# AMENDED AND RESTATED BYLAWS
# HUMBLE AREA ASSISTANCE MINISTRIES, INC.

These Amended and Restated Bylaws ("Bylaws") govern the affairs of Humble Area Assistance Ministries, Inc., a non-profit Corporation (referred to as the "Corporation") organized under the Texas Business Organizations Code (referred to as the "TBOC"). These Bylaws shall be effective January 1, 2025. These Amended and Restated Bylaws replace all prior versions of the Bylaws in their entirety.

## ARTICLE I
## NAME

1.1 **Name.** The name of the corporation shall be Humble Area Assistance Ministries, Inc. and will be referred to herein as the "Corporation."

## ARTICLE II
## OFFICES

2.1 **Principal Office.** The principal office of the Corporation in the State of Texas shall be located in the City of Humble, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors (referred to as the "Board") may determine. The Board may change the location of any office of the Corporation.

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

## ARTICLE III
## NO MEMBERS

3.1 **Members.** The Corporation shall have no members.

## ARTICLE IV
## NONPROFIT PURPOSES

4.1 **Tax Exemption.** This Corporation is organized exclusively for charitable, religious, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation's stated mission: "HAAM is an interfaith social service organization that connects individuals and families to community resources. We help build stronger futures by inspiring hope."

## ARTICLE V
## DEFINITIONS

5.1 **Director of the Board (referred to as a "Director")** refers to an individual serving on the Corporation's Board (referred to as "Board").

5.2 **Executive Director** refers to a staff member in charge of managing day-to-day operations of the Corporation, hiring and termination of other staff members, and other tasks as defined in a job description approved by the Directors. The Executive Director is not a member of the Board or an Officer of the Corporation and will have no voting rights on Board matters.

5.3 **Officers .** Officers are members of the Board who are elected to hold one of the positions outlined in Section VII of the Bylaws.

5.4 **Quorum.** A quorum is more than 50% of the Board. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

5.5 **Majority Vote.** A majority vote in the context of the Bylaws is when more than 50% of Directors present at a meeting vote in favor of a proposed motion. When a proposed motion is sent via email format, it may pass with more than 50% of the Board voting in favor.

5.6 **Supermajority Vote.** A supermajority vote in the context of the Bylaws is when more than 75% of the Board votes are in favor of a proposed motion.

5.7 Proxy Vote. In the event that a Director is unable to attend a board meeting in-person or via virtual participation, they can select another Director to act as their proxy vote. This should be submitted to the Secretary in electronic format to be filed with the meeting minutes. The assigned proxy will retain the proxy beyond the board meeting solely to vote on the corresponding minutes approval on behalf of the Director.

## ARTICLE VI
## BOARD OF DIRECTORS

6.1 **General Powers.** The business and legal affairs of the Corporation shall be managed by its Board.

6.2 **Number, Tenure, and Qualifications.** The minimum number of voting Directors shall be 3 and the maximum number shall be 20. Each year the Executive Director and President shall provide the nominating committee with the recommended number of voting Directors for the following calendar year. The number of Directors may be increased or decreased, from time to time, by the affirmative vote of the Board at a Board meeting or special meeting. No decrease shall have the effect of shortening the term of any incumbent Director.

Directors shall be residents of the State of Texas. Notwithstanding anything contained in these Bylaws to the contrary, a former duly elected and qualified Director shall be eligible for election to the Board if one (1) year has passed since such former duly elected and qualified Director served on the Board.

6.2.1 Election of Directors. Directors shall be elected in the fourth quarter at the last meeting prior to the Board Annual Retreat, or at a special meeting of the Board held in lieu of such meeting if the same is not held when provided for in these Bylaws. Names for potential Directors will be provided to the Board by the Nominating Committee no later than two weeks prior to the meeting in which the Directors will be elected. Directors shall be elected by a majority vote of the Board. Terms of office for the Board may be arranged so that one-half of the members shall be elected each year, and each term of office shall be for two-consecutive years. Notwithstanding the foregoing, Directors shall hold office for their elected or appointed terms. Unless otherwise provided, terms of office shall begin at the first meeting of the year following election or appointment, as the case may be. Directors may succeed themselves in office not to exceed the maximum consecutive term.

