



Bylaws of the South Alamo Regional Alliance for the Homeless

ARTICLE 1 NAME AND PURPOSE

Section 1.01 Name. The name of this corporation is the South Alamo Regional Alliance for the Homeless (hereinafter "SARAH").

Section 1.02 Purpose. The vision of SARAH is to prevent and end homelessness in San Antonio/Bexar County. Our goal is for homelessness to be a rare, brief, and nonrecurring event.

In addition, the Corporation exists for performing all things incidental to, or appropriate in, achieving its purposes. However, the Corporation will not, to any substantial degree, engage in any activities or exercise any powers that do not further its specific and primary purposes as set forth in this Article.

This Corporation will hold and may exercise all such powers as the laws of the State of Texas confers upon a nonprofit corporation and as may be necessary or expedient to administer the affairs and attainment of the purposes of the Corporation, provided, however, that in no event will the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code.

Section 1.03 Priorities. SARAH will prioritize the following areas:

1. HUD Grant Management and Oversight
2. Act as a Community Advocate for Homelessness
3. Assess Community Needs
4. Expand Appropriate Housing Options
5. Increase Collaboration Across Systems
6. Reduce Homeless Population
7. Prevent Homelessness

ARTICLE 2
NONPARTISAN ACTIVITIES

SARAH has been formed under the Texas Non-Profit Corporation Act for the purposes described and set forth in Article 1 herein; and it will be nonprofit and nonpartisan. No substantial part of the expenditures of SARAH will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 3
DEDICATION OF ASSETS

The properties and assets of SARAH are irrevocably dedicated to the purposes described and set forth in Article 1 of these Bylaws. No part of the net earnings, properties, or assets of SARAH, on dissolution or otherwise, will inure to the benefit of any private person or individual, or any director or officer of SARAH. On liquidation or dissolution, all remaining properties and assets of SARAH will be distributed and paid over to an organization, dedicated to the purposes set forth in Article 1 herein, which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3).

ARTICLE 4
BOARD OF DIRECTORS

Section 4.01 General Powers. Subject to the provisions and limitations of the Texas Non-Profit Corporation Act and any other applicable law, and subject to limitations in the Articles of Incorporation or Bylaws, the business affairs and powers of SARAH will be managed and exercised by the Board of Directors ("Board"). To the extent possible, the Board shall conduct its business through consensus and will resort to vote only when consensus fails or if required by these Bylaws. The Board of Directors may delegate its power to appropriate committees, the Executive Director, and SARAH staff when deemed necessary. If SARAH is to be successful, the members of the Board of Directors must be engaged and play an active part in achieving the mission of SARAH. To contribute to that success, from their unique position, Directors shall have the following roles and responsibilities:

- a) Be the voice and advocate for ending and preventing homelessness
- b) Provide direction and oversight through the development and periodic review and refinement of strategies, goals and objectives
- c) Serve as fiduciary agents of the organization and provide budget approval and audit reviews
- d) Support fundraising efforts
- e) Provide overall governance to the organization

- f) Provide policy guidance
- g) Serve on committees or workgroups as requested by the Board President
- h) Hire and evaluate the SARAH Executive Director
- i) Ensure uniform application of bylaws and adopted guidelines to all members of the Board
- j) Hold themselves and other members of the board accountable for the success of the organization
- k) Consider and approve actions regarding Continuum of Care strategies, funding allocations, funding awards, grant management, and grant performance

Section 4.02 Number of members. The SARAH Board of Directors shall consist of a maximum of fifteen (15) members. Voting Directors may not be affiliated with an entity that receives funding through the HUD Continuum of Care Program to avoid any perception of conflict of interest. City and County related seats will not be considered affiliated with HUD COC Funding based on grants held by other departments in government. Four (4) of the Directors are appointed, two (2) are elected by the Membership Council, and up to nine (9) of the Directors are selected by executive committee and elected by the Board of Directors.

