

**BYLAWS  
OF  
100% GIVING, INC.**

These Bylaws (referred to as the "Bylaws") govern the affairs of 100% Giving, Inc., a Texas nonprofit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

**ARTICLE 1  
NAME, OFFICE AND PURPOSE**

Name

1.01. The name of the Corporation is 100% Giving, Inc., a Texas nonprofit corporation, and it is referred to as "Corporation" throughout these Bylaws.

Principal Office

1.02. The initial principal office of the Corporation in the State of Texas shall be located at 1313 Stone Lake Drive, Southlake, Texas 76092. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Board of Directors may change the location of any office of the Corporation.

Purpose

1.03. The purposes for which the Corporation is organized are charitable fundraising and charitable giving awareness (said purposes are intended to fall within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c). Specifically, the Corporation is organized to increase the societal propensity of charitable giving participation by providing reluctant donors a specific "Impact Use"™ guarantee for their donation dollar. "Impact Use"™ identifies the concept that donations will only be used for food, medicine, building materials, shipping, and other direct benefit items, and not for administrative, salary and/or overhead expenses.

Registered Office and Registered Agent

1.04. The Corporation shall comply with the requirements of the Act 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 of Directors may change the registered office and the registered agent as provided in the Act.

## **ARTICLE 2 BOARD OF DIRECTORS**

### Management of the Corporation

2.01. The business, property and affairs of the Corporation shall be managed by the Board of Directors, which is the governing body of the Corporation.

### Number, Qualifications, and Tenure of Directors

2.02. The number of Directors shall be at least three and not more than nine. Directors need not be residents of Texas. Each director shall serve for a term of two years or until the death, termination or resignation of the director, if earlier. The terms of the directors shall be staggered so that the terms of half of the directors shall begin in even numbered years and the terms of half of the directors shall begin in odd-numbered years.

### Nomination of Directors

2.03. At any meeting at which the election of a director occurs, a director may nominate a person with the second of any other director. In addition to nominations made at meetings, a nominating committee may be formed that shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

### Election of Directors

2.04. A person who meets the qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the Board of Directors. Directors shall be elected at the annual meeting of the Board of Directors. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director.

### Board Vacancies

2.05. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

### Annual Meeting

2.06. The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The time and place of such meeting shall be determined by the Board of

Directors. The meeting may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the Board does not specify otherwise.

#### Regular Meeting

2.07. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

#### Special Meetings

2.08. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

#### Notice of Special Meeting

2.09. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. The provisions of Article 9 do apply as long as the requirements set forth in this paragraph are met.

#### Quorum

2.10. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

#### Duties of Directors

2.11. Directors shall 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

best interest of the corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on directors, they 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 were prepared or presented by a variety of persons, including officers and employees of the corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

#### Duty to Avoid Improper Distributions

2.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the corporation are not thereafter paid and discharged. Any distribution made when the corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities is also improper. Directors present at a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary before adjournment or mailed to the secretary by registered mail within seven (7) days of adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation, legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence, or a committee of the Board of Directors of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the corporation to be at least that of their book value; or (3) in determining whether the corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

#### Delegation of Duties

2.13. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the corporation; and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

#### Interested Directors

2.14. Contracts or transactions between directors and/or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director and/or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

#### Actions of Board of Directors

2.15. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

#### Proxies

2.16. A director may vote by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution.

#### Compensation

2.17. Directors may receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. 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 commensurate with the services performed and reasonable in amount.

#### Reimbursement

2.18. Directors shall be reimbursed for documented expenses that are incurred in the furtherance of the Corporation's business and that are incurred with the prior written approval of a majority of the Board of Directors.

#### Removal of Directors

2.19. The Board of Directors may vote to remove a director at any time for good cause. Good cause for removal of a director shall include, but not be limited to, the unexcused failure to attend three consecutive meetings of the Board of Directors. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of a majority of the Board of Directors.

#### Resignation of Directors

2.20. Any Director may resign at any time by providing written notice to the Corporation at the Corporation's registered office. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in Section 2.05 above.

### **ARTICLE 3 OFFICERS**

#### Officer Positions

3.01. The officers of the Corporation shall be a president, a secretary, a vice president, and a treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

#### Election and Term of Office

3.02. The officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Directors held each year. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient.

New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor is duly selected and qualified, or until the death, termination or resignation of the officer, if earlier. An officer may be elected to succeed himself or herself in the same office.

#### Removal

3.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

#### Vacancies

3.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

#### President

3.05. The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

#### Vice President

3.06. When the president is absent, is unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of the votes received when elected. A vice president shall perform other duties as assigned by the president or board of directors.

