



**San Antonio for Growth on the Eastside, Inc.
A Texas Non-Profit Corporation**

These Amended and Restated Bylaws govern the affairs of the San Antonio for Growth on the Eastside, Inc., a Texas nonprofit corporation (hereinafter referred to as the "Corporation" or "SAGE"). SAGE is organized under Chapter 22 of the Texas Business Organizations Code (the "Code").

ARTICLE 1. NAME AND OFFICES

1.01 Name. The name of the corporation shall be San Antonio for Growth on the Eastside, Inc.

1.02 Principal Offices. The principal office of SAGE shall be on the Eastside of the City of San Antonio, Bexar County, Texas. The Corporation may establish other offices in such other places as the Board of Directors (the "Board") may from time to time determine and as the affairs and activities and the Corporation may require. The Board may change the location of any office of the Corporation.

1.03 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the registered office, as required by the Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board, which change shall become effective upon filing the same with the Texas Secretary of State.

ARTICLE 2. PURPOSE

2.01 Purpose. This corporation is organized exclusively for charitable, educational, and scientific purpose within the meaning as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation's Certificate of Formation (formerly Articles of Incorporation), as may be amended (the "Certificate of Formation"), may contain specific purposes consistent with these Bylaws, and if there is a conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation controls.

Consistent with the Corporation's Certificate of Formation, the purposes for which SAGE is organized are as follows: To establish an organization to coordinate activities of public and private agencies, individuals, and firms dedicated to utilizing resources to promote the general welfare and economic development of the City of San Antonio. These activities will include developing publicly approved real estate projects, developing community development projects, promoting, and engaging in real estate acquisitions and development of other related programs directed toward achieving the economic stability and empowerment of the City of San Antonio Eastside. The corporation's objectives include: (1) to facilitate business development; (2) to generate jobs; (3) to serve as a principal planning agency, (4) to coordinate development of "bricks and mortar projects";

(5) to build economic development credibility through partnership and real estate development; (6) to actively seek financial investors for Eastside projects; and (7) to establish strong positive relationships with neighborhood organizations, faith communities and other Eastside community groups and individuals.

2.02 Powers and Restrictions. The Corporation is a non-profit corporation and, except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, it shall have all of the powers, duties, authorizations, and responsibilities as provided in the Code; provided, however, the Corporation shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code. More specifically, no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, nor any private individual. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign, on behalf of or in opposition to, any candidate for public office.

ARTICLE 3. MEMBERS

3.01 Members. The Corporation shall have no members. Management of the Corporation's affairs shall be vested in its Board.

ARTICLE 4. DIRECTORS

4.01 Management. The Board of Directors shall be the governing body of the Corporation. The Board shall manage the business affairs and activities of the Corporation, including establishing general policies for the ongoing operations of the Corporation and the hiring and oversight of the Chief Executive Officer. The Board may exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by the Code, the Certificate of Formation, or these Bylaws.

4.02 Number. Until changed by resolution of the Board, the Board shall consist of no less than five (5) but no more than fifteen (15) directors. The total number of directors must always be an odd number.

4.03 Election of Board Members. Prior to the meeting at which directors shall be elected, the Board shall nominate candidates it deems qualified to serve as director on the Board and refer such nominees to the Governance Committee for vetting. A candidate may be elected as a director by a simple majority of the existing voting directors of the Corporation present at a duly called or held meeting of the Board at which a quorum is present. Elected directors will assume office at the close of the meeting of the Board.

4.04 Term. Each director shall serve a term of two (2) years. A director may serve up to two additional (2) consecutive terms if so elected by the Board. After the conclusion of a Director's third consecutive term, the director shall be ineligible to serve as a director for at least one (1) year,

except as noted below in Section 4.05.1. Directors shall be arranged so that the terms of approximately one-third (1/3) of the directors expire each year unless elected to an officer position. Terms begin at the close of the meeting at which directors are elected.