- a) Four (4) Directors are appointed by the following positions:
 - 1. City of San Antonio City Manager: Confirmed every 2 years (1 Seat)
 - 2. City of San Antonio San Antonio Police Department Chief of Police: Confirmed every 2 years (1 Seat)
 - 3. Bexar County Manager: Confirmed every 2 years (1 Seat)
 - 4. Bexar County Sherriff: Confirmed every 2 years (1 Seat)
- b) Two (2) Directors are elected by the SARAH Membership Council and are non-voting Directors:
 - 1. Membership Council Chair: Term Limit 2 years (1 Seat)
 - 2. Membership Council Elected At-Large: Term limit 2 years (1 Seat)
- c) Two (2) Directors have designated requirements and are nominated by the Executive Committee:
 - 1. School District Liaison: Term Limit 2 Years (1 Seat)

2. Consumer Director (currently or formerly experienced homelessness): Term Limit 2 Years (1 Seat)

- d) Seven (7) Directors are nominated by the SARAH Executive Committee and elected by the SARAH Board of Directors. These Directors serve a term limit of two years and should represent one of the following categories: Corporate/Private Sector, Education, Military, Housing, Media, Legal, Finance, Hospitals, or other community advocates whose knowledge, position, or experience would benefit the Continuum of Care.

Section 4.03 Tenure.

- a) Each Director of the Board that is elected shall hold office for a two (2) year tenure.
- b) Elected Directors shall serve no more than three consecutive two (2) year terms. Following such service, a person shall not serve on the Board in any capacity for least one (1) year before he/she returns to service on the Board.
- c) There are no term limits for Appointed Directors, however, the seat must be confirmed by the named position in Section 4.02 at least every two (2) years.

Section 4.04 Election of Directors. Elected Directors shall be nominated by the SARAH Executive Committee of the Board.

- a) Procedure for Nominations. Any eligible individual who wishes to run for an Elected Director position shall submit his/her name to the SARAH Executive Director. The SARAH Executive Director will share the candidates interest with the SARAH Executive Committee.
- b) Procedure for Elections. The Executive committee will determine from the list of eligible candidates provided by the Executive Director who will be nominated and this nominee will be referred to the SARAH Board of Directors. The Board will either accept or reject the nomination through a majority vote. If the nominee is rejected, the Executive Committee must provide another nominee from the eligible list to the Board.

Section 4.05 Removal. An Officer or Director may be removed from the Board for absence or for cause:

- a) Removal for Absence. Any Director who misses more than two (2) of the Board meetings during the year shall be automatically removed from the Board of Directors. If the Director is absent, a proxy must be designated before the beginning of the Board meeting or the director will be considered absent. An absence may be excused if related to illness and submitted to the Executive Director or Board Secretary prior to the meeting.
- b) Removal for Cause. Any Active Member, including a Director or Officer, may submit a request to the Board of Directors for consideration of the removal of an Officer or

Director for cause. Removal for cause requires a 2/3's vote of the Board. Cause is included, but not limited to: Fraud, Conflict of Interest, Personal Conduct, or Failure to Perform Duties.

Section 4.06 Vacancies. For elected Directors, any vacancies on the Board shall be filled by a majority vote of the Directors. For Appointed Directors, vacancies should be re-appointed according to the subsequent person filling that agencies position. The Membership Council Director seats will be replaced through a majority vote of the Membership Council.

Section 4.07 Place of Meetings. Regular meetings of the Board shall be held at an appropriate location chosen by the President or a majority of the Board. The frequency of regular meetings shall be decided by the Board, however, there shall be no less than four (4) regular meeting each calendar year.

Section 4.08 Special Meetings. Special meetings may be called by the President or SARAH Executive Director with the approval of one other Officer to conduct Board business. If the President or SARAH Executive Director is unavailable, the next senior officer may call a special meeting, with the approval of one other officer, to conduct Board business.

- a) Notice. Notice of any special meeting of the Board of Directors must be provided at least five (5) days prior to such meeting by written notice delivered personally, or sent by mail, e-mail, facsimile, or other appropriate electronic means to each Director. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by e-mail, facsimile or other electronic means, notice will be deemed to be delivered when there is a successful transmission of the notice.
- b) Waiver of Notice. Whenever notice is required to be given under Section 4.08, waiver of notice, in writing and signed by the person entitled to such notice will be deemed equivalent to giving notice whether before or after the required time of notice. Appearance at any meeting shall also constitute waiver of notice unless the appearance is made to contest proper notice. All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.09 Quorum, Proxy & Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board. In case of an approved absence, a director must appoint a proxy. This action must be sent to the Secretary of the Board and SARAH staff, that identifies the proxy by name, prior to the Board Meeting. An email notification is sufficient. The named proxy will serve in full capacity for voting and attendance purposes. This privilege is offered to both elected and appointed directors. If a quorum is not present at any meeting, the Board of Directors may conduct a meeting to share information, receive reports from committees, make decisions concerning any activities of SARAH, but may not act in reference to budget decisions, or removal and replacement of officers or directors.