No Director may serve more than three consecutive two-year terms provided, however, that (i) a person serving or elected as President may serve as a Director for a period exceeding the six-year maximum to fulfill his term as President; (ii) a person serving or elected as President Elect may serve for a period exceeding the six-year maximum to fulfill his term as President Elect or to serve thereafter as President for up to one term; and (iii) the immediate President shall be permitted to serve in his capacity as immediate

Past President for one year after expiration of their tenure as President. At the end of each two-year term, each Director must be reelected by a majority vote of the Board to serve an additional term, not to exceed three consecutive terms.

6.3 **Removal of Directors.** A Director may only be removed for cause and only upon a majority vote of the Board, not including the Director to be removed, at any annual meeting or special meeting, provided that 30 days' notice of the vote is given to all Directors. A Director to be removed shall have the right to notice of and an opportunity to be heard at such meeting and shall have the right to be present during such vote. Such removal vote shall be conducted in person or through a virtual meeting platform at the appointed time and place and shall not be conducted by an electronic vote sent via e-mail . Proxies shall not be permitted for such removal vote. Upon the affirmative vote for removal as specified herein, such Director position shall become vacant immediately.

6.4 **Cause Defined.** For purposes of these Bylaws, "cause" for removal of a Director shall mean:

(a) The failure to attend three consecutive board meetings and four events or activities as defined by the Executive Director and President in the Board requirements document signed by each Director each calendar year; provided, however, meetings missed with a reasonable excuse (at the discretion of the Board) shall not be included in such computation of non-attended meetings; or

(b) Death; incapacity; misuses of office; dereliction of office; violation of the corporation's conflict of interest policy including, but not limited to, unauthorized self-dealing with the Corporation; conviction of any felony or any misdemeanor offense involving misapplication or misappropriation of funds; any other event which compromises or discredits the Corporation or its mission.

6.5 **Vacancies.** Any vacancy occurring within the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election by a majority vote of the Directors.

6.6 **Powers.** In addition to the powers and authority expressly conferred upon them by the TBOC and by these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are by statute directed or required to be exercised or done by the members of a Texas Non-Profit Corporation. Without prejudice to such general powers and the other powers conferred by statute, by the Articles of Incorporation and by these Bylaws, it is hereby expressly declared that the Board shall have the following powers:

(a) To purchase, or otherwise acquire for the Corporation, any property or rights or privileges which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they may think appropriate at their discretion to pay therefore either wholly or in part in money, property, stock, bonds, debentures or other securities of the Corporation.

(b) To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities secured by mortgage or otherwise, and to do every other act necessary to affect the same.

(c) To appoint any person or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation, or in which it is interested, or for any other purpose, and to execute such deeds and do all things requisite in relation to any such trust.

(d) To delegate any of the powers of the Board in the course of the current business of the Corporation to any standing or ad hoc special committee.

(e) To hire an Executive Director. The President and one or more of the elected Officers are responsible for conducting an annual performance evaluation of the Executive Director as well as the action of termination of the Executive Director should this action need to be taken following an

affirmative super majority vote of the Board.

6.7 **Meetings.** A regular meeting of the Board shall be held quarterly at a minimum and one of these meetings will be designated as the Annual Meeting. A quorum is required of Directors for the transaction of all business. The Board may provide, by resolution, the time and place, for the holding of additional regular meetings.

(a) **Special Meetings**. Special meetings of the Board may be called by or at the request of the President of the Board, or a majority of the Board. The person or persons authorized to call special meetings of the Board may fix any place, in Harris or Montgomery County as the place for holding any special meeting of the Board called by them and shall inform the Directors of the purpose via the e-mail on record. Notice of any special meeting of the Board shall be given at least two (2) days previously thereto by a written notice delivered electronically to each Director Notice shall be deemed to be delivered when the electronic transmission is sent and confirmed.

(b) **Notice.** Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

(c) **Virtual Meetings.** Subject to the provisions required or permitted by law or these Bylaws with respect to notice of meetings, a member of the Board or members of any committee designated by the Board may participate in and hold a meeting of such board or committee in a format by which all persons participating in the meeting can hear and speak to each other. Directors shall notify the Secretary or acting Secretary if a virtual meeting platform is needed prior to the scheduled meeting.

