



## **BYLAWS OF THE GOOD NEIGHBOR FOUNDATION**

### **PREAMBLE**

These bylaws are subject to, and governed by the Texas Non-Profit Corporation Act and the Articles of Incorporation of The Good Neighbor Foundation. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of The Good Neighbor Foundation, these bylaws will be controlling. These bylaws constitute the code of rules adopted by The Good Neighbor Foundation (the corporation) for the regulation and management of its affairs.

### **ARTICLE I. NAME OF ORGANIZATION**

The Good Neighbor Foundation, operating as Wimberley Good Neighbor

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Nonprofit Purpose**

The Good Neighbor Foundation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Section 2. Specific Purpose**

The Good Neighbor Foundation, operating as Wimberley Good Neighbor, is an all-volunteer organization that matches altruistic neighbors with local families and individuals who have specific needs, such as rent, utilities, gas, housing, Christmas toys, etc. The scope and goals of the charity were established during the 2020 COVID-19 pandemic for Wimberley, Texas residents. At the core of the charity is a crowdfunding platform in which donors scroll through a list of vetted neighbor requests then fund a request in full or with a partial amount. Donors have the option of meeting the family, if the family wants to be known. One hundred percent of donations go to the person requesting the need and not for administrative costs, salaries or fundraising. The program is unique in two ways: it gives members of the community the satisfaction of participation by directly connecting them to neighbors. And charitable members have control over how their donation is used. Generous and giving neighbors can make a profound difference in the lives of their neighbors who are struggling or in a crisis.

### **ARTICLE III. MEMBERSHIP**

The membership of the corporation shall consist of the members of the Board of Directors.

### **ARTICLE IV. MEETINGS OF MEMBERS**

#### **Section 1. Place of Board Meetings**

Regular and special meetings of the board of directors will be held at a place agreed upon by the board, or by remote communications technology.

**Section 2. Regular and Special Meetings**

Regular meetings of the board of directors shall be held four times a year. Special meetings may be called by the president or one third of the directors.

**Section 3. Notice of Board Meetings**

Notice of the date, time, and place of quarterly board meetings shall be given to each board member by email, text, or telephone no less than two weeks prior to the meeting.

**Section 4. Quorum**

A majority of the incumbent directors shall constitute a quorum for the purposes of convening a meeting or conducting business. At board meetings where a quorum is present, a majority vote of the directors attending shall constitute an act of the board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

**Section 5. Actions Without a Meeting**

Any action required or permitted to be taken by the board of directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if a majority of directors individually and collectively consent, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the board.

**Section 6. Voting and Proxy Voting**

Each director shall have one vote, and may vote by proxy. A director who is unable to attend a meeting of the board or a board committee may vote by written proxy given to any other voting member of the board or committee or designated member who is in attendance at the meeting in question.

**ARTICLE V. BOARD OF DIRECTORS****Section 1. General Powers**

The affairs of The Good Neighbor Foundation shall be managed by its board of directors. The board of directors shall have control of and be responsible for the management of the affairs and property of the corporation.

**Section 2. Qualifications**

Directorships shall not be denied to any person on the basis of race, sex, religion, or political party. The three initial directors of the corporation as set forth in the Articles of Incorporation by virtue of their office shall be the initial officers of the corporation.

**Section 3. Number of Directors**

The board of directors will consist of not less than three directors and not more than five directors. Upon majority resolution of the board of directors, the number of directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent director, or decreasing the total number of directors to less than three directors. Until the first meeting for electing the directors occurs, the initial board of directors shall consist of the persons listed in the Articles of Incorporation or Articles of Incorporation as constituting the initial board of directors.

**Section 4. Term of Directors**

Directors shall serve terms of two years. There are no term limits and, therefore, directors may serve any number of consecutive terms.

**Section 5. Election of Directors**

Elections for directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of directors shall be filled at the next regular meeting of the board of directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

**Section 7. Resignation**

Any director may resign at any time by delivering written notice in paper or electronic form to the secretary or president of the board of directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

**Section 8. Removal**

Any director may be removed without cause, at any time, by a majority of the entire board of directors, at a regular or special meeting called for that purpose. Any director under consideration of removal must first be notified about the consideration by written notice in paper or electronic form at least five days prior to the meeting at which the vote takes place.

**Section 9. Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the board of directors, though less than a quorum, and the director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any director may make nominations to fill vacant directorships.

**Section 10. Compensation**

The Good Neighbor Foundation is an all volunteer organization. Members of the board of directors shall not receive any compensation for their services as directors.

