execution.

A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends the meeting, the proxy will not be effective for that meeting. A proxy filed with the Secretary of the Corporation remains in force until the first of the following occurs:

- (a) an instrument revoking the proxy is delivered to the Secretary;
- (b) the proxy authority expires under the proxy's terms; and
- (c) the proxy authority expires under the terms of these bylaws.

ARTICLE 5 OFFICERS

5.01 Officer Positions

The Corporation shall have a President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board, such other officer positions as may be created by the Board from time to time. Two (2) or more offices may be held by the same person, with the exception of the offices of President and Secretary which shall never be held by the same person.

5.02 Election and Term of Office

Officers will be elected by an action of the Board. Each officer shall hold office until a successor is elected and qualifies. The Board shall determine the duration of each officer's term. Officers may serve consecutive terms without limit. Elections for officers to fill expired terms shall be held at least one (1) month prior to the month in which that officer's term expires.

5.03 Compensation of Officers

Officers may receive salaries for their services. An officer may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to an officer shall be reasonable and commensurate with the services performed. The Corporation shall not loan money or property to, or guarantee the obligation of, any officer.

5.04 Removal of Officers

Any officer elected by the Board may be removed by an action of the Board without cause, at any time upon a majority vote of all directors. Any officer under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place. Such written notice shall be also provided to the Board prior to the vote on the matter. An officer who has been removed shall have a duty of confidentiality to the Corporation, and shall not make statements in violation of this duty or with the purpose of disparaging the Corporation.

5.05 Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board shall act to elect a new officer to fill the remainder of the term as soon as practical.

5.06 Resignation of Officer

Any officer may resign from office by delivering written resignation to the President or Secretary of the Corporation, and unless otherwise specified, such resignation shall be effective immediately upon delivery to the President or Secretary of the Corporation. An officer whose resignation is effective shall have a duty of confidentiality to the Corporation, and shall not make statements in violation of this duty or with the purpose of disparaging the Corporation.

5.07 President

The President is the Corporation's chief executive officer. The President shall perform other duties as assigned by the Board and all of the duties incident to the office of President, and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. The President's signature shall be an authorized second signature for all checking, savings, and investment accounts of the Corporation on transactions in excess of five thousand dollars (\$5,000). In the case of the absence or disability of the President, or the President's refusal or neglect to fulfill the duties of President, the Treasurer shall perform the functions of President.

Specifically, the President shall:

- (a) be responsible for the day-to-day operations of the Corporation and for all activities necessary to meet the goals of the Corporation;
- (b) be a member of the Board of the Corporation;
- (c) participate in fundraising for the Corporation;
- (d) preside at all meetings of the Board;
- (e) recommend policies consistent with the Corporation's purposes and, after such policies are approved by the Board, see that such policies are executed;
- (f) develop the agenda of Board meetings in consultation with other Board members;
- (g) encourage the Board's role in strategic planning; and
- (h) monitor and review the Corporation's policies and procedures.

5.08 Secretary

The Secretary shall perform duties as assigned by the President or the Board and all of the 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. The Secretary's signature shall be an authorized second signature for all checking, savings, and investment accounts of the Corporation on transactions in excess of five thousand dollars (\$5,000). 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 Treasurer shall perform the functions of Secretary.

Specifically, the Secretary shall:

- (a) be a member of the Board of the Corporation;
- (b) participate in fundraising for the Corporation;
- (c) serve as the parliamentarian and interpret any ambiguities in these bylaws;
- (d) give all notices as provided in these bylaws or as required by law;
- (e) take minutes of the meetings of the Board and keep the minutes as part of the Corporation's records at the registered office or principal office of the Corporation;
- (f) distribute minutes to directors promptly after each Board meeting;
- (g) maintain custody of the Corporation's records at the registered office or principal office of the Corporation;
- (h) keep a register of the mailing address of each director of the Corporation at the registered office or principal office of the Corporation;
- (i) ensure that all records of the Corporation, minutes of all official meetings, and records of all votes are made available for inspection by any director at the registered office or principal office of the Corporation during regular business hours; and
- (j) attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.

5.09 Treasurer

The Treasurer shall perform duties as assigned by the President or the Board and all of the 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. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation. In the case of the absence or disability of the Treasurer, or the Treasurer's refusal or neglect to fulfill the duties of Treasurer, the Secretary shall perform the functions of Treasurer.