4.04.1 Term Extension for Board Officer. Notwithstanding any director term limits, the Board shall have the authority to extend the term of any one or more directors, who are serving as an officer of the Board, where such extension is deemed advisable in order to protect and advance the best interests of the Corporation in regard to specific or significant business matters or other circumstances of the Corporation that developed or are in progress as of the conclusion of the applicable term of the director(s) who is serving as an officer of the Board. With any such extension of service, the Board may approve a succession plan designated to address the matters in progress and future director and officer roles of the Corporation.

4.05 Officers of the Board. The Board shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary. The officers of the Board shall be elected by a majority vote of the directors present at any regular or special meeting called for this purpose. Any vacancy occurring in an officer position may be filled by the Board at a meeting of the Board. Each officer shall hold office for one (1) year or until their successor shall have been duly elected and shall have qualified.

4.05.1 Chairperson. The Chairperson shall be chosen from the membership of the Board. The Chairperson shall preside over all meetings of the Board and the Executive Committee; sign all records of such meetings; and shall perform such other things as are customarily and ordinarily done by chairpersons of similar organizations.

4.05.2 Vice Chairperson. The Vice Chairperson shall be chosen from the membership of the Board. In absence of the Chairperson or in the event of their temporary inability to act, the Vice Chairperson shall act. In the absence of both the Chairperson and Vice Chairperson, a member of the Board shall be chosen to act temporarily by majority vote of the directors at a duly called meeting. If the Chairperson shall resign or otherwise be unable to serve the remainder of their term, the Vice Chairperson shall serve as Chairperson for the unexpired term of the resigned Chairperson. The Vice Chairperson of the Board of Directors is encouraged to consider assuming the office of Chairperson when a vacancy arises. However, the Vice Chairperson shall not automatically succeed to the position of Chairperson. The election of the Chairperson shall follow the standard nomination and voting procedures outlined in these Bylaws, ensuring that the Board of Directors collectively selects the individual best suited to lead the organization.

4.05.3 Treasurer. The Treasurer shall be chosen from the membership of the Board. The Treasurer shall (i) monitoring the organization's funds, ensuring they are managed prudently and in accordance with the Corporation's mission and financial policies, (ii) oversee compliance with all financial reporting requirements, including tax filings and audits, (iii) present financial updates at Board meetings, and (iv) perform all other duties as may, from time to time, be prescribed by the Board or the Chairperson.

4.05.4 Secretary. The Secretary shall be chosen from the membership of the Board, and the Secretary of the Board also shall serve as the Secretary of the Corporation. The Secretary shall attend all meetings of the Board and the Secretary or their designee shall preserve in books

of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall, in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to them by the Chairperson or by the Board.

4.06 Meetings of the Board.

4.06.1 Place of Meetings. The Board may hold meetings, both regular and special either within or out of the State of Texas.

4.06.2 Annual Meeting. The annual meeting of the Board shall be scheduled on a date determined by the Board. The annual meeting may be considered a regular meeting for the purposes of the quarterly meeting requirement below.

4.06.3 Regular Meetings. Regular meetings of the Board shall be held at least quarterly at such time and place as the Board or Chair shall determine. Written notice of regular meetings of the Board shall be given at least ten (10) days prior to the meeting.

4.06.4 Special Meetings. Special meetings of the Board may be called (a) by the Chairperson and Vice Chairperson, collectively, or (b) upon the written request of twenty-five percent (25%) of the directors. Written notice of special meetings of the Board shall be given to each director at least five (5) days before the date of the meeting, if by mail, or at least forty-eight (48) hours if by electronic technology. The person(s) calling a special meeting will inform the Secretary of the Board of the information to be included in the notice of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

4.06.5 Meeting by Electronic Communication Equipment. The Board may hold a meeting by telephone conference-call or any other means of remote electronic communication systems, including video conferencing technology or the internet, so long as that system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each of the participants.

