

RESTATED AND AMENDED BYLAWS
OF
Fort Worth SPARC

These Restated and Amended Bylaws (referred to as the “Bylaws”) govern the affairs of Fort Worth SPARC, a non-profit corporation (referred to as the “Corporation”) organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”).

ARTICLE 1: OFFICES

Section 1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in such location as may be determined by the Board of Directors. The principal office may be changed from time to time by the Board of Directors. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Section 2. Registered Office and Registered Agent. 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: NONPROFIT PURPOSE AND MISSION

Section 1. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified 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.

Section 2. Purpose. Specifically, but not by limitation, the exempt purposes and objectives of the Corporation are as set forth in the Corporation's Certificate of Formation adopted by the Board of Directors and filed with the Texas Secretary of State, being: To provide quality children's afterschool education programs that promote intellectual, creative and healthy development in the Fort Worth and Tarrant County, Texas area, and to foster and lead children to become educated, engaged, and productive citizens.

These charitable, educational, and religious purposes of the Corporation are intended to strengthen afterschool programs through advocacy, resources and collaboration with individuals, businesses and governmental stakeholders.

Section 3. Mission. Fort Worth SPARC will strengthen after-school programs through advocacy, resources and collaboration.

ARTICLE 3: MEMBERS AND DIRECTORS

Section 1. Members. The Corporation shall have no members.

Section 2. Management. The Board of Directors shall manage the affairs of the Corporation.

Section 3. Number, Qualifications, and Tenure of Directors. The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a board of not less than three (3) and not more than thirteen (13) Directors, as may be determined by the Board of Directors from time to time, provided that the number of Directors shall not be decreased to less than three (3) and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. The president and each officer shall count towards the minimum and maximum number of directors allowed under this provision, unless determined otherwise by the Board of Directors. Each Director shall serve for a term of two (2) years. The Board may stagger the terms of the Directors in any manner deemed appropriate by the Board.

Section 4. Nomination of Directors. The directors may nominate and elect the successor Directors. 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 consider nominees.

Section 5. Election of Directors. A person who meets any 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, unless otherwise determined by the Board. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

Section 6. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Directors to elect the full authorized number of Directors to be voted for at any annual, regular, or special meeting of the Board of Directors at which any Director is to be elected. The Board of Directors may declare the office of a Director vacant if a court adjudges the Director incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Director, as prescribed by the Board such as acceptance in writing or by attending a meeting of the Board of Directors, within thirty (30) days notice of election. 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 (subject, however, to the limitations set forth in the Act). 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. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

Section 7. Annual Meeting. The annual meeting of the Directors shall be held before the first day of the Corporation's next fiscal year or soon as thereafter as practicable. At the annual meeting, the Board of Directors shall elect or appoint Directors as needed to fill vacancies or expired terms, elect officers for the next fiscal year, and consider such other business as may come before the Board.

Section 8. Regular Meetings. The Board of Directors shall hold a minimum of four (4) regular meetings a year. Regular meetings of the Corporation shall be held in the months of September, which shall be the Annual meeting, October, January, and April, date and time to be established by the Board at the annual meeting. Five (5) days notice shall be given if change of date is needed. Notification shall be through the regular channels of communication.

Section 9. Special Meetings. 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 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.

Section 10. Action by Consent of Board Without Meeting. An action may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. The consent must state the date of each Director's or committee member's signature. Such consent may be given individually or collectively. Prompt notice of the taking of an action by Directors or a committee without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Section 11. Notice. Written or printed notice (including electronic mail) of the annual meeting and any regular meeting of the Board of Directors shall be delivered to each Director not less than ten (10) days and not more than sixty (60) days before the date of the meeting. Written or printed notice (including electronic mail) of any special meeting of the Board of Directors shall be delivered to each director not less than five (5) days (if by mail) or not less than three (3) days (if by electronic mail) and not more than thirty (30) days before the date of the special meeting. The notice shall state the place, day, and time of the special meeting, who called the special meeting, and the purpose or purposes for which the special meeting is called.