**Voting Procedures for Virtual Vote.** The Corporation desires to take advantage of technology outside of regularly scheduled meetings to facilitate the voting process. Email voting, text voting, and other communication methods are allowed (hereinafter called “Virtual Voting”). If any Director objects as to the acceptability of Virtual Voting, such Director must file
their objection prior to such vote. The guidelines for Virtual Voting include, but are not limited to, the following:

1. The President, acting President of the Board, or Secretary will facilitate all virtual votes. Request for virtual vote must include:
    - Motion from a Director or Board led Committee
    - Second from a Director if needed, as determined by committee definitions in section VIII.
    - Voting deadline, as determined on the information being presented
2. Members of the Board may submit their vote virtually by any means as listed above by the requested due date. The same majority and super majority voting requirements apply for all virtual votes.
3. A copy of responses will serve as documentation and will be filed with the Secretary.
4. The meeting objectives and outcome of the voting shall be addressed in the meeting minutes of record and approved by the Board at the next regularly scheduled meeting.

(d) **Manner of Acting.** Unless otherwise stated, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

A super majority vote of the Board is required to deal with annual budget approval, debt acquisition, strategic plan, operational purchases more than $100,000, firing and hiring of the Executive Director, and adding and dismissing members of the Board unless prohibited herein, Requirements for the use of proxies include:

1. A timeline agenda must be sent out within 24 hours before board meeting with a request for a proxy, if a Director will not be attending the meeting.
2. Proxy can be delivered via email or text to the Secretary of the Board or Board President.
3. It is the responsibility of the Secretary to tally the proxy votes and keep them on file.

(e) **Presumption of Assent**. A Director of the Corporation who is present at a meeting of the Board in which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(f) **Reliance of Reports, etc.** Members of the Board may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person, that were prepared or presented by officers or employees of the Corporation, legal counsel, public accountants, or a committee of the Board.

6.8 **Compensation.** No salary shall be paid to any Director.

6.9 **Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one (1) or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, company or association of which one or more of its Directors are members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board, which acts upon, or in reference to, such contract or transaction, and notwithstanding their participation in such action, if the fact of such interest shall be disclosed in writing by the involved Director to the Board and the Board shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present. Such interested Director shall be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

6.10 **Financial Records and Annual Reports**. The Corporation shall maintain true and accurate current financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting principles. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection, with five days written notice to the President of the Board and to the Executive Director. This inspection shall take place in the presence of a witness as designated by the President of the Board.

## ARTICLE VII
## OFFICERS

7.1 **Number.** The Officers of the Corporation shall be a President, one (1) or more President Elect (the number thereof to be determined by the Board), a Secretary, and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. The same person, except the office of President, may hold any two (2) or more offices.

7.2 **Election and Term of Office.** The Officers of the Corporation to be elected by the Board shall be elected annually by the Board within a fourth quarter meeting for a term of two years with an option for a second term. The slate of officers shall be presented to the Board by the President to be voted on during a fourth quarter meeting.

7.3 **Removal of Officer.** Any officer elected or appointed by the Board may be removed for cause and only upon a super majority vote at any annual meeting or special meeting, provided that 30 days notice of the vote is given to all Directors. Any Officer to be removed shall have the right to notice of and an opportunity to be heard at such meetings and shall have the right to be present during such vote. Such removal vote shall be conducted in person or via virtual participation at the appointed time and place, and shall not be conducted by a Virtual Vote in email or text format. Proxies shall not be permitted for such removal vote. Upon the affirmative vote for removal as specified herein, such Officer position shall become vacant immediately.

7.4 **Vacancies.** The Board may fill a vacancy for the remaining term of any removed Officer or any Officer who has tendered their resignation.

7.5 **President.** The principle role of the President of the Board is to manage and provide leadership to the Board. The President acts as a direct liaison between the Board and the management of the Corporation through the Executive Director. Provided the following actions have been approved by the Board, they may agree upon and execute any deeds, mortgages, bonds, contracts, and other obligations in the name of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**7.6 The President Elect.** In the absence of the President or in the event of their death, inability, or refusal to act, the President Elect (or in the event there be more than one (1) President Elect, the President Elect in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the President Elect shall perform such duties as from time to time may be assigned to them by the President or by the Board.

**7.7 The Secretary.** The Secretary shall: (a) compose the minutes of the Board's meetings and retain an approved copy in a central location; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board.

**7.8 The Treasurer.** The Treasurer, or their designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and other matters customarily included in financial statements. The Treasurer, or their designee, shall be responsible for ensuring the completion of an annual financial audit and corporate tax return. The Treasurer may sign the corporate tax return. The Treasurer may delegate all such duties and responsibilities to a staff member.