4.07 Quorum. The presence of half of the current directors plus one ($1/2 + 1$) shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of the Corporation at all meetings of the Board. If a quorum is not present or represented at any meeting of the Board, the directors entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present or represented. When the adjourned meeting is reconvened and a quorum is present or represented at the reconvened meeting, any business may be transacted that might have been transacted at the original meeting.

4.08 Duly Called Requirement. All meetings of the Board must be duly called. A Board meeting is considered duly called when it is scheduled and conducted in accordance with these bylaws. Specifically, there must be: (1) sufficient notice prior to the meeting date and time; (2) the presence of quorum; and (3) the meeting must be called by the authorized person or persons (such as the Board Chair or a specified number of Board members) as required by these bylaws.

4.09 Voting by Proxy. A director who desires to vote by proxy shall do so by a proxy executed in writing by such member. Proxies shall be dated but need not be witnessed or acknowledged. A photocopy, facsimile, e-mail, or other form of electronic transmission, signed and executed by a director, shall be treated as an execution in writing. The proxy shall be revocable and expire upon the conclusion of the meeting for which the proxy was given. A director who gives their written proxy to another individual may specify in the written proxy how the individual is to vote on certain matters at the meeting and/or give the individual discretion to vote on all or certain matters at the meeting as the individual shall determine. If a director fails to make a specification in the written proxy, then the director shall be deemed to have given the individual discretion to vote on all matters at the meeting as the individual shall determine. Proxies shall be filed with the Chairperson or Secretary of the Board at any time before or at the time of the meeting.

4.10 Voting by Other Means. At any meeting of the Board, a director shall be entitled to vote by mail, facsimile transmission, electronic message, or any combination of those methods. The Board may establish additional policies governing the methodology for voting by mail, facsimile transmission, or electronic message.

4.11 Actions of the Board. The Board of the Corporation will try to act by consensus. However, if a consensus is not available, the vote of a majority of such directors present or represented at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by the Code, the Certificate of Formation, or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present for the purpose of determining the quorum. The directors present or represented at a meeting at which a quorum is present may continue to transact business until adjournment, even if enough directors leave the meeting so that less than a quorum remains.

4.12 Action by Written Consent. With the prior approval of the Chair, any decision required or permitted to be made at a meeting of the Board may be made without a meeting, without notice and without a vote if proper written consent is given. A decision without a meeting may be made if a written consent to the decision sets forth the action taken and is signed by those persons holding the minimum number of votes necessary to take the action at a meeting at which all directors were present (e.g., actions requiring a two-thirds (2/3) majority must receive affirmative votes from two-thirds (2/3) of those directors). The original signed consents will be placed in the Corporation minute book and kept with the corporate records. The consent must state the date of each person's signature. Notice of the taking of an action without a meeting, by less than a unanimous consent, shall be given to each person who did not consent in writing to the action, within three (3) days after the original signed consent is delivered to the Secretary. Written consents may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

4.13 Duties of Directors. Directors of the Corporation will 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 Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely

on information, opinions, reports, or statements, including financial statements and other financial data (“Information”), concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not considered to be acting in good faith on such Information if he has knowledge concerning a matter in question that renders this reliance on such Information 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.

4.14 Interested Directors. Contracts or transactions between the Corporation and any directors or officers (or any entity of which a director or officer is a member, managerial officer or has a financial interest) are not void or voidable solely for that reason, nor are they void or voidable solely because the director or officer is present at or participates in the meeting that authorizes the contract or transaction. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or committee authorizing the transaction, and the interested director must abstain from voting on the contract or transaction. The transaction must be approved by seventy-five percent (75%) of the uninterested directors or committee members with the authority to authorize the transaction. Notwithstanding the above provisions, the Corporation shall be prohibited from making any loan to a director of the Corporation.

4.15 Compensation. Directors, as such, shall not receive any stated compensation for their services as directors; however, nothing herein contained shall be construed to preclude any director from receiving compensation therefore, or from receiving reimbursement for all reasonable and necessary expenses as authorized by the Board.