#### Treasurer

3.07. The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.

- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$10,000 without the signature of the president or a vice president in addition to the signature of the treasurer.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare, or have prepared by a professional, financial reports at least annually.
- (g) Perform other duties as assigned by the president or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all of the duties incident to the office of treasurer.

#### Secretary

#### 3.08. The Secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

## **ARTICLE 4 COMMITTEES**

### Establishment of Committees

4.01. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the 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 defined in paragraph 5.06, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

### Authority of Committee

4.02. The Board of Directors shall define the activities and scope of authority of each committee by resolution.

#### Term of Office

4.03. Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member with or without cause by the president or the Board of Directors acting by a vote of a majority interest. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

#### Chair and Vice-Chair

4.04. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the president of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

#### Notice of Meetings

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

#### Quorum

4.06. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

#### Actions of Committees

4.07. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the 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 the act of the committee.

#### Proxies

4.08. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

#### Compensation

4.09. Committee members shall not receive salaries for their services. The Board of Directors may later adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

#### Rules

4.10. Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 5 TRANSACTIONS OF THE CORPORATION**

#### Contracts

5.01. The Board of Directors may 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 or instrument or it may extend to any number and type of possible contracts and instruments.

#### Deposits

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

#### Checks, Drafts, Etc.

5.03. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by

such officer or officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

#### Investments

5.04. The funds of the Corporation may be retained, in whole or in part, or be invested and reinvested on occasion in such property (real, personal or otherwise), stocks, bonds, or other securities as the Board of Directors may deem desirable as long as the investments comply with the Internal Revenue Code provisions applicable to nonprofit organizations.

#### Gifts

5.05. The Board of Directors 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

#### Potential Conflicts of Interest

5.06. The Corporation shall not make any loan to a director or officer 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 by the bylaws, articles of incorporation, and all applicable laws. 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 shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money 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 approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

#### Prohibited Acts

5.07. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.

- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 6 BOOKS AND RECORDS**

### Required Books and Records

6.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (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 articles of incorporation, and 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 the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three (3) most recent fiscal years.

- (f) A financial statement showing the income and expenses of the Corporation for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three (3) most recent tax years.

#### Inspection and Copying

6.02. Any director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies, at their expense, if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The Corporation shall provide requested copies of books or records no later than ten (10) working days after the Corporation's receipt of a proper written request.

#### **ARTICLE 7 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

#### **ARTICLE 8 INDEMNIFICATION**

##### When Indemnification is Required, Permitted, and Prohibited

8.01. (a) The Corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was Serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to

believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 8.01(a), above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

#### Procedures Relating to Indemnification Payments

8.02. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 8.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

- i. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- iii. Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 8.02(a)(i) or 8.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is Permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 8.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 8.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 8.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 9 NOTICES**

Notice by Mail or Telegram

9.01. Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, facsimile or email. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by facsimile, a notice shall be deemed to be delivered when a written verification is printed out by the sending party that shows that the facsimile transmission was successful. A person may change his or her address by giving written notice to the secretary of the Corporation.

#### Signed Waiver of Notice

9.02. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived, and shall remain in effect until such waiver is terminated in writing.

#### Waiver of Notice by Attendance

9.03. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE 10 SPECIAL PROCEDURES CONCERNING MEETINGS**

#### Meeting by Telephone

10.01. Then, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

#### Decision Without Meeting

10.02. Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

#### Action By Non-unanimous Written Consent

10.02A. In accordance with the articles of incorporation, action may be taken by use of signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of the person signing it. A consent signed by less than all of members, directors, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within 60 days after the date of the earliest dated consent 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, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of state, the filed documents will indicate that the written consent procedures have been followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, is to be regarded as being signed by the member, director, or committee member.

#### Voting by Proxy

10.03. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy 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 a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

## **ARTICLE 11 AMENDMENTS TO BYLAWS**

The Bylaws and the Articles of Incorporation may be altered, amended, or repealed, and new Bylaws and/or amended Articles of Incorporation may be adopted by the Board of

Directors. The notice of any meeting at which the Bylaws and/or Articles of Incorporation are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## **ARTICLE 12 MISCELLANEOUS PROVISIONS**

### Legal Authorities Governing Construction of Bylaws

12.01. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the 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.

### Legal Construction

12.02. If any bylaw provision is held to be 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 the invalid, illegal, or unenforceable provision had not been included in the bylaws.

### Headings

12.03. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

### Gender

12.04. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

### Seal

12.05. The Board of Directors may provide for a corporate seal.

### Power of Attorney

12.06. 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 of the Corporation to be kept with the Corporation records.

### Parties Bound

12.07. The bylaws shall be binding upon 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 otherwise provided in the bylaws.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of 100% Giving, Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on [date].

DATED: [date] .

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[Signature of Secretary]

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[Printed Name], Secretary of 100% Giving, Inc.