Section 4.10 Manner of Acting. The consensus of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a specific number is required by law or by these Bylaws. At the request of any Director any specified meeting will be conducted in accordance with Roberts Rules of Order.

Section 4.11 Alternative Meetings. The Board of Directors may meet by telephone or conference call respecting the above requirements for a quorum and for voting.

Section 4.12 Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors will individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent will have the same force and effect as the unanimous vote of such directors.

Section 4.13 Merger; Consolidation; Voluntary Dissolution. Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the number of directors of the Corporation.

Section 4.14 Fees and Compensation. Directors and members of committees of the Board of Directors and members of other committees, may not receive any compensation for their services or reimbursement of expenses except where it is determined to be in good faith and in the best interest of the Corporation where such service is in conformity with the purposes of the Corporation and reimbursement is reasonable as may be fixed by resolution of the Board.

ARTICLE 5 OFFICERS

The Board of Directors shall have four Officers (President, Vice President, Secretary and Treasurer) who shall be elected by the Board, which election shall follow the same procedures set forth in Section 4.04 above. In addition to the duties specified below, officers will perform all other duties customarily incident to their offices and as instructed by the Board of Directors.

Section 5.01 President. The President oversees the business and affairs of SARAH. The President shall act in consultation with the other officers, unless the situation requires immediate action. The President is responsible for supervising the execution of resolutions and directives of the Board of Directors except in those instances in which that responsibility is assigned to another person by the Board of Directors. The President, along with the SARAH Executive Director, may execute any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized and may accomplish such either individually or with the Executive Director, Secretary or Treasurer.

Section 5.02 Vice President. The Vice President is the secondary officer of the organization. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions of the President.

Section 5.03 Secretary. The Secretary is the third officer in seniority. The Secretary ensures that all notices are given in accordance with the provisions of these Bylaws, and serves as the custodian of the Corporation's records. The Secretary is responsible for reviewing meeting minutes, leading the nominations process and signing the updated bylaws.

Section 5.04 Treasurer. The treasurer is the fourth officer in seniority. The Treasurer is the principal accounting and financial officer of the Corporation. The Treasurer shall be responsible for the maintenance and accurate accounting of the books of the Corporation; and will have responsibility of all funds and securities of the Corporation and for receipt and accounting of disbursements. The Treasurer or the Executive Director will prepare statements of accounts monthly and financial reports as requested by the Board of Directors or officers of the Corporation. The Treasurer may sign with the SARAH Executive Director, the Board President or with the Secretary any contracts, deeds, mortgages, bonds or other instruments. The Treasurer will act as liaison to the SARAH staff for all financial matters. The Executive Director is authorized to sign SARAH contracts and tax documents.

Section 5.05 Tenure. Officers shall serve no more than two consecutive two-year terms in the same role. Following such service, Officers may serve in another capacity on the Board of Directors.

Section 5.06 Elections. Elections for Officers of the Board will follow the same procedures for nomination and election as established in Section 4.04 above.

Section 5.07 Removal. Removal of Officers of the Board will follow the same procedures established in Section 4.05 above.

Section 5.08 Disbursements. Only one (1) signature of an Officer or the SARAH Executive Director will be required on checks or similar disbursements, exclusive of contracts, deeds, mortgages, bonds or other similar instruments which shall require two (2) authorized signatures from the Officers (President, Vice President, Secretary, Treasurer) and/or the SARAH Executive Director.