4.16 Removal of Directors. Any director may be removed either with or without cause by the majority vote of all directors present and voting at any regular or special meeting at which a quorum is present; provided, however, that a notice of intention to act upon the question of removing such director shall have been given to each director at least seven (7) days before the date of the meeting.

4.17 Resignation of Directors. A director may resign from the Board at any time upon providing at least fourteen (14) days prior written notice to the Chairperson or in their absence any officer of the Board. The failure of any director to attend three (3) consecutive meetings of the Board, without reason acceptable to the Board, or the failure by any director to cure any defective criteria of membership within a reasonable time after receipt of written notice of defect, may be treated and considered by the Board, at its discretion, as a tender of resignation by the director.

4.18 Absence. Should any director be absent from three (3) consecutive Board Meetings without submitting in writing, a communication to the Chairperson or Secretary stating their reason for so doing, and if the excuse should not be accepted by the Board, such event shall be deemed as the director’s resignation and that director’s seat on the Board may be declared vacant.

4.19 Leave of Absence for Elected Office. Any director who publicly announces they will seek

elected office shall immediately take a leave of absence from the Board until after the election. If the director is an officer of the Board, the director shall forfeit their position as an officer of the Board. If time remains in the director's term after the election, the director may return to the Board upon approval of the remaining directors; however, the director shall not retain their previous position as an officer of the Board. No leave of absence shall extend any director's term on the Board.

4.20 Vacancies. Whenever a vacancy occurs in the Board by death, resignation, or removal, it shall be filled without delay by majority vote of the Board at the next duly called or held Regular Meeting of the Board or at a Special Meeting of the Board called for that purpose, at which a quorum is present at the next. The election shall be held within sixty (60) days after the occurrence of the vacancy. The director so elected shall hold office until the expiration of the term for which the director was elected to fill.

ARTICLE 5. CORPORATE OFFICERS

5.01 Positions. The corporate officers of the Corporation shall be an Executive, a Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board. Two or more offices may be held by the same person, except for the offices of Chief Executive Officer ("CEO") and Secretary.

5.02 Term. The CEO serves as an officer for so long as they serve as CEO in accordance with Section 5.03 of these Bylaws. The Secretary of the Corporation shall be the same individual elected to serve as the Secretary of the Board and shall serve as Secretary of the Corporation for so long as he or she is elected to serve as the Secretary of the Board. Any vacancy occurring in an officer position shall be filled by the Board at a meeting of the Board. New offices may be created and filled by the Board at any meeting of the Board.

5.03 Chief Executive Officer. The CEO shall be employed and subject to control and direction of the Board. The CEO shall be responsible to the Board for the competent discharge of all duties normally attached to the office and as delineated and approved by the Board in any applicable job description. The CEO shall serve as an *ex officio* member, without vote, of all divisions, departments, and committees of the Corporation.

5.03.1 Employment-At-Will. The CEO shall be employed-at-will unless the Board approves a resolution authorizing an employment contract.

5.03.2 Annual Review. The CEO is subject to annual performance reviews.

5.03.3 Duties. The CEO shall conduct the general and active day-to-day management of the affairs of the Corporation; employ and terminate all employees; determine employee compensation within the approved budget limitations; supervise the employees and agents of the Corporation; see that all resolutions of the Board are carried into effect; and perform such duties as may be required

of them by the Board and the Executive Committee.

5.03.4 Authority to Contract. The CEO shall have the authority to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

5.03.5 Expenditures within Budget. Upon approval of the budget by the Executive Committee and the Board, the CEO shall be authorized to make disbursements on accounts of expenses, provided for in the budget, without any additional approval of the Board.

5.03.6 Surety Bond. The CEO, and all staff members, shall be covered by a blanket surety bond in such amount as the Board shall deem necessary; the cost to be paid by the Corporation.

5.04 Secretary. The Secretary of the Corporation shall be the same individual elected to the office of Secretary of the Board. The Secretary shall attend all meetings of the Board and the Secretary or their designee shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall, in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to them by the Chairperson or by the Board.