The Treasurer, or their designee, shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the Corporation with such financial institutions as may be designated by the Board. The Treasurer, or their designee, shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board and shall render to the Directors, whenever requested, an account of all of the Corporation's transactions and of the financial condition of the Corporation.

The Treasurer shall ensure that the Corporation maintains an adequate system of internal accounting and operating controls and the Treasurer may rely on such controls, in the performance of their duties and responsibilities.

If required by the Board, the Treasurer and/or any employee so designated by the Board shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office. The Corporation shall pay the cost of such bond.

7.9 **Compensation.** No Officer shall receive compensation for any service they may render to the Corporation except to the extent otherwise determined, in writing, by the Board. However, any Officer may

be reimbursed for their actual expenses reasonably incurred in the performance of their duties.

7.10 **Reliance on Reports.** An Officer, in the discharge of duty imposed or power conferred on such Officer, may rely in good faith and with ordinary care on reports prepared or presented by other Officers or employees of the Corporation, legal counsel, or certified public accountants.

## ARTICLE VIII
## COMMITTEES

8.1 **Definition of Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors unless otherwise stated in the committee definition, which committees, to the extent provided in said resolution shall have the authority of the Board in the management of the Corporation. However, no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; election, appointing, or removing any member of any such committee or any Director of the Corporation; or hiring or firing of the Executive Director; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or them by law.

8.2 **Ad Hoc Committees.**
The President of the Board and/or the Board may, from time to time, create special, ad hoc committees as they think fit. The President shall appoint, and may remove, the members of such committees, and shall appoint, and may remove, the chairpersons of such committees, who shall be Directors. The President and the Executive Director will work collectively to establish needed committees.

8.3 **Standing Committees.**

(a) **Nominating Committee.**

(1) The President shall, with thirty (30) days advance notice to the Board, appoint the members of the Nominating Committee created by the Board.

(2) The members shall be members of the Board appointed to nominate candidates for Officers and Directors. Directors may make additional nominations.

(b) **Finance Committee.**

(1) The President shall appoint, and may remove, the members, as well as the Chairperson, of the Finance Committee created by the Board.

(2) The Finance Committee need not be composed entirely of the members of the Board, provided that the Chairperson is the Treasurer.

(3) The Finance Committee, based on recommendation from the Corporation's management, shall be responsible for estimating revenue and evaluating expenditure proposals. The Finance Committee shall also recommend a budget to the Board based on an annual program of activities and initiatives approved by the Board.

(4) The Finance Committee shall also, from time to time, review and recommend updates to the Accounting Policy and Procedures Manual. Any significant change in policy must be presented to the Board annually.

(5) The Finance Committee shall be responsible for recommending of auditors, tax return preparers, and other financial experts to the Board.

8.4 **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, the President shall appoint the members of each committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

8.5 **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.6 **Committee Chairperson.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

8.7 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.8 **Quorum by Committee.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8.9 **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

## ARTICLE IX
## CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS

9.1 **Contracts**. The Board, except as otherwise provided by these Bylaws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument. The authorization may be general or confined to specific instances. Unless so authorized by the Board or expressly authorized by these Bylaws, no Officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or for any amount.

9.2 **Loans.** No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by a supermajority vote of the Board.

9.3 **Checks and Drafts.** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation shall be signed by the President, or their designee, on behalf of the Corporation or by such other Directors or officers in such manner as shall from time to time be determined by resolution of the Board.

9.4 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

9.5 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE X
## SELF-DEALING; INDEMNIFICATION

10.1 **Transactions with Directors and Officers.** All contracts, transactions and acts entered into by the Directors or officers on behalf of the Corporation shall be at arm's length and not violate the limitations provided in the Articles of Incorporation or these Bylaws against the Corporation's use or application of its funds for private benefit; provided further that no contract or transaction shall be entered into on behalf of the Corporation if such contract or transaction is a prohibited transaction or would result in the denial of the tax exemption of the Corporation by the State of Texas or under any section of the Internal Revenue Code of the United States and its regulations as they now exist or as they may hereafter be amended, or if such contract or transaction is at prices or rates which are not competitive with or more favorable to the Corporation than prices or rates otherwise prevailing on the market for similar or comparable goods, services or arrangements. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

