

**BYLAWS OF HOPE ONGOING, INC.
BOARD OF DIRECTORS**

These Bylaws (referred to