**Section 11. Conflict of Interest**

Any director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board may make a presentation at the board meeting, but after the presentation shall leave during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The president shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement. The board of directors shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a conflict of interest. If a more advantageous arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 12. Violations of the Conflicts of Interest Policy**

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

**Section 13. Confidentiality**

Directors shall not discuss or disclose information about The Good Neighbor Foundation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes, or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Each director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the board of directors.

**Section 14. Advisory Council**

An advisory council may be created whose members shall be elected by the members of the board of directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the board. Advisory council members may attend said meetings at the invitation of a member of the board of directors. Members of the advisory council shall possess the desire to serve the community and support the work of the The Good Neighbor Foundation by providing expertise and professional knowledge. Members of the advisory council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the advisory council.

**Section 15. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the president by reference to Robert's Rules of Order.

**Section 16. Periodic Reviews**

To ensure The Good Neighbor Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted every four years. When conducting the periodic reviews the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE VI. OFFICERS****Section 1. Initial and Additional Officers**

The Good Neighbor Foundation may have, at the discretion of the board of directors, such other offices and officers as may be appointed, divided or established by the directors. One person may hold two or more offices, except those persons serving as president and secretary may not be the same person.

**Section 2. Election and Removal of Officers**

All officers shall serve two-year terms. The election shall be conducted at the board of directors' meeting for the election of the new board of directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the board of directors attending the meeting.

**Section 3. Vacancies**

If a vacancy occurs during the term of office for any elected officer, the board of directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of directors present.

**Section 4. President**

- \* The president will supervise and control the affairs of the corporation and shall exercise such supervisory powers as may be given delegated by the board of directors.
- \* The president will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the board of directors.
- \* The president shall convene and preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order. If the President cannot preside at such meetings, he shall arrange for other members of the executive committee to preside at such meetings in the following order: secretary, vice-president.
- \* The president shall, with the advice of the board of directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the board of directors.
- \* The president shall be one of the officers who may sign the checks or drafts of the organization.

**Section 5. Vice President**

- \* The vice president shall act in place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

**Section 6. Secretary**

- \* The secretary will perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.
- \* The secretary shall attest to and keep the bylaws and other legal records of the corporation, or copies thereof, in shared folders of a secure online-storage service.
- \* The secretary shall take or ensure that someone takes minutes of all meetings of the committees and board of directors, and shall keep copies of all minutes in a folder marked Minutes on a shared online-storage service.
- \* The secretary shall keep a record of the names and addresses of the directors.
- \* The secretary shall, with the approval of the board of directors, set up procedures for any elections held by the corporation. The secretary shall keep a record of all votes cast in such elections in the appropriate folder located on the online storage service.
- \* All records of the corporation, minutes of all official meetings, and records of all votes, are available for inspection by any member of the board of directors located on the shared online file storage service.
- \* The secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.

- \* The secretary shall see that all reports, certificates, and other documents and records of the corporation are properly kept and filed.
- \* The secretary may be, but is not required to be, one of the officers required to sign the checks and drafts of the organization.
- \* The secretary shall present to the board at any meetings any communication addressed to him as secretary of the organization.
- \* In the case of the absence or disability of the secretary, or the secretary's refusal or neglect to fulfill the duties of secretary, the vice president shall perform the functions of the secretary.

### **Section 7. Treasurer**

- \* The treasurer will have charge and custody of all funds of the corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the directors as required by the board of directors, and will perform in general all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the board of directors.
- \* The treasurer will render at stated periods as the board of directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the board of directors of such meeting.
- \* The treasurer and the staff of the corporation shall devise a plan providing for the acceptance and disbursement of all funds of the corporation which shall be approved by the board of directors.
- \* The treasurer, with the approval of the board of directors, shall set up all checking, savings accounts of the corporation and deposit all such funds in the name of the corporation in such accounts.
- \* The treasurer's signature shall be the authorized signature for all checking accounts of the corporation unless the treasurer, with the approval of the board of directors, designates another member of the board of directors or employee of the corporation as the authorized signatory for a particular type of disbursement.
- \* The treasurer shall keep all financing records, books, and annual reports of the financial activities of the corporation and make them available at the request of any director.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as public relations, special events, finances etc. The board president appoints all committee chairs. The directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation and these bylaws.