5.05 Removal. The CEO may be removed by the Board, with or without cause, whenever, in the Board's judgment, the best interest of the Corporation would be served thereby.

ARTICLE 6. COMMITTEES

6.01 Establishing Committees. The Board may establish any number of committees, which the Board deems desirable or necessary, either standing or advisory, for any purpose not inconsistent with the purpose of the Corporation. All standing and advisory committees shall conform to rules established by the Board.

6.02 Delegation of Authority. No standing or advisory committee shall have the authority to: (1) amend the Certificate of Formation; (2) adopt a plan of merger or a plan of consolidation with another organization; (3) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the organization; (4) authorize the voluntary dissolution of the organization; (5) revoke proceedings for the voluntary dissolution of the organization; (6) adopt a plan for the distribution of the assets of the organization; (7) amend, alter, or repeal the Bylaws; (8) elect, appoint, or remove a member of a Committee, Director of the Board, or officer of the Corporation; (9) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined herein; or (10) take any action outside the scope of authority delegated to it by the Board or in contravention of the Code.

6.02.1 Authority of Standing Committees. If the Board establishes or delegates any of its authority to a standing committee, it shall not relieve the Board, or any Director, of any responsibility

imposed by these Bylaws or otherwise imposed by law. The Board shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all committees.

6.02.2 Authority of Advisory Committee. The Board may designate various advisory committees not having or exercising the authority of the Board. Such advisory committees shall only function in an advisory capacity to the Board. The Board shall have the power to appoint and remove members of all advisory committees. The Board shall define, by resolution, the scope of activities and the qualifications for membership on all advisory committees.

6.03 Standing Committees. Established by these Bylaws, standing committee shall exist indefinitely. The standing committees shall include the Executive Committee, Finance Committee, Fundraising Committee, and Governance Committee. All standing committees are subject to review by the Board.

6.03.1 Composition. Each standing committee shall consist of three (3) or more persons and must include at least two (2) directors of the Board. The Board shall select a chair of each standing committee from the directors of the Board appointed to serve on the committee.

6.03.2 Executive Committee. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, Secretary, Treasurer, and another director appointed by the Chairperson. This committee may consider emergency matters; however, its actions must be presented at the next Regular Meeting of the Board. The Executive Committee shall, upon resolution adopted by a majority of the voting directors, have and may exercise all of the authority of the Board in the management of the Corporation.

6.03.3 Finance Committee. The Finance Committee shall be responsible for recommending and reviewing budgets for Board approval which will meet the requirements of the Corporation's programs and for determining the means by which the budget requirements are met. In addition, the Finance Committee shall (i) have supervisory responsibility for the proper administration of the Corporation's funds; (ii) cause an annual audit to be made by a certified public accountant of all financial operations of the Corporation during the past year; (iii) prepare and present a final report of the financial condition to the Board of Directors; and (iv) with the approval of the Executive Committee, designate the bank or banks in which the funds of the Corporation shall be deposited.

6.03.4 Fundraising Committee. The Fundraising Committee oversees strategies to secure financial resources in support of the Corporation's mission. The committee engages Board members, cultivates donor relationships, supports fundraising events, and monitors progress toward financial goals to ensure sustainability and impact.

6.03.5 Governance Committee. The Governance Committee oversees the organization's governance practices, ensuring compliance with legal and ethical standards. It is responsible for Board member recruitment, as well as reviewing and updating bylaws and organizational policies.

6.04 Advisory Committee. Established by either these bylaws or a resolution of the Board, advisory committees shall assist the Board in carrying out its work by providing expertise and advice in selected areas.

6.04.1 Composition. Advisory committees shall consist of any number of members appointed by the Board or, at its delegation, the CEO of the Corporation. Advisory committees shall consist of professional individuals with advanced knowledge in a specific field that supports the business of the Corporation. The Board or, at its delegation, the CEO of the Corporation, shall select a Chair of each committee from the individuals appointed to serve on such committee.