Specifically, the Treasurer shall:

- (a) be a member of the Board of the Corporation;
- (b) participate in fundraising for the Corporation;
- (c) write checks and disburse funds to discharge the Corporation's obligations (however, funds may not be drawn from the Corporation or its accounts for amounts greater than five thousand dollars (\$5,000) without the signature of the Secretary or President in addition to that of the Treasurer);
- (d) prepare statements of financial review and fiscal soundness prior to each Board meeting or upon request by any director or public official;
- (e) have charge and custody of and be responsible for all funds of the Corporation;
- (f) receive and give receipts for monies due and payable to the Corporation from any source;
- (g) maintain the Corporation's financial book and records, and work with a certified public accountant if the Corporation has designated an accountant;
- (h) prepare financial reports at least annually;
- (i) keep all financial records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any director or member of the public during regular business hours for inspection and copying; and
- (j) report to the Board at all regular Board meetings.

ARTICLE 6 COMMITTEES

6.01 Establishing Committees

The Board may adopt a resolution establishing one (1) or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include at least one (1) director and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee shall consist

of directors. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. If the President fails or refuses to do so, Committee members may be selected by a majority of the directors. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board or any individual director of any responsibility imposed by these bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) amend the Certificate of Formation;
- (b) adopt a plan of merger or of consolidation with another corporation;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property or assets;
- (d) authorize voluntary dissolution of the Corporation;
- (e) revoke proceedings for voluntary dissolution of the Corporation;
- (f) adopt a plan for distributing the Corporation's assets;
- (g) amend, alter, or repeal these bylaws;
- (h) elect, appoint, or remove a member of a committee or a director or officer of the Corporation;
- (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as described in these bylaws;
- (j) pay invoices on behalf of the Corporation;
- (k) set policies for the Corporation;
- (l) set requirements for directors; or
- (m) take any action outside the scope of authority delegated to it by the Board.

6.02 Authorization of Committees

The Board may from time to time designate and appoint standing or temporary committees by action of the Board. Such committees shall have and exercise such prescribed authority as is designated by the Board. The directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

6.03 Appointment of Committee Members and Term of Office

Each committee member will be appointed by an action of the Board. Each committee member will continue to serve on the committee indefinitely until reassigned by a director. However, a committee member's term 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 the original appointment.

6.04 Notice of Committee Meetings

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven (7) days, nor more than thirty (30) days before the date of the meeting. The notice will state the place, date, and time of the meeting, and the purpose or purposes for which it is called.

6.05 Quorum

A majority of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. No action may be approved without a vote of at least a majority of the number of committee members required for a quorum.

6.06 Actions of Committees

The vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of that committee, unless the act of a greater number is required by statute or some other provision of these 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 whether a quorum exists.

ARTICLE 7 TRANSACTIONS OF CORPORATION

7.01 Contracts

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

Actions requiring a board resolution:

- (a) Any lease involving real or personal property;
- (b) Any contract involving the purchase of real property;
- (c) Any contract involving the purchase of personal property having a value in excess of \$500;
- (d) Any contract involving insurance;

- (e) Any matter involving legal action or threatened legal action against the Corporation or against an officer or director;
- (f) Any action involving the opening or closing of a bank account.

7.02 Deposits

All of the Corporation's funds shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

7.03 Gifts

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purpose or any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these bylaws, the Certificate of Formation, state law, and provisions set out in the federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

7.04 Loans to and from the Corporation

The Corporation shall not make any loan to a director, officer, or committee member of the Corporation. A director, officer, or committee member of the Corporation may lend money to – and otherwise transact business with – the Corporation except as otherwise provided in these bylaws, the Certificate of Formation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from – or otherwise transact business with – a director, officer, or committee member of the Corporation, unless the transaction is fully disclosed in a legally binding instrument and is in the Corporation's best interest. The Corporation may not borrow from – or otherwise transact business with – a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction, in accordance with the Conflict of Interest Policy, attached to these bylaws as Exhibit A.

7.05 Procurement Policies

The Corporation shall abide by the Procurement Policy attached to these bylaws as Exhibit B when the Corporation purchases equipment, materials, supplies, property, or services from an outside source.

7.06 Prohibited Acts

- (a) A director, officer, employee, or committee member shall not act in violation of these bylaws or a binding obligation of the Corporation.
- (b) A director, officer, employee, or committee member shall not act with the intention of harming the Corporation.
- (c) A director, officer, employee, or committee member shall not engage in any act that would make it unnecessarily difficult or impossible to carry on the Corporation's intended or ordinary business.
- (d) A director, officer, employee, or committee member shall not receive an improper personal benefit from the operation of the Corporation.
- (e) A director, officer, employee, or committee member shall not use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) A director, officer, employee, or committee member shall not wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) A director, officer, employee, or committee member shall not use the Corporation's name, 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 business.
- (h) A director, officer, employee, or committee member shall not disclose any of the Corporation's 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 FISCAL RESPONSIBILITY

8.01 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

8.02 Disbursement of Funds

Financial transactions which have a value of greater than five thousand dollars (\$5,000) shall require approval by an action of the Board. In all other transactions, the Treasurer and President may disburse the funds of the Corporation in accordance with the annual budget approved by the Board and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks in an amount greater than five thousand dollars (\$5,000) shall require an additional signature of the President in addition to the signature of the Treasurer.