### **Section 2. Executive Committee**

The executive committee of The Good Neighbor Foundation is the president/treasurer, vice president, and secretary. The executive committee has the authority to act on behalf of the corporation in between regular meetings of the board of directors. The board of directors will validate the actions of the executive committee at the next regular or special meeting. Any such action not so validated will not be legally binding on the corporation. The president will act as chairperson of the executive committee. A majority of the executive committee constitutes a

quorum for the transaction of business, and all decisions are made by majority vote of those present.

## **ARTICLE VIII. OPERATIONS**

### **Section 1. Execution of Documents**

Unless specifically authorized by the board of directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of The Good Neighbor Foundation shall be signed and executed by the president (or such other person designated by the board of directors), pursuant to the general authorization of the board. All conveyances of land by deed shall be signed by the president or two other members of executive committee and must be approved by a resolution of the board of directors.

### **Section 2. Disbursement of Funds**

Financial transactions which have a value of \$3,000.00 or more shall require majority approval of the board of directors or executive committee if a majority of the board of directors is not immediately available to vote on the transaction. In all other transactions, the treasurer may dispense with the funds of the corporation in accordance with the annual budget approved by the board of directors and the purposes of the corporation as set out in the Articles of Incorporation and these bylaws.

### **Section 3. Records**

The Good Neighbor Foundation will keep correct and complete records of account and will also keep minutes of the proceedings of the board meetings. The corporation will keep a copy of its bylaws, and photograph of the signature page, including amendments to date certified by the secretary, in a secure online-shared drive.

### **Section 4. Inspection of Books and Records**

All books and records of this corporation may be inspected by any director for any purpose at any reasonable time.

### **Section 5. Loans to Management**

The Good Neighbor Foundation will not make loans to any of its directors.

### **Section 6. Fiscal Year**

The fiscal year for The Good Neighbor Foundation will be January 1st to December 31st.

### **Section 7. Annual Budget**

The board shall adopt an annual operating budget, which specifies major expenditures by type and amount exceeding \$1,500.00.

### **Section 8. Contracts and Grants**

The board may authorize any officer(s) or agent(s) to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The president shall have authority to enter into such contracts and expend such funds on behalf of the organization as the board may specify.

**Section 9. Checks, Drafts, or Orders for Payment**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the president and co-signed by the treasurer.

**Section 10. Deposits**

Funds of the corporation shall be deposited in banks, trust companies, or other depositories as the board shall select.

**Section 11. Acceptance of Donations or Gifts**

The board and officers may accept on behalf of The Good Neighbor Foundation any cash donation, contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation. Prior to acceptance of a significant non-cash donation, contribution, gift, bequest, or devise, the board shall determine, by resolution thereof, that the acceptance of such non-cash donation, contribution, gift, bequest, or devise by the corporation would be consistent with and further the purposes of the corporation.

**Section 12. Exempt Activities**

Notwithstanding any other provision of these bylaws, no director, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE IX. INDEMNIFICATION****Section 1. General**

To the full extent authorized under the Texas Business Organizations Code the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the board of directors, or otherwise.



**Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by The Good Neighbor Foundation in advance of the final disposition of such action, suit, or proceeding, if authorized by the board of directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**

The Good Neighbor Foundation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE X. AMENDMENTS****Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the board of directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article V or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Bylaws**

The Board of Directors may amend these bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**ARTICLE XI. DISSOLUTION**

Upon dissolution of the corporation, no board member shall have any rights nor shall receive any assets of the organization. The assets of the corporation are permanently dedicated to a government agency for the purposes set forth in the Articles of Incorporation and these bylaws. After payment of any debts, assets will be distributed to the federal government, or to a state or local government, for a public purpose under provisions of Section 501(c)(3) of the Internal Revenue Code. The board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

**ARTICLE XII. SEVERABILITY OF CLAUSES**

If any provision of these bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these bylaws shall remain operative and binding.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of The Good Neighbor Foundation, and we consent to, and hereby do, adopt the foregoing bylaws, in the preceding ten pages, as the bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors, The Good Neighbor Foundation

\_\_\_\_\_ on this \_\_\_\_ day of \_\_\_\_\_, 2021  
Ava Braslau, President

\_\_\_\_\_ on this \_\_\_\_ day of \_\_\_\_\_, 2021  
Carroll Wilson, Secretary

\_\_\_\_\_ on this \_\_\_\_ day of \_\_\_\_\_, 2021  
Itzel White, Director

\_\_\_\_\_ on this \_\_\_\_ day of \_\_\_\_\_, 2021  
Kathleen Mooney, Director

\_\_\_\_\_ on this \_\_\_\_ day of \_\_\_\_\_, 2021  
Deena Gardow, Director