

**BY-LAWS
of
FAMILY PROMISE OF CLEAR LAKE, INC.**

ARTICLE I FAMILY PROMISE OF CLEAR LAKE, INC.

SECTION A The name of the organization shall be “FAMILY PROMISE OF CLEAR LAKE, INC.”

ARTICLE II DEFINITIONS.....

SECTION A “Charter” – Shall mean the Certificate of Incorporation of Family Promise (“The Corporation”) as from time to time amended.

SECTION B “Director” or “Directors” – shall mean a member or members of the Board of Directors of the Corporation who have become such in accordance with the provisions of these By-Laws.

SECTION C “Board” – shall mean the Board of Directors of the Corporation.

SECTION D “Representative” or “Representatives” shall mean individual representatives of each Host Entity (2 from each) appointed to terms determined by individual host entities.

SECTION E Whenever a masculine pronoun appears it is for convenience only and shall mean either a male or female.

ARTICLE III OBJECTIVES.....

SECTION A To organize, sponsor, and develop services and facilities for homeless families in Southeast Harris, Northern Brazoria, and Northern Galveston counties including providing and making available food, clothing, shelter and low cost housing and any local activity related to the furtherance of said objectives. Notwithstanding anything in the by-laws, this organization will at all times operate only within the confines of section 501(c) (3) of the Internal Revenue Code, and operate exclusively for charitable purposes.

SECTION B The Corporation shall be operated as a non-profit corporation under the laws of the State of Texas and in accordance with its Articles of Incorporation and these Bylaws. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION C No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of its purposes set forth in its Articles of Incorporation and these Bylaws.

SECTION D No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION E The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal

Revenue Code, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV BOARD OF DIRECTORS.....

SECTION A The business of the Corporation except as otherwise expressly provided by law or by the Articles of Incorporation, shall be managed by the Board of Directors.

SECTION B The Board of Directors shall consist initially of 12 persons named as Directors in the Charter. The number of Directors serving on the Board may be changed from time to time by either adding or deleting members.

SECTION C The term of the members of the Board shall be three (3) years. The Board will be split into three groups of members at the first meeting thus allowing for only one third of the members to rotate off at the end of any given year. The election of Board members shall take place at the annual election meeting.

SECTION D Members of the Board of Directors may serve more than one term in succession with the approval of the remaining members of the Board.

SECTION E Any Board member may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, acceptance shall not be necessary to make it effective.

SECTION F Any Director may be removed, either with or without cause, at any time, by an affirmative vote of the majority of Directors, at any meeting of the Board. Unexcused absence from three (3) consecutive regular meetings of the Board shall constitute cause for removal of any Director.

SECTION G At each meeting a majority of the Board members must be present to constitute a quorum. The decision of the majority present at any such meeting shall be the act of the Board. Whether or not there is a quorum at any meeting, the majority of Directors who are present may adjourn the meeting from time to time to a certain day. The Directors shall act only as a Board, and no individual Director shall have any authority as such.

ARTICLE V OFFICERS.....

SECTION A The Board of Directors will annually choose officers filling the positions of President, Vice President, Secretary and Treasurer. These positions are voted upon by the members of the Board of Directors. The term of service will be one year with the ability to be reelected to the same position. Elections of officers shall be held at the annual Board election meeting.

SECTION B The President shall preside at all meetings of the Board and in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board. The President shall be an Ex-officio member of all committees.

SECTION C The Vice President shall assume all the duties of the President in the President's absence or disability, the Vice President shall perform all the duties of the President and, when acting, shall have all the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

SECTION D The Secretary shall keep the records and minutes of all meetings and attend to the Corporation's correspondence. The Secretary shall perform all duties as from time to time may be assigned to him by the President or by the Board.

SECTION E The Treasurer, is in charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board. The Treasurer shall:

- 1) Exhibit at all reasonable times his books of accounts and records to any of the Directors upon application.
- 2) Render a statement of the condition of the finances of the Corporation at all regular meetings of the Board and a full financial report at the annual meeting of the Board.
- 3) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursement of monies of the Corporation.
- 4) All disbursement of monies via check or draft or any other manner requiring a signature must have the signatures of two (2) individuals, the Treasurer and someone designated by the Board.
- 5) All checks, drafts, or other orders for payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents, and in such a manner, as shall be determined from time to time by resolution of the Board. Unless otherwise provided by the Board, endorsements for deposit to the credit of the Corporation in any of its depositories may be made, without countersignature, by the President, Vice President, or the Treasurer, or by any other officer or agent whom such power shall have been delegated by the Board, or may be made by hand-stamped impression in the name of the Corporation.
- 6) In general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Board.

ARTICLE VI STANDING COMMITTEES.....

SECTION A The following are standing committees: Host Congregations, Day Center, Transportation, and Fundraising.

SECTION B The Board has the right to appoint Ex-officio members to each committee should it desire.

SECTION C Ex-officio members of the committees shall not vote at committee meetings. Each committee member present represents one (1) vote at any committee meeting.

SECTION D The Board shall at their discretion create or disband any standing committee or ad hoc committee.

SECTION E The Board shall appoint all committee chairpersons and approve all activity at the committee level.

SECTION F The Board shall make available guidelines for all standing committees. Said guidelines shall be reviewed and/or updated by the Board and the committee chairperson each year and a copy of said guidelines will be maintained with the Secretary as part of the Corporation's record.

ARTICLE VII MEETINGS.....

SECTION A The regular meetings of the Board of Directors shall be held monthly unless otherwise specified by the Board.

SECTION B Special meetings, if necessary, may be called by the President.

ARTICLE VIII ANNUAL FINANCE REPORT.....

SECTION A The Treasurer shall be required to prepare a financial report at the close of the Treasurer’s term and to file copies of this report with the Board and with such other internal or external groups or individuals as the Board shall direct. The annual financial report shall become part of the permanent record of this Corporation.

SECTION B The fiscal records of the organization shall be audited or reviewed each year, at the end of the fiscal year. The fiscal year end will be December 31.

ARTICLE IX QUORUM.....

SECTION A A majority of the Board members present at any meeting shall constitute a quorum.

ARTICLE X ELECTIONS.....

SECTION A A Nominating Committee shall be appointed by the Board at the regular scheduled meeting in October each year. Nominations shall be presented at the December meeting at which time nominations may be made from the floor after the report of the Nominating Committee.

SECTION B Officers are to be elected at the regular December meeting. They shall take office at the conclusion of the regular December meeting.

SECTION C In the event of the vacancy of any elected officer, the Board President shall call a special election of the Board to fill such a vacancy.

SECTION D Open Board positions will be filled yearly by a vote of the Representatives. Board elections will be held in November.

SECTION E Committee chairpersons shall be appointed by the Board.

ARTICLE XI AUTHORITY.....

SECTION A The rules contained in “Robert’s Rules of Order, Revised” shall govern this organization in all cases except when they conflict with the by-laws of this organization.

ARTICLE XII AMENDMENTS.....

SECTION A The By-Laws may be amended by a two-thirds (2/3) majority vote of the Board present at any regular meeting. The amendments must have been presented at the preceding regular meeting of the organization and must not conflict with the provisions of this organization’s charter.