Section 12. Quorum. 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. A Director present by proxy at a meeting may not be counted toward a quorum.

Section 13. Conduct of Meetings. At every meeting of the Board of Directors, and unless determined otherwise by the Board of Directors, the President of the Corporation, shall preside, and if not, the Vice President. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the President, or the person presiding, may appoint any person to act as Secretary of the meeting.

Section 14. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

Section 15. Duties of Directors. 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 attorneys. 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.

Section 16. Duty to Avoid Improper Distributions. 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 participating in 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 or electronic mail immediately after 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.

Section 17. Delegation of Duties. 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.

Section 18. Actions of Board of Directors. 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.

Section 19. Presumption of Assent. When the Board of Directors votes on anything, all Directors shall be deemed to have voted for the action, unless his or her dissent is specifically noted in the minutes. If the secretary of the meeting refuses to note his or her dissent in the minutes, the dissenting Director shall mail, using certified or registered mail, his or her dissent to the Secretary of the Corporation within one business day after Board of Directors adjourned the meeting.

Section 20. Proxies. 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. A Director present by proxy at a meeting may not be counted toward a quorum. (Section 12 above)

Section 21. Compensation. Directors may not receive salaries for their services as a director. A Director may be reimbursed expenses incurred by him or her to attend a Corporation's meeting or for other expense incurred in performing his or her duties as a Director.

Section 22. Resignation and Removal of Directors. Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by majority vote of the entire Board. If a Director fails to attend three consecutive meetings of the Board, the Board shall evaluate the Director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

Section 23. Advisory Directors. The Board of Directors may elect advisory directors as they see fit. The Advisory Directors shall not have a vote, but may attend all Board of Director meeting and participate in the discussion like the regular directors, unless determined otherwise by the Board.

ARTICLE 4: OFFICERS and THEIR ELECTION AND DUTIES

Section 1. Officer Positions. The officers of the Corporation shall be a President, a Secretary, a Treasurer and one Vice President. 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. The same person may hold any two or more offices, except the same person shall not simultaneously hold the offices of President and Secretary.

Section 2. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 3. Election and Term of Office. The Board of Directors at its regular annual meeting shall elect the officers of the Corporation. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Section 4. Removal. The Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer. An officer may be removed by the affirmative majority vote of the Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 6. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term.

DUTIES

Section 7. President. The President shall:

- a. coordinate the work of the officers and committees of the Corporation in order that the Purpose and Mission may be promoted;
- b. confirm that a quorum is present before conducting any business at any meeting of the Corporation;
- c. preside at all meetings of the Corporation;
- d. appoint chairs of special committees, subject to approval of the Board;
- e. be authorized to sign contracts, deeds, mortgages, bonds, or other instruments that have been approved by the Board;
- f. 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.
- g. be listed as the principal officer and be authorized to sign tax documents;
- h. The president shall be a member ex-officio of all committees.

- i. perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

Section 8. Vice President. When the President is absent, is unable to act, or refuses to act, a Vice President may 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.

Section 9. Treasurer. 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, the CEO or the President.
- d. Write checks and disburse funds to discharge obligations of the Corporation.
- e. Maintain the financial books and records of the Corporation.
- f. Prepare financial reports at least quarterly.
- 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 the duties incident to the office of Treasurer.