1. Expenses that are outlined in the Board-approved budget may be paid as they incur without further Board approval. All expenses paid will be reviewed as part of the financial report by the Board during the monthly meeting.
2. A threshold for expenses up to \$5,000.00 may be paid but only if they are outlined in the approved budget. Expenses up to \$5,000 and outside of normal operating costs and/or not outlined in the budget may be paid without immediate Board approval but will be ratified at the next scheduled Board meeting. The Executive

Director has the authority to exceed line item expense items within the approved budget if the overall approved expenditures do not exceed what the Board of Directors has approved in the annual budget and the expenditure is considered a normal operating cost. Expenses over \$5,000 and outside of normal operating costs and/or not outlined in the SARAH budget must be brought before the board for review and approval. All expenses will be reviewed by the Board at the regular monthly Board meeting in the financial report.

ARTICLE 6 MEMBERSHIP COUNCIL

Section 6.01 General Powers. The SARAH Membership Council serves as the primary source of expertise and program implementation for the Board of Directors ("Board"). Responsibilities include providing input, expertise, and council-approved recommendations to SARAH staff and the Board regarding all matters relating to Continuum of Care ("COC") responsibilities, policies, and procedures, including but not limited to:

- a) Strategic planning for the COC
- b) Coordinated entry
- c) Homeless Management Information System (HMIS)
- d) Project compliance
- e) Data quality
- f) Training
- g) Community planning
- h) Resource planning and allocation
- i) Housing Inventory count
- j) Point-In-Time count
- k) Coordination of COC with other community resources
- l) Establishing workgroups as needed to perform COC functions

Section 6.02 Qualifications for Membership. Per the following qualifications, members shall be designated as either an 'Active' or 'Associate' member ("Member"). Any individual, business, organization, agency, or group (hereinafter any of which will be referred to as "Agency") wishing to join shall register with the Executive Director of SARAH by submitting a completed membership application.

- a) Active Membership- Any Agency, composed of one or more employees from such, which commits resources or whose activities encompass the spectrum of services directed at the San Antonio/Bexar County homeless population may be considered for Active Membership. Each Agency must submit an application for membership to SARAH's Executive Director and will be approved for membership by a majority vote by the SARAH Board of Directors. Each approved agency will have one vote on the Membership Council.
- b) The agency must identify in the application as being part of one of the following categories as well as serve homeless clientele to be considered for active membership and to vote.
- i. CoC/ ESG Agencies: Agencies who receive HUD Continuum of Care or Emergency Solutions Grant funding are required to participate.
 - ii. Healthcare Services: Agencies that provide the furnishing of medicine, medical or surgical treatment, nursing, hospital service, dental service, optometrical service, complementary health services or any or all of the enumerated services or any other necessary services of like character, whether or not contingent upon sickness or personal injury, as well as the furnishing to any person of any and all other services and goods for the purpose of preventing, alleviating, curing or healing human illness, physical disability or injury.
 - iii. Mental Health Agencies: Agencies providing assessment, diagnosis, treatment or counseling in a professional relationship to assist an individual or group in alleviating mental or emotional illness, symptoms, conditions or disorders.
 - iv. Veteran Agencies: Agencies providing patient care, veterans' benefits, and other services to veterans of the U.S. armed forces and their families.
 - v. Education: Agencies that represent educational facilities such as universities, schools, McKinney Vento liaisons, preschool, day care, charter schools, public schools, primary and secondary education.
 - vi. Youth Agencies: Agencies who primarily serve people experiencing homelessness under the age of 24 who are without family support and are living in shelters, on the streets, in cars or vacant building or who are couch surfing or living in other unstable conditions.
 - vii. Domestic Violence Agencies: Agencies that primarily serve persons who have experienced, are currently experiencing or are perpetrators of domestic violence.
 - viii. Legal Assistance: Agencies who represent clients in legal matters, could include ID recovery, immigration, divorce, disputes, arrests, human rights etc.
 - ix. Government: Agencies who are under state or local government direction or a permanent or semi-permanent organization that is responsible for the oversight and administration of specific functions relating to homeless services.
 - x. Child and Family Services: Agencies who represent child or family services for people experiencing homelessness.
 - xi. Substance Use Recovery: Agencies who primarily serve persons with alcohol use disorder or substance use disorders to aid and facilitate their recovery.

- xii. Faith Based: Agencies whose values are based on faith and/or beliefs, which has a mission based on social values of the faith, and which most often draws its activists (leaders, staff, volunteers) from a faith group.
- xiii. Elderly: Agencies who work with those who are elderly or aging who are primarily over the age of 65.
- xiv. Community Partner: Agencies who serve persons experiencing homelessness or who have previously experienced homelessness in a capacity not mentioned.

