BYLAWS OF FBFN FOUNDATION

(Revised ~~May, 2023~~)

(Revised March 2026)

ARTICLE I
NAME AND PURPOSE

Section 1.01 Name

The name of the Texas nonprofit 501(c)(3) tax-exempt organization shall be FBFN Foundation hereinafter referred to as the Foundation. Per IRS ruling dated September 24,2012, the Foundation is a 501(c)(3) Public Charity under U.S Code Section 170(b)(1)(A)(vi). The Foundation uses a calendar-year accounting period (January 1 – December 31).

Section 1.02 Purpose

The Foundation is organized exclusively to undertake and promote charitable and humanitarian projects within Fort Bend County and to form enduring relationships within the community.

ARTICLE II
POLICY

Section 2.01 Non-Discrimination

The foundation shall in no way discriminate against prospective Members or Members because of race, color, creed, religion, national origin, income, marital status, educational background, or any other factor.

The Foundation shall not hold regular membership meetings or special events in any establishment which chooses not to admit persons because of race, color, creed, religion, national origin, income, marital status, educational background, or any other factor.

Section 2.02 Political Activity

The Foundation is nonpartisan and nonsectarian and sponsors no legislative or political activities.

Section 2.03 Property of the Foundation

No Member or Member's business should financially benefit from the use of the Foundation Members' personal information.

ARTICLE III
MEMBERSHIP

Section 3.01 Members

Any Member of Fort Bend Friends and Neighbors who has paid her annual dues is automatically a member of FBFN Foundation.

ARTICLE IV
MEETINGS

Section 4.01 Annual Meeting

A meeting of the Members will be held as specified in Section 5.02 of these bylaws for the purpose of electing directors (the Directors) of the Foundation and for the purpose of doing other business as may come before the meeting.

Section 4.02 Special Meetings
Special meetings of the Members may be called for any purpose or purposes in the following ways:

1. By a majority of the Foundation Board of Directors; or
2. By the President of the Foundation; or
3. By Member votes of not less than 25 percent of the Members entitled to vote on any issue proposed for the meeting where written requests describing the purpose or purposes for the special meeting are signed, dated, and delivered to a member of the Foundation Board. Special meetings will be limited to discussing and voting on the items identified in the meeting notice.

Section 4.03 Place of Meeting
The Board will determine the time, place, and date of the annual or any special meeting.

Section 4.04 Notice of Meetings
The electronic or written notice of any meeting will be given ~~ten~~ seven days before the date of the meeting to each Member entitled to vote at that meeting. The notice of the meeting will state the place, date, and hour of the meeting, the means of remote communications if any, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 4.05 Quorum and Required Vote
The actual number of the Members entitled to vote, present in person or represented by proxy, will constitute a quorum.

Directors will be elected by a majority of the votes of the Members present in person or represented by absentee ballot.

All other matters must be passed by an affirmative vote of the Members present in person or represented by absentee ballot.

Section 4.06 Members Voting Rights and Ballots
Each Member will be entitled to one vote.

1. Each Member is entitled to vote at a meeting of the Members or to express consent or dissent to Foundation action by absentee ballot.

   Execution of an absentee ballot may be accomplished by the Member signing the Foundation's written absentee ballot and completed by the set deadline. ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers
The business and affairs of the Foundation will be managed by and under the direction of the Board of Directors.

Section 5.02 Number, Tenure, and Quorum
The Board will consist of nine members. Directors will be elected by Member vote and will hold office for two years. Election of Directors will be held every year, such that five Directors will be elected at one time, and the next year four Directors will be elected. Directors may also serve for two additional consecutive two-year terms. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Foundation. Her successor will serve out that term and will be eligible to be re-elected for her own terms.

In order to transact business at a meeting of the Directors, a quorum (60% of the total number of Directors) will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

Section 5.03 Regular Meetings
The Board of Directors shall provide the time and place for the holding of regular meetings of the Board, which may not necessarily be every month.

Section 5.04 Special Meetings
Special meetings of the Board may be called by or at the request of the President or by a majority of the

Directors. The person or persons calling that special meeting of the Board may fix the date, time, and place for holding that special meeting.

Section 5.05 Action by Directors Without a Meeting

Any action by the Board or by any committee of the Board may be taken without a meeting if a quorum of the Board or committee consent to it in writing, or by electronic transmission and the writing(s) or electronic transmissions(s) are filed with the minutes of proceedings of the Board or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Section 5.06 Remote Communication Meetings

Remote communication means any electronic communication, including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take action at the meeting can hear others

during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting. All votes or actions taken at a meeting via remote communication will be noted in the written minutes at the next meeting.