6.04.2 Grant Review Committee. The Grant Review Committee reviews grant applications, interviews applicants, and recommends actions to the Board. The members and Chair of the Grant Review Committee are appointed by the Board Chair. The Chair of the Grant Review Committee must be a member of the Board.

6.04.3 No Authority. Advisory committees and the members of such committees shall have no authority to act on behalf of the Corporation or Board and no actions of an advisory committee shall be binding upon the Corporation or the Board, until approved by the Board, the Executive Committee, or an authorized officer of the Corporation.

6.05 Term of Office. Each member of a standing committee shall serve on the standing committee for one (1) year. Each member of an advisory committee shall serve on the committee for the duration of the existence of the committee or until a new slate of committee members is appointed in accordance with Paragraph 6.04. A committee member's term may terminate earlier if the committee is terminated or if the member dies, resigns, or is removed as a member. Committee members may be removed in the same manner as appointed. 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 will serve for the unexpired portion of the terminated committee member's term.

6.06 Committee Chair. The designated Chair of a committee will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refuses to act, the Chair may appoint another committee member to perform the Chair's duties. When a Chair's delegate acts for the Chair, they shall have all the powers of, and is subject to all the restrictions on, the Chair. The Chair of a committee shall have a voice and vote on all committee matters.

6.07 Notice of Meetings. Notice of a committee meeting will be delivered to each member of a committee not less than five (5) days before the date of the meeting. The notice will state the place, day, and time of the meeting.

6.08 Quorum. The presence of half plus one ($1/2 + 1$) of the current members of any standing or advisory committee shall constitute a quorum for transacting business at any meeting of such 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 for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

6.09 Actions of Committees. Committees will try to act by consensus. However, if a consensus is not available, the vote of a majority of committee members present or represented and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present for the purpose of determining the quorum.

6.10 Proxies. A committee member may vote by proxy, pursuant to the same requirements for directors to vote by proxy as set forth in these Bylaws.

6.11 Compensation. Committee members may not receive salaries for their services. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

6.12 Rules. Subject to the approval of the Chairperson of the Board, each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 7. TRANSACTIONS OF CORPORATION

7.01 Contracts. The Board 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.

7.02 Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

7.02.1 Accounts. Funds received by the Corporation shall be placed in a general operating fund except for money received for special projects as determined by the Board. Funds unused from the current year's budget will be placed in a reserve account to be used at the discretion of the Board.

7.03 Gifts. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. However, the Board is not required to accept any contribution, gift, bequest, or devise and may, from time to time, place limitations or conditions on the type and form of gifts the Corporation will accept. The Board shall

adopt a gift acceptance policy setting forth in more detail the terms and conditions under which the Corporation may accept gifts. The Board may only accept gifts and charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, the Code, and provisions set out in federal tax law and that must be complied with to maintain the Corporation's federal and state tax status.

7.04 Bond for Check Signers. The Chairperson of the Board, Treasurer of the Board, CEO, Chief Financial Officer ("CFO"), and/or Chair of the Finance Committee shall, if required by the Board, give to the Corporation such security for the faithful discharge of their duties as the Board may direct.

7.05 Endorsement of Securities. Subject always to the specific directions of the Board, any security or securities owned by the corporation may be endorsed for sale or transfer in the name of the corporation by the Chair and attested by the Secretary under corporate seal.

7.06 Disbursements. Upon approval of the budget, the CEO is authorized to make only those disbursements included in the budget that have been approved by the Board or as allowed in any Board-approved policy in effect at the time of the disbursement. The CEO and CFO may sign checks and request disbursements, within approval limits, as set out in any applicable Financial Internal Control Policy in effect at the time of the signing or disbursement. Two signatures from the Board Chair, Board Treasurer, and the CEO may be required for any checks over a certain dollar amount as more specifically set out in any applicable Financial Internal Control Policy in effect at the time of the signing. No other expenditures shall be made without prior approval of the Board or the Executive Committee.