Section 10. Secretary. The Secretary shall:

- a. Give all notices as provided in the Bylaws or as required by law.
- b. keep an accurate record of attendance at Board meetings.
- c. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- d. have a current copy of the bylaws.
- e. Maintain custody of the corporate records and of the seal of the Corporation.
- f. Affix the seal of the Corporation to all documents as authorized.
- g. maintain the records retention policy.
- h. Keep a register of the mailing address of each Director, officer, and employee of the Corporation.
- i. maintain the adopted ethics/conflict of interest policy as signed by the current executive board members.
- j. Perform duties as assigned by the President or by the Board of Directors.
- k. Perform all duties incident to the office of Secretary

Section 11. Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

Section 12. CEO/Executive Director. The Board of Directors may hire a CEO or Executive Director of the Corporation. The CEO/Executive Director shall be a nonvoting member of the Corporation. The CEO/Executive Director shall have general and active management of the programs and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The CEO shall attend and participate in meetings of the Board of Directors and of committees to the extent required by the Board of Directors, but shall not be entitled to vote. The CEO/Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. Unless a contract, these bylaws, or a law provide otherwise, the Board may remove the hired CEO/Executive Director at any time with or without cause at a meeting called for that purpose. A resolution to remove the CEO/Executive Director requires a vote of the majority of the total membership of the Board of Directors.

Section 13. Hiring of additional staff. The Board of Directors may hire additional staff brought forward to the Board by the CEO/Executive Director.

Section 14. Removal of staff. Unless a contract, these bylaws, or a law provide otherwise, the Board may remove staff members, with the recommendation of the CEO, at any time with or without cause at a meeting called for that purpose. A resolution to remove staff members requires a vote of the majority of the total membership of the Board of Directors.

ARTICLE 5: COMMITTEES

Section 1. Committee Formation and Dissolution. 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. The Board has the authority to dissolve a committee. The following conditions shall be set at the time a committee is established: charge of the committee, leadership, membership and / or terms of office. The Board can change the charge or composition of a committee. The president shall be a member ex-officio of all committees. 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 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 or Certificate of Formation.
- 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 6.05, below.
- j. Take any action outside the scope of authority delegated to it by the Board of Directors.

Section 2. Term of Office. Each member of a committee shall serve for a term of two (2) years. They may continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as 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.

Section 3. Chair and Vice-Chair. One member of each committee may be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair if the vice-chair is a director of the Corporation. The chair and vice-chair shall be appointed by the President of the Corporation, unless the Board determines otherwise. 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.

Section 4. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered (which may be by electronic mail or other electronic means) to each member of a committee not less than three (3) nor more than sixty (60) 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.

Section 5. Quorum. 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. A committee member present by proxy at a meeting may not be counted toward a quorum.

Section 6. Actions of Committees. 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.

Section 7. Proxies. 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. A committee member present by proxy at a meeting may not be counted toward a quorum. Section 5 above

Section 8. Compensation. Committee members may not receive salaries for their services. A committee member may serve the Corporation in any other capacity and receive reasonable 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.

Section 9. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 10. Resignation and Removal of Committee Members. Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Committee Members may be removed at a meeting called for that purpose, with or without cause, by majority vote of the entire Board. If a Committee Member fails to attend three consecutive meetings, the Board shall evaluate the Committee Member's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

ARTICLE 6: TRANSACTIONS OF THE CORPORATION

Section 1. Contracts. 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.

Section 2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Section 3. Gifts. 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.

Section 4. Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

Section 5. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- a. The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.
- b. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- c. The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote.

Section 6. Prohibited Acts. 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 goodwill.
- 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 7: RECORDS

Section 1. Required Books and Records. 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. The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken.
- d. A list of the names and addresses of the Directors and officers of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the seven (7) most recent fiscal years, if available.
- f. A financial statement showing the income and expenses of the Corporation for the seven (7) 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 seven (7) most recent tax years.

Section 2: Record Retention and Destruction Policy.

- a. *Scope:* All employees, directors and officers of the Corporation must comply with the document retention requirements within this record retention policy.
- b. *Purpose:* Corporate records include essentially all records produced by the Corporation and its directors, officers and agents, whether paper or electronic. Records include but are not limited to items such as memoranda, emails, contracts, computerized desk calendars and appointment books and expense records. This policy is meant to establish the requirements for document destruction and end the accidental or innocent destruction of necessary documents.
- c. *Inspection of Books and Records:* All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.
- d. *Policy:* Specific documents, identified below, are subject to a retention schedule and should not be destroyed until the expiration of the schedule.
 - i. Financial Records
Financial records, including bank statements, invoices and payroll records, expense reports, proof of deductions, and other documents should be maintained for at least 7 years from the date of filing the applicable tax return. Year-end financial statements, audit reports and 990 forms should be maintained permanently and should be available for public inspection upon request.
 - ii. Corporate Records
Incorporation documents, including certificate of formation, bylaws, and related documents should be kept permanently in the corporate records.