8.03 Annual Audit

The Board may, by resolution, hire an independent certified public accountant to audit and/or prepare the Corporation's financial statements.

ARTICLE 9 BOOKS AND RECORDS

9.01 Required Books and Records

The Corporation shall keep correct and complete books and records, including:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to, the Certificate of Formation, 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 all bylaws, including these bylaws, and any amended versions of the bylaws or any amendments to the bylaws;
- (c) minutes of the proceedings of the Board and committees having any of the authority of the Board;
- (d) a list of the names and addresses of the directors, officers, and committee members of the Corporation;
- (e) a financial statement showing the Corporation's assets, liabilities, and net worth at the end of the five (5) most recent fiscal years;
- (f) a financial statement showing the Corporation's income and expenses for the five (5) most recent fiscal years;
- (g) all rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and
- (h) the Corporation's federal, state, and local tax information and income tax returns, for each the Corporation's five (5) most recent tax years.

9.02 Inspection and Copying

Any director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under these bylaws. Such a person may, by written request, inspect or receive copies if such person has a proper purpose related to such person's interest in the Corporation. The inspection shall take place at a reasonable time, no later than ten (10) business days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation shall provide requested copies of books or records no later than ten (10) business days after receiving a proper written request.

ARTICLE 10 RULES OF PROCEDURE

The proceedings and business of the Board and each committee shall be governed by the Tenth Edition of Robert's Rules of Order (or a subsequent edition as it is published), unless otherwise provided herein.

ARTICLE 11 SPECIAL PROCEDURES CONCERNING MEETINGS

11.01 Meeting by Telephone, Video Conference, Webcasts, or Instant Messenger

The Board and any committee of the Corporation may hold a meeting by telephone conference call procedures, video conference, webcasts, or internet instant messaging. In all meetings held in a manner provided for in this subsection, matters must be arranged in such a manner that all persons participating in the meeting can communicate with each other; a director's participation in a meeting held in a manner provided for in this section constitutes that director's presence at the meeting.

11.02 Notice

Any notice required or permitted by these bylaws to be given to a director, officer, or committee member of the Corporation shall be given by regular mail, telephone (including voicemail), facsimile, or e-mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears in the corporate records. If given by e-mail, a notice is deemed delivered when sent, unless message comes back saying it was not delivered.

11.03 Signed Waiver of Notice

Whenever any notice is required by law or under the Certificate of Formation or these bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

11.04 Waiving Notice by Attendance

A person's attendance at a meeting constitutes waiver of notice, unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 INSURANCE AND INDEMNIFICATION

12.01 Insurance

The Corporation will provide general liability insurance. The Corporation will not provide directors' and officers' insurance, or coverage for volunteers, employees, directors, officers, and committee members of the Corporation. In addition, the Board may, by resolution, adopt any other insurance policies it deems necessary.

12.02 Indemnification of Directors or Officers

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 or she is or was a director or officer of the Corporation may be indemnified by the Corporation against any and all liability and reasonable expenses, including attorney's fees and disbursements incurred by him or her (or by his or her heirs, executors, and administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

12.03 Limits on Indemnification

Notwithstanding the provisions in section 12.02, the Corporation may indemnify a director or officer only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interest. In the case of a criminal proceeding, the director or officer may be indemnified only if he or she had reasonable cause to believe his or her conduct was lawful.

ARTICLE 13 AMENDING BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by an action of the Board; provided, however, that the Board has provided written notice to all directors that an amendment to the bylaws is to be considered and the text of such amendment is included in the notification.

ARTICLE 14 GENERAL PROVISIONS

14.01 Governing Law

These bylaws shall be construed under Texas law. All references in these 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.

14.02 Legal Construction

To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held 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 they had not included the invalid, illegal, or unenforceable provision.

14.03 Headings

The headings used in these bylaws are for convenience and shall not be considered in construing these bylaws.

14.04 Number

All singular words include the plural, and all plural words include the singular.

14.05 Power of Attorney

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

14.06 Parties Bound

These bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as these bylaws otherwise provide.

CERTIFICATION

I certify that I am the duly elected and acting President of Youth ReVive and that these bylaws constitute the Corporation's bylaws. These bylaws were duly adopted via a consent action.