7.07 Financial Statements. The Chair or Chief Executive Officer annually shall present a full and clear statement of the business and condition of the corporation.

7.08 Financial Policy. All incurred debt must have Board approval, except for normal operating expenses.

ARTICLE 8. BOOKS AND RECORDS

8.01 Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records 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 Certificate of Formation, and any amendment or restatement thereof, and statement of change of registered office or registered agent.
- (b) A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them.

- (c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's statement of finances, inclusive of a balance sheet, statement of financial activities, changes in fund balances, and a statement of functional expenses for each of the three most recent fiscal years.
- (f) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (g) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

8.02 Inspecting and Copying. Any director or officer of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he has a proper purpose related to their interest in the Corporation. Such person may act through their attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten (10) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed fifty cents (\$.50) per page. The Corporation will provide requested copies of books or records no later than ten (10) working days after receiving a proper written request.

A member of the public may, by written request, inspect and receive copies of such financial records and annual reports as are required by the Code to be made available for inspection by the public. The procedure for inspection of such records and reports, and obtaining copies thereof, shall be the same as set forth above.

8.03 Annual Audit. The Corporation will be required to have an annual audit conducted on the financial books and records of the Corporation. Selection of the auditor shall be by the Board upon recommendation of the Finance Committee.

ARTICLE 9. FISCAL YEAR

9.01 Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st in each year.

ARTICLE 10. LIABILITY OF DIRECTORS

10.01 Liability of Directors. No director or officer of the Corporation shall be personally liable to the

Corporation or any other person for an action taken or omission made by the director or officer in such person's capacity as a director or officer unless a director or officer's conduct was not exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the director or officer reasonably believed to be in the best interest of the Corporation.

ARTICLE 11. INDEMNIFICATION

11.01 Indemnification in General. The Corporation's indemnification obligations are outlined in the provisions below.

11.01.1 Indemnification of Covered Person. The Corporation will indemnify a director, officer, committee member, employee, or agent of the Corporation ("Covered Person") who was, is, or may be named defendant or respondent in any proceeding because of their actions or omissions within the scope of their official capacity in the Corporation. For the purposes of this Article 11, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor or trustee of a partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

11.01.2 When Indemnification Is Required, Permitted, and Prohibited. The Corporation will indemnify a Covered Person only if they acted in good faith and reasonably believed that their conduct was in the Corporation's best interests. In case of a criminal proceeding, the Covered Person may be indemnified only if they had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a Covered Person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A Covered Person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the Covered Person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation. Notwithstanding the other provisions of this Section 11.01.2, the Corporation will indemnify a Covered Person who is wholly successful on the merits in the defense of any proceeding, against reasonable expenses actually incurred in connection with such defense.

11.01.3 Incurred Expenses. The Corporation will pay or reimburse expenses incurred by a Covered Person in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

11.01.4 Advancement of Expenses. The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a Covered Person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Section 11.03.3, above, have been satisfied. Furthermore, the Corporation will never advance

expenses to a Covered Person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation if the Covered Person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

11.01.5 Additional Permitted Indemnification. In addition to the situations otherwise described in this Section 11.01, the Corporation may indemnify a Covered Person to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by Section 11.01.2, above.

11.02 Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the Covered Person in connection with the proceeding.

11.03 Procedures Relating to Indemnification Payments. Procedure for indemnification is outlined below.

11.03.1 Procedure to Prior to Paying Indemnification Expenses. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 11.03.3, below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (a) Majority vote of director who, at the time of the vote, are independent and disinterested.
- (b) Majority vote of a committee of the Board consisting solely of independent and disinterested directors, who are designated to act in the matter by a majority vote of the independent and disinterested directors.
- (c) Determination by special legal counsel selected by the Board or a designated committee, by the same vote as provided in subparagraphs (a) or (b), above.