Meeting minutes and related documents should also be retained in perpetuity in the corporate record book. Tax-exemption documents, including application for tax exemption (IRS Form 1023), IRS determination letter, and any related documents should be kept permanently in the corporate record book and should be available for public inspection upon request.

iii. Legal Files

Legal documents should generally be maintained for a period of 10 years.

iv. Legal Agreements & Contracts

Final, executed copies of legal agreements and contracts, such as mortgages and leases, should be maintained for three years after their expiration. Publicly filed contracts should be maintained 10 years.

Electronic Mail

E-mail that needs to be saved should be either:

- a. Printed in hard copy and kept in the appropriate file; or
- b. Downloaded to a computer file and kept electronically or on disk as a separate file.

Section 3. Public Disclosure. The Internal Revenue Service requires that copies of certain books and records of the Corporation be made available to the legitimate, requesting public. The Corporation shall maintain all documents required by the Internal Revenue Service to be made available to the public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to written requests from the public for copies of the Corporation's Form 1023 and Form 990 filed within the past three (3) years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment. The Board of Directors may establish reasonable fees and policies for copying the Corporation's books and records requested. The fees may cover the cost of

materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 8

FISCAL ADMINISTRATION YEAR

The fiscal year of the Corporation shall begin each year.

Section 1. Fiscal Year: The fiscal year of the Corporation shall be October 1 and end September 30, but may be changed by resolution of the Board.

Section 2. Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized to sign checks, drafts, or other orders for payment

a. *Checks*: All checks drawn on the funds of the Corporation must have two signatories, at least one of which must be a member of the Board of Directors.

b. *Approval of Contracts*: The Board of Directors shall approve any contract that creates a financial obligation on behalf of the Corporation in advance of acceptance of the contract.

Section 3. Reimbursement: Requests for reimbursement by any member of the Board of Directors, officer or agent must be submitted within 6 months of the date the expense is incurred. The request for reimbursement must be accompanied by receipts and any other supporting documents matching the amount requested for reimbursement.

Section 4. Annual Financial Statements: Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, may be presented to and reviewed by the Board after the close of each fiscal year. Financial statements should include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) accurate presentation of all fund-raising and administrative costs; and (v) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

Section 5. Audit: The Board of Directors may authorize an audit of the corporation.

Section 6. Procurement Policy: The policies and procedures below will be followed when equipment, materials, supplies, properties or supplies are purchased for FW SPARC.

- a. *Conflict of Interest:* All directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the Conflict of Interest Policy
- b. *Purchase of Items for Personal Use:* Directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies or services shall not use such items for personal use.
- c. *Receipt of Gratuities:* Directors, employees, or agents of Fort Worth SPARC shall not solicit or accept gratuities, favors, or anything of value from contractors, potential contractors, or parties to agreements with the nonprofit.
- d. *Purchase of Items Not Approved in the Budget:* Directors, employees, or agents shall not solicit or accept any equipment, materials, supplies, or services that have not been approved by the Board of Directors in the annual budget without prior approval of the board.
- e. *Cost Analysis:* The nonprofit shall conduct a cost analysis and document the analysis in the procurement files in conjunction with every purchase. The procurement file should include a justification for the lack of competition if competitive bids or offers are not obtained.
- f. *Contract with Winning Bidder:* If a contract is competitively bid, Fort Worth SPARC will enter into a contract with the winning bidder that specifies the equipment, materials, supplies, property, or services to be purchased and the payment terms.
- g. *Acquisition Procedure:* Fort Worth SPARC will conduct all procurement transaction in a manner that maximizes opportunities, increases quality, and reduces the cost of purchase. Fort Worth SPARC reserves the right to reject any bids or offers if deemed to be in its best interest.
- h. *Purchases:* The Board of Directors must approve all purchases made on behalf of the nonprofit. Two approved signatories are required for all checks.