Adrian McConnell, President

Date

EXHIBIT A

CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's (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 organizations.

2. Definitions

- a. **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.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. 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.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d. A financial interest is not necessarily a conflict of interest. In accordance with this Conflict of Interest Policy, a person who has a financial interest shall 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.**
 - i. 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.
 - ii. 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.
 - iii. 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**
 - i. If the governing board or committee has reasonable cause to believe a person 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.
 - ii. 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 or 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 board's 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.

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 Article 7 of this exhibit, 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.

By signing below, each director signifies that he or she has read, understands, and consents to compliance with this Conflict of Interest Policy.

By signing below, each director signifies that he or she has read, understands, and consents to compliance with this Conflict of Interest Policy.

Jason Botello, Director

Rawd B. Jones, Director

Adrian McConnell, Director

EXHIBIT B PROCUREMENT POLICY

The following policies and procedures shall be followed when the Corporation purchases equipment, materials, supplies, property, or services from an outside source.

1. General Policy

- a. **No Conflict of Interest.** All directors, officers, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the Corporation's conflict of interest policy. No director, employee, or agent will participate in the selection or acceptance of a contract involving a conflict of interest without approval of the Board. "Conflict of interest" includes situations in which the employee, family member, or Board member has a financial interest in the business or individual selection for the contract.
- b. **No Purchase of Items for Personal Use.** No director, officer, employee, or agent who participates in the selection or acceptance of a contract for equipment, materials, supplies, or services shall use such items for personal use.
- c. **No Receipt of Gratuities.** No director, officer, employee, or agent shall solicit or accept gratuities, favors, or anything of value from contractors, potential contractors, or parties to agreements with the Corporation.
- d. **No Purchase of Items Not Approved in the Budget.** No director, officer, employee, or agent shall purchase any equipment, materials, supplies, or services that have a cost in excess of five thousand dollars (\$5,000) if such equipment, materials, supplies, or services have not been approved by the Board in the annual budget or by resolution of the Board.
- e. **Document Cost Analysis.** The Corporation shall conduct a cost analysis in conjunction with every purchase over ten thousand dollars (\$10,000) and document the analysis in the procurement files in conjunction with such purchase. The procurement file should include a justification for the lack of completion if competitive bids are not obtained.
- f. **Contract with Winning Bidder.** If a contract is competitively bid, the Corporation will enter into a contract with the winning bidder that specifies the equipment, materials, supplies, property, or services to be purchased and the payment terms.
- g. **Evaluate Each Contractor.** The Corporation will evaluate each contractor at the completion of each contract. The evaluation will be utilized to make decisions to award future contracts.

2. Acquisition Procedure

The Corporation will conduct all procurement transactions in a manner that maximizes opportunities, increases quality, and reduces the cost of purchases. The Corporation reserves the right to reject any bids or offers, if deemed to be in its best interest.

- a. **Pricing Procedures.** One of the following procurement procedures shall be utilized for all purchases of equipment, materials, supplies, property, or services involving amounts over ten thousand dollars (\$10,000):
 - i. **Open Market Inquiry.** The Corporation will inquire in the open market to ensure an advantageous price and quality. The file shall document the inquiries made and offers received.
 - ii. **Request for Competitive Quotes.** The Corporation will request competitive quotes, orally or in writing, from at least three (3) different sources. The file shall document each invitation made and offer received.
 - iii. **Formal Proposal Procedure.** The Corporation will solicit competitive responses through a formal bid procedure. Bids will remain sealed until the time designated in the proposal.
- b. **Document Prices.** The Corporation shall maintain files on all quotations solicited and offers or bids received and any criteria for selection. In all instances in which the lowest bid is not awarded in the contract, justification for the selection must be contained in the file.
- c. **Purchases over \$5,000.** The Board must approve purchases over five thousand dollars (\$5,000).
- d. **Two Signatories on Checks.** There must be two authorized signatures on all checks for purchases over five thousand dollars (\$5,000).

3. Property and Equipment Policy

When purchasing property, both real estate and equipment, the following procedures must be followed:

- a. **Title in the Name of the Corporation.** All property purchased belongs to the Corporation and title vests with the Corporation.

- b. **Property Inventory.** A list of all property owned by the Corporation shall be kept showing the type of property, identification number, original cost, and depreciated value. The inventory list must be completed at the time of purchase and annually at the end of the Corporation's fiscal year.
- c. **Insurance Coverage.** The Corporation may maintain insurance coverage for all property owned by the Corporation and maintain documentation of each policy.

By signing below, each director signifies that he or she has read, understands, and consents to compliance with this Procurement Policy.

Jason Botello, Director

Rawd B. Jones, Director

Adrian McConnell, Director