11.03.2 Authorization of Indemnification and Determination of Reimbursement of Expenses. The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (c) of Section 11.03.1, above, governing selection of special legal counsel. A provision contained in the Certificate of Formation, or a resolution of the Board that requires the indemnification permitted by Section 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same

manner as the determination that indemnification is permissible.

11.03.3 Advancement of Expenses Only When Facts Do Not Preclude Indemnification. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under paragraph 11.03.1, above. In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the Covered Person to receive the advance. The Covered Person's written affirmation will state that they have a good faith belief they have met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the Covered Person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the Covered Person, but it need not be secured and may be accepted without reference to financial ability to repay.

11.04 Insurance. The Corporation may purchase insurance, at its expense, to protect itself and any Covered Person against any expense, liability, or loss whether the Corporation would have the power to indemnify such person against such expense, liability, or loss under this Article 11.

11.05 Report of Indemnification. Indemnification payments and advance payments made under this Article 11 shall be reported to the directors of the Corporation at the next notice of or waiver of notice of a meeting of the directors, or within twelve (12) months of the date of payment of the indemnification or advance, whichever is sooner.

ARTICLE 12. NOTICES

12.01 Methods of Giving Notice. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, facsimile, e-mail, or any other means of electronic transmission. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at their address as it appears on the corporate records, with postage prepaid. If given by facsimile or e-mail, a notice is deemed delivered when transmitted to a facsimile number or an electronic message address provided by the intended recipient, or to which the intended recipient consents for the purpose of receiving notices. A person may change their address, facsimile number, or electronic message address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

12.02 Signed Waiver of Notice. Whenever any notice is required by the Code or under the Certificate of Formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

12.03 Waiving Notice by Attendance. A person's attendance at a meeting constitutes 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 was not lawfully called or convened.

ARTICLE 13. DISSOLUTION AND WINDING UP

13.01 Winding Up. Upon the necessity for the dissolution and/or winding up of the Corporation, the Board shall oversee such process and ensure compliance with all relevant provisions of the Code and other applicable state and federal statutes.

13.02 No Rights of Directors to Assets. Upon dissolution and/or winding up of the Corporation, no director shall have any rights nor shall receive any assets of the Corporation. The assets of the Corporation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Certificate of Formation and these Bylaws. In the event of dissolution and/or winding up of the Corporation, the assets, after payment of any debts, will be distributed to an organization which is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 14. AMENDMENTS

14.01 Amendments. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of two-thirds (2/3) of the members of the Board present at any regular or special meeting (provided notice of the proposed change is contained in the notice of such regulars or special meeting) called for this purpose. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted will 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.

14.02 Review. Unless otherwise amended, these Bylaws shall be reviewed no less often than every five (5) years by a committee appointed in the manner provided by in these Bylaws.

ARTICLE 15. MISCELLANEOUS PROVISIONS

15.01 Effective Date. These Bylaws shall be effective immediately upon their approval by two-thirds (2/3) of all the directors of the Board.

15.02 Determination by the Board. Any matter not covered by these Bylaws, as well as questions or doubts concerning the interpretation, construction, or application of these Bylaws, shall be conclusively determined by the Board.

15.03 Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

15.04 Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.05 Headings. The headings used in the Bylaws are for convenience and may not be considered in construing the bylaws.

15.06 Number and Gender. All singular words include the plural, and all plural words include the singular. All masculine, feminine, and neuter words include the others where the context requires.

15.07 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 to be kept with the corporate records.

15.08 Parties Bound. The Bylaws will bind 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 the Bylaws otherwise provide.

Adopted by the Board of Directors of San Antonio for Growth on the Eastside, Inc., this 19th day of December 2024.



McKayla Sumbry, Chairperson of Board of Directors



Fr. Kevin Fausz, Secretary

AMENDED AND RESTATED
November 10TH, 2010

AMENDED
November 18TH, 2011



AMENDED
November 30TH, 2012

AMENDED
OCTOBER 27TH, 2016

AMENDED
JULY 27TH, 2023

AMENDED
APRIL 18TH, 2024

AMENDED
DECEMBER 19TH, 2024