Section 6.03 Active Members.

- a) Requirements. Active Members are required to attend all Membership Council meetings. CoC participation tracking for HUD funding will be based on Membership Council meeting attendance. To be considered participating, a member agency must attend at least 75% of Membership Council Meetings in one year. Each agency must designate up to four members of their agency that can vote on CoC policy and procedure recommendations during Membership Council Meetings. Each Active Member has one vote per agency. Active Members are also encouraged to maintain membership in at least one committee and participate in COC activities (ex: Annual PIT Count).
- b) Registration. Potential members must fill out and return an application to the Executive Director of SARA. The Executive director will bring of list of the applicants to the Board who will approve Active Membership. Active Members are required to keep the SARA staff informed of the physical and e-mail address at which they will receive notices. More than one individual associated with an Active Agency may attend, and participate at all meetings, however only those listed as representatives can vote.
- c) Voting. Each Agency who has met the requirements set out for Active Membership shall have one vote through their specified delegates. If an Agency does not meet participation requirements for a one-year period, they will not be reinstated to vote until they have attended at least two consecutive meetings and completed a new Membership Council application. In all elections, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.

Section 6.04 Associate Members. Any Agency who wishes to contribute to the dialogue and activities of SARA but who is unable to meet the membership requirements of Active Membership may register as Associate Members. This applies to agencies who apply for Active Membership and are not approved by the Board to be an Active Member and instead deemed as an Associate Member. Individuals who are experiencing homelessness are eligible for Associate Membership. Any other individuals concerned with developing resources and addressing the needs of the San Antonio homeless population and who are not associated in

any way with an Agency eligible for Active Membership may be considered for Associate Membership.

Associate Members

- a) Are non-voting members of the Membership Council;
- b) May attend Membership Council meetings and engage in discussion;
- c) May participate in other activities unless limited by the Board of Directors; and
- d) May participate in a committee with the ability to vote on decisions made within the committee.

Section 6.05 Membership Council Meetings. Membership Council meetings will be held at least quarterly. It is expected that committee meetings and workgroups will occur more frequently.

- a) Special Meetings - Special meetings may be called by the Membership Council Chair, Board President, or SARAH Executive Director at any time that he or she deems that a vote of the Membership Council is required, by providing members with five (5) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.
- b) Informal Meetings - The Membership Council Chair, Board of Directors President, or SARAH Executive Director may from time to time call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.

Section 6.06 Membership Council Leadership. The Membership Council leadership will consist of a Chair, Vice Chair, and Secretary for a two-year term elected from the Active Membership of the Membership Council. Officer positions for the Membership Council may need to meet periodically with SARAH Staff or directors for planning purposes. Elections for the positions will be held every two years with no officer serving more than three consecutive two-year terms. In addition to the Chair, Vice Chair, and Secretary positions, the Membership Council will select one individual from the Active Membership to serve as a nonvoting member of the Board of Directors. This individual must be employed by an agency receiving COC HUD funding if the Chair represents a non-CoC HUD funded agency. The three officers and additional elected Board of Directors Member At-Large may not represent the same Active Member Agency. The Membership Council Chair and Member At-Large are nonvoting, and may not participate in the discussion of project ranking in the Continuum of Care funding.

- a) The Chair serves as the head of the Membership Council and provides leadership and guidance to the council. The chair is responsible for directing the meetings, presenting agenda items, monitoring workgroup performance, establishing and determining goals of the workgroups, and assigning duties for workgroup members.
Upon election, the Chair will assume a nonvoting position on the Board of Directors.

- b) The Vice Chair will preside over Membership Council if the Chair is unable to act. The Vice Chair will serve as the primary Point of Contact for Workgroup Chairs created by the Membership Council, and will address their concerns as it relates to communicating or approving policies at the Membership Council meetings. The Vice Chair will also ensure that each workgroup has an active chair and is operating based on the purpose established by the Membership Council.
- c) The Secretary serves in absence of the Chair or Vice Chair, reviews and revises Membership Council Meeting minutes, and oversees election processes at Membership Council meetings.
- d) Service Provider Director At-Large represents the Membership Council as a non-voting Director on the SARAH Board.