Section 5.07 Election of Board of Directors

An election of Directors will be held annually for vacant positions. ~~At the meeting of General membership prior to the Annual Meeting,~~ The Chairperson of the Nominating Committee will present the ~~a~~ slate ~~to~~ of Directors at the March General Membership Meeting. ~~the Members standing for election for the coming year.~~ At this time, additional nominations will be accepted from the floor. Nominations cease at the end of this meeting. If there are nominations from the floor at the March Meeting, they will be added to the slate. If there are floor nominations, ballots will be prepared with the proposed slate ~~provided for a vote of the members on all~~ and floor nominations to be voted on by members at the April ~~from the slate and from the floor,~~ and the votes tallied ~~at the Annual Meeting of the~~ General Membership Meeting and winners announced. ~~If there were no nominations from the floor, the slate presented at the earlier meeting of the General Membership will be accepted by acclamation at the Annual Meeting.~~ The final slate of directors, after the April vote, or if unchallenged as proposed at the March Meeting, will be installed at the May General Membership Meeting.

Terms and election years of the Directors will be determined as provided in Section 5.02.

Section 5.08 Vacancies and Newly Created Directorships

When newly created Directorships resulting from any increase in the authorized number of Directors occur, those positions will be filled by the Board. The Board
may fill a vacancy in any office because of death, resignation, or removal.

Section 5.09 Removal

At a special meeting called for that purpose, any Director may be removed, with cause, by the majority of the general Membership, then entitled to vote.

Section 5.10 Compensation

No Board member will receive compensation for her services as a Director~~s~~, including her services as a member~~s~~ of any committees.

ARTICLE VI
OFFICERS

Section 6.01 Officers

The Officers of the Foundation will consist of the President, ~~the~~ Vice President – Scholarships, ~~the~~ Vice President Development, Vice President Events, ~~the~~ Treasurer ~~and~~ the Secretary.

~~The Officers will be determined by the Board at the June meeting of the Directors or as soon after the first meeting of the Directors as possible. Each Officer will hold office for a term of one year.~~ (Delete paragraph. This contradicts instruction set in Section 5.02, paragraph 1.)

Any Officer elected by the Board may be removed from that office, with cause, by a majority of the Board at any time.

Section 6.02 Duties of the President

The powers and duties of the President will be:

1. To have the general management, supervision, direction, and control of the business and affairs of the Foundation, and to supervise and manage all Officers, agents, and employees of the Foundation;
2. To preside at all meetings;
3. To call meetings of the Members to be held at such times and at such places as the President will deem proper within the limitations prescribed by law or by these Bylaws;
4. To ensure that all orders and resolutions of the Board are effectively carried out;
5. To maintain records of and certify, when necessary, all proceedings of the Board and the Members;
6. To put the signature of the Foundation to all contracts and other papers which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Board, and to have general charge of the property of the Foundation; and
7. To perform all others duties and carry out other responsibilities as determined by the Board.

Section 6.03 Duties of the Vice President - Scholarships

The powers and duties of the Vice President-Scholarship will be:

1. To have the supervision and direction of the Scholarship Committee;
2. To preside in the absence of the President at any meeting;
3. To ensure that all orders and resolutions of the Board are effectively carried out;
4. To maintain records of and certify, whenever necessary, all proceedings of the Scholarship Committee; and
5. To perform all other duties and carry out other responsibilities as determined by the Board.

Section 6.04 Duties of the Vice President - Development

The powers and duties of the Vice President-Development will be:

1. To have the supervision and direction of the Development Committee;
2. To preside in the absence of President and Vice President-Scholarship;
3. To ensure that all orders and resolutions of the Board are effectively carried out;
4. To maintain records of and certify, whenever necessary, all proceedings of the Development Committee; and
5. To perform all other duties and carry out other responsibilities as determined by the Board.

Section 6.05 Duties of the Vice President – Events

The powers and duties of the Vice President-Events will be:

1. To have the supervision and direction of the Events Committee;
2. To preside in the absence of the President, Vice President- Scholarship, Vice President-Development;
3. To ensure that all orders and resolutions of the Board are effectively carried out;
4. To maintain records and certify, whenever necessary, all proceedings of the Events Committee; and
5. To perform all other duties and carry out other responsibilities as determined by the Board.