- i. *Property and Inventory Policy:* When purchasing property (both real estate and equipment), the title must be in the name of Fort Worth SPARC. All property purchased belongs to Fort Worth SPARC and title vests with Fort Worth SPARC. A list of all property owned by the nonprofit shall be kept showing the type of property, identification number, original cost, and depreciated value.
- j. *Whistleblower Policy:* The Corporation will not retaliate against an individual who discloses or threatens to disclose to a supervisor, board member or a public body, any activity, policy, or practice of the Corporation that the employee reasonably believes is in violation of a law, or a rule or regulation mandated pursuant to law, or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

ARTICLE 9: INDEMNIFICATION

Section 1. When Indemnification is Required, Permitted, and Prohibited. 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, employee or agent. 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. 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. All indemnification by the Corporation shall otherwise be in accordance with the Act and any other applicable law.

Section 2. Insurance. Except as may be otherwise provided under provisions of law and subject to the Indemnification provisions of these Bylaws, the Corporation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE 10: CONFLICT OF INTEREST POLICY

Section 1. Purpose: The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 2. Definitions:

"Interested Person": Any Director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

"Financial Interest": A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or;
- c. Is considering an ownership or investment interest in, or
"Compensation": Direct and indirect remuneration, including gifts or favors that are not substantial.

“Conflict of Interest”: A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust. A “Conflict of interest” includes situations in which the employee, family member, or board member has a financial interest in the business or individual selected for the contract. A financial interest is not necessarily a conflict of interest. Under Section 8.03 (b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3. Procedures:

- a. *Duty to Disclose*: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest, whether direct or indirect, disclosure of all material facts, and after any discussion with the interested person he or she shall leave the board or committee meeting while the determination of a conflict of interest exists. Board or committee members shall determine if a conflict of interest exists.

b. *Procedures for Addressing the Conflict of Interest*:

- i. An interested person may make a presentation at the Board or committee meeting, but after the presentation he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- ii. The Chair or President of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

c. Violations of the Conflicts of Interest Policy:

- i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings: The minutes of the Board and all committees with board delegated powers shall remain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 11: NOTICES

Section 1. Notices. 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 in any manner allowed by the Act.

Section 2. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation 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.

Section 3. Waiver of Notice by Attendance. 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 12: SPECIAL PROCEDURES CONCERNING MEETINGS

Section 1. Meeting by Electronic Means. The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear or communicate clearly with each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means 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.

Section 2. Voting by Proxy. 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 or portion of a meeting, the proxy shall not be effective for that portion of the meeting of the person's attendance. 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 13: PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Corporation in all cases in which they are applicable and in which they are not in conflict with these bylaws, or the articles of incorporation.

ARTICLE 14: AMENDMENTS TO BYLAWS

Section 1. The Board of Directors may alter, amend, or repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws 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 15: MISCELLANEOUS PROVISIONS

Section 1. Legal Authorities Governing Construction of Bylaws. 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.

Section 2. Legal Construction. 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.

Section 3. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4. Gender. 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.

Section 5. Seal. The Board of Directors may provide for a corporate seal.

Section 6. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

Section 7. Parties Bound. 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.

Section 8. Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail) of Board members, officers and committee members, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Board member or officer submits a written refusal to conduct any or certain transactions by electronic means.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of sixteen (16) pages (including this page), constitute the Bylaws of said Corporation as duly adopted by the Board of Directors by unanimous written consent dated 19 March, 2018

DATED: _____

Secretary of the Corporation