ARTICLE 7 COMMITTEES AND WORKGROUPS

Section 7.01 SARAH Standing Committees - Committees are chaired by SARAH staff to solicit input from the membership on policy and planning decisions. The Membership Council will vote to recommend adoption and/or approval of these policy and planning decisions to the SARAH Board of Directors. All policies presented to the Membership Council by a SARAH Standing Committee will be brought to the SARAH Board of Directors for consideration with Membership Council votes documented when there is not consensus. SARAH staff maintains the following Standing Committees of the Membership Council:

- a) Point-in-Time Count Committee — The Point-in-Time Count Committee supports the Annual Point in Time Count of the homeless population (sheltered and unsheltered) of San Antonio/Bexar County.
- b) HMIS Governance Committee — The HMIS Committee will provide input and approve policies and procedures, a privacy plan, security plan, and data quality plan for the HMIS. The committee will also ensure that the HMIS is administered in compliance with requirements by HUD and the SARAH Memorandum of Understanding Agreement.
- c) Coordinated Entry Committee - This committee provides input on the CoC's Coordinated Entry Process and Policies.
- d) Outreach Committee – This committee coordinates outreach services in San Antonio/Bexar County.
- e) Youth Advisory Committee – This committee is comprised of at least three (3) youth. The majority of this committee must be either currently homeless or previously homeless. This Committee serves as subject matter experts on youth homelessness policies in San Antonio.

Section 7.02 CoC Workgroups – Workgroups are created by a vote of the Membership Council and are chaired by elected Chair and Co-Chair positions. The SARAH Membership Council may, by resolution, create any other standing or temporary workgroups the Council deems necessary to fulfill the purpose of SARAH. Workgroups are created to target a specific issue pertaining to homelessness in San Antonio/ Bexar County through community collaboration.

Section 7.03 Chair and Co-Chair. The workgroup may be chaired by an active or associate member of SARAH. The chairperson shall be responsible for encouraging representation within their respective workgroup. These positions are elected by the members of the working group at the first meeting, and reaffirmed every year by the workgroup. A chair/co-chair may resign at any time by submitting a letter to the Membership Council Chair. The Workgroup Chair and Co-Chair are elected as community members and their term is not dependent on the position held at their respective agency. The Workgroup Chair and Co-Chair are responsible for execution of the group to include scheduling meetings, facilitating meetings, writing meeting agendas, writing meeting minutes and any other duties that are necessary to run the workgroup successfully. SARAH will assign lead staff to support any workgroups created by the Membership Council.

Section 7.04 Committee and Workgroup Meetings. Each committee or workgroup may meet as often as necessary to fulfill its designated purpose.

Section 7.05 Terms of Office. There are no term limits with respect to committee and workgroup membership however the Chair and Co-Chair must be annually re-elected and confirm their positions as Chair and Co-Chair.

Section 7.06 Committee and Workgroup Rules. The committees and workgroups may adopt rules not inconsistent with the provisions of these Bylaws. Unless otherwise provided in the resolution of the Membership Council, a majority of the workgroup or committee members will constitute a quorum. Each committee or workgroup will, to the extent possible, act through consensus. Failing consensus, the vote of a majority of the committee or workgroup members present, assuming a quorum, shall constitute the act of the committee or workgroup.

ARTICLE 8 AMENDMENTS AND REVISIONS

Section 8.01 Power to Amend Bylaws. The Bylaws of SARAH may be amended, and/or repealed, or new Bylaws may be adopted by the majority vote of the Board of Directors. Any repeal and/or amendment of a Bylaw shall be maintained by SARAH staff and made available upon request.

Section 8.02 Notice of Amendment in Writing. Proposed amendments to these Bylaws must be in writing and sent to the Board of Directors at least five (5) days in advance of the general or special membership meeting.

ARTICLE 9
DUTIES OF THE BOARD OF DIRECTORS

Section 9.01. General. The duties of the Directors of the Board, and of any committee of the Board on which s/he serves, will include the duty of good faith (acting in a manner such as the Director believes to be in the best interest of SARAH) and, including reasonable inquiry, the duty of care (acting as the ordinarily prudent person would in a like situation under similar circumstances).