Section ~~6.05~~ 6.06 Duties of the Treasurer

The powers and duties of the Treasurer will be:

1. To keep accurate financial records for the Foundation;
2. To deposit all money, drafts and checks in the name of and to the credit of the Foundation in the banks and depositories designated by the Board;
3. To endorse for deposit all notes, checks, and drafts received by the Foundation as instructed by the Board, making proper vouchers for them;
4. To disburse funds and issue checks and drafts in the name of theFoundation as instructed by the Board;
5. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Foundation;
6. To prepare and submit to the Board annual reports detailing the financial status of the Foundation;
7. To file any required state and federal tax reports; and
8. To perform all other duties and carry out other responsibilities as determined by the Board.

Section ~~6.06~~ 6.07 Duties of the Secretary

The powers and duties of the Secretary will be:

1. To prepare the minutes of the meetings of the Members and/or meetings of the Board and keep those minutes in electronic form and in one or more books provided for that purpose;
2. To authenticate the records of the Foundation;
3. To ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. To act as custodian of the Foundation records; and
5. ~~5. To maintain the Board of Directors Handbook; and~~
6. ~~6.~~ 5. To perform all other duties and carry out other responsibilities as determined by the Board.

Section ~~6.07~~ 6.08 Delegation of Authority

The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

ARTICLE VII
COMMITTEES

Section 7.01 Appointment

The Board may designate one or more committees. Each committee will have one or more of the Directors as members.

Section 7.02 Meetings and Notice

The committee chairperson will call meetings of the committee and give at least 7 days notice.

Section 7.03 Quorum

In order to transact business at a meeting of a committee, a quorum (60% of the total number of committee members) will be required.

Section 7.04 Nominating Committee

The Nominating Committee is a standing committee of the Foundation and will consist of at least one Board member and at least four other Members of the Foundation.

Section 7.05 Scholarship Committee

The Scholarship Committee is a standing committee of the Foundation. It will represent the Foundation at high school or other scholarship-related programs and select the scholarship recipients.

Section 7.06 Development Committee

The Development Committee will coordinate fundraising activities and increase awareness of the

Foundation and its mission throughout the community. It will also assist the Vice President - Development as requested.

Section 7.07 Events ~~Coordinator~~ Committee

~~Duties of the coordinator will include but are not limited to fundraising activities and the coordination of the scholarship luncheon and of the annual fundraising event.~~ The Events Committee will coordinate foundation fundraising activities for the annual scholarship event and the annual fundraising event. It will assist the Vice President Events as needed.

ARTICLE VIII
CONTRACTS AND CONFLICT OF INTEREST

Section 8.01 Contracts

The Board may give authority to any Officer or Director of the Foundation to make any contract or execute and deliver any instrument in the name of the Foundation and on its behalf, and that authority may be general or specific.

Section 8.02 Conflict of Interest by Directors

A Director or Officer of the Foundation will be disqualified from voting as a Director or Officer on a specific matter where that Director or Officer deals or contracts with the Foundation either as a vendor or purchaser. A Director or Officer of the Foundation will not be disqualified from serving as a Director or Officer for the sole reason that the Director or Officer deals or contracts with the Foundation either as a vendor, purchaser, or otherwise.

ARTICLE IX
AUTHORITY

Section 9.01 Parliamentary Authority

The current *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority.

ARTICLE X
AMENDMENTS

Section 10.01 Amendments

The Board may alter, amend, or repeal these Bylaws at any meeting of the General Membership by a two-third (2/3) vote of the Membership present, provided that written notice of the proposed change is given at least ten (10) days prior to such meeting.

REVISION LOG

Unknown Date. Original Foundation Bylaws.

May 2023. Revisions to previous bylaws were not documented.

March 9, 2026. Changes include grammar, renumber paragraphs as needed, add page numbers, change Events to a Vice President position, identify events committee, explain timeline for electing board of directors, add Revision Log.

1. **Section 4.04 Notice of Meetings.** Change meeting notice from ten days to seven days.
2. **Section 5.07 Election of Board of Directors.** Fill vacant positions and announce slate consistent with social board process. Replace paragraph #1.
3. **Section 6.01 Officers**
    a. Reword first paragraph adding Vice President Events.
    b. Delete paragraph #2.
4. **Section 6.05 Duties of the Vice President – Events.** Upgrade position to Vice President. New paragraph.
5. **Section 7.07 Events Committee.** Change title of paragraph. Reword paragraph.