**10.2 Indemnity of Directors and Officers.**

(a) **Generally**. Except as provided in Subsection (f) of this Section 10.02, the Corporation shall indemnify every Officer, member of the Board and committee member (each, an "Indemnified Party") to the fullest extent permitted under Texas law, as the same currently exists or may hereafter be changed (but, in the case of any change, only to the extent that such a change permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against any and all liabilities and expenses, judgments, penalties (including excise and similar taxes and punitive damages), fine settlements and reasonable expenses (including without limitation attorney's fees) actually incurred by such Indemnified Party in connection with any civil, criminal, administrative, arbitrative or investigative action, claim, demand, suit, or other proceeding (each a "Proceeding") to which they were or is made a party or is threatened to be made a party to or is involved pending or completed Proceeding, or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding by reason of being or having been an Officer, Director, or committee member. This indemnification shall also apply to any liability and expenses incurred with the settlement of any Proceeding, if such settlement is approved in advance by the then Board. The Corporation may also indemnify and forever hold each Indemnified Party free and harmless against any and all personal liability to others on account of any contract or commitment made by them, in good faith, on behalf of the Corporation. Additionally, the Corporation expressly acknowledges that the indemnification conferred under this Section may include the indemnification of an Indemnified Party arising out of or related to the negligence or strict liability of the Indemnified Party.

(b) **Continuation.** Indemnification under this Section 10.02 shall continue as to each Indemnified Party who has ceased to serve in the capacity, which initially entitled such Indemnified Party to the indemnity hereunder. The rights granted pursuant to this Section 10.02 shall be deemed contract rights, and no amendment, modification or repeal of this Section 10.02 shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal.

(c) **Advance Payment**. The right to indemnification conferred in this Section 10.02 shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by an Indemnified Party who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Indemnified Party's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any Indemnified Party in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Party of their good faith belief that they met the standard of conduct necessary for indemnification under this Section 10.02 and a written undertaking, by or on behalf of the Indemnified Party, to repay all amounts so advanced if it shall ultimately be determined

that the Indemnified Party is not entitled to be indemnified under this Section 10.02 or otherwise.

(d) **Appearance as a Witness.** Notwithstanding any other provision of this Section 10.02, the Corporation will pay or reimburse expenses reasonably incurred by an Indemnified Party in connection with their appearance as a witness or other participation in a Proceeding at a time when they are not a named defendant or respondent in the Proceeding.

(e) **Non-exclusity of Rights.** The right to indemnification and the advancement and payment of expenses conferred in this Section 10.02 shall not be exclusive of any other right, which an Indemnified Party may have or hereafter acquire under any law.

(f) **Limitation on Indemnification.** No indemnification shall be provided under this Section 10.02 to any Indemnified Party with respect to any Proceeding in which an Indemnified Party shall be determined

(1) Not to have acted in good faith;

(2) Not to have reasonably believed;

(A) In the case of conduct in their official capacity as a Director of the Corporation, that their conduct was in the Corporation's best interests; and

(B) In all other cases, that their conduct was at least not opposed to the Corporation's best interests; and

(3) In the case of any criminal proceeding, had not reasonable cause to believe their conduct was unlawful.

(g) **Insurance.** The Corporation may purchase insurance, at its expense, to protect itself and any person who is or was serving as a Director, Officer, employee or agent of the Corporation.

## ARTICLE XI
## MISCELLANEOUS PROVISIONS

11.1 **Notice and Waiver of Notice**. Except as otherwise stated herein, whenever any notice as is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in the United States mail in a sealed postpaid wrapper addressed to the person entitled there to at their post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given five days after the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

11.2 **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board.

11.3 **Seal**. The Board may authorize a corporate seal.

11.4 **Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation of the Corporation.

## ARTICLE XII
## DISSOLUTION AND PLEDGE OF ASSETS

12.1 **Dissolution.** The Corporation hereby pledges all of its assets to the performance of the Corporation's charitable functions. Upon the discontinuance of the Corporation by dissolution or otherwise, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE XIII
## AMENDMENTS

13.1 **Amendment.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by a super majority vote of the Directors present or represented by a proxy at a Board meeting, when allowed by these bylaws, at which a quorum is present.

## CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation voted upon and adopted by the "Action of the Board of Directors of Humble Area Assistance Ministries" executed to be effective as of the 1st day of January, 2025.

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Board President: _____ Dated: _____
Nicholas Stander

Board Secretary: _____ Dated: _____
Betti Welch

Board Treasurer: _____ Dated: _____
Will Brooks