In performing the duties of a Director, a Director will be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers of SARAH or the SARAH staff whom the Director believes to be reliable and competent in the matters presented;
- b) Counsel, independent accountants or other persons retained by SARAH, as to matters which the Director believes to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 9.03, a person who performs the duties of a Director in accordance with the above will have no liability based upon any failure or alleged failure to discharge that person's obligations as Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which SARAH, or assets held by it, are dedicated.

Section 9.02. Loans. SARAH will not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that SARAH may advance money to a Director or Officer of SARAH or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such so long as such individual would be entitled to be reimbursed for such expenses absent such advance.

Section 9.03. Self-Dealing Transactions. Except as approved in Section 9.04 below, no Member of SARAH may approve a self-dealing transaction. A self-dealing transaction is one to which SARAH is a party and in which one or more of the Directors has a material financial interest or a transaction between the Corporation and any person (other than a nonprofit corporation, tax exempt under Internal Revenue Code Section 501 (c) (3)) in which one or more of the Directors has a material financial interest. A Director will not be deemed to have a material financial interest in a contract or transaction that implements a charitable program of SARAH solely

because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by SARAH, in accordance with Section 9.04 herein, in good faith and without unjustified favoritism.

Section 9.04. Approval. The Board of Directors may approve a self-dealing transaction if it determines that the transaction is in the best interests of, and is fair and reasonable to, SARAH and, after reasonable investigation into the facts and circumstances, determines that SARAH could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, and the presence of the interested Director can be counted for purpose of the quorum but such Director's vote will not be counted for the matter at hand.

Section 9.05. Indemnification. To the fullest extent permitted by law, SARAH will indemnify its Directors and Officers, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of SARAH, by reason of the fact that the person is or was a director or officer of SARAH. Such right of indemnification will not be deemed exclusive of any other rights to which such person may be entitled apart from this Section 9.05.

SARAH will have power to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers and Directors against any liability asserted against or incurred by them in such capacity or arising out of their status as such.

ARTICLE 10 RECORDS AND REPORTS

Section 10.01. Maintenance and Inspection of Articles and Bylaws. Every Director will have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of SARAH and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and will include the right to copy and make extracts of documents at the expense of the requesting director.

Section 10.02. Maintenance and Inspection of Other Corporate Records. SARAH will keep adequate and correct books and records of accounts; written minutes of the proceedings of its Board of Directors, and committees of the Board of Directors; and a record of each Director and Officer's name and address, and such record keeping shall be the obligation of the Secretary and the Treasurer of SARAH. All such records will be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. The minutes will be kept in written or typed form, and other books and records

will be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer of SARAH will turn over to his or her successor or the President in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of SARAH as have been in the custody of such officer, employee, or agent during his or her term of office and the President shall then turn over such items to the successors of the SARAH.

Section 10.03. Annual Reports. The Board of Directors will cause an annual report to be sent to all Directors of the SARAH, within 120 days after the end of the SARAH's fiscal year, containing the following information:

- a) The assets and liabilities, including the trust funds, of the SARAH at the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenues or receipts of the SARAH, both unrestricted and restricted for particular purposes, for the fiscal year; and
- d) The expenses or disbursements of the SARAH, for both general and restricted purposes, during the fiscal year.

The report will be accompanied by any pertinent report(s) of independent auditors, or, if there is no such report, the certificate of an authorized officer of SARAH that such statement was prepared without audit from the books and records of SARAH.

ARTICLE 11 FISCAL YEAR

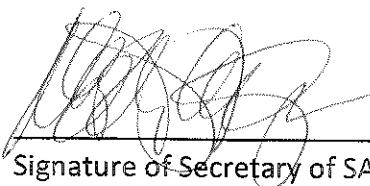
The fiscal year of SARAH will run from January 1st to December 31st.

ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Texas Non-Profit Corporation Act as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law will deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws will be considered valid and operative, and (ii) effect will be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the SARAH, and the above Bylaws, are the Bylaws of the Corporation as adopted by the Board of Directors on December 6, 2005, and approved by the membership on December 15, 2005, and amended on April 6, 2006, July 23, 2009, July 12, 2012, August 27, 2015, March 3, 2016, and June 29, 2017, and that they have not been amended or modified since that date.



Signature of Secretary of SARAH

Mestella Garza

7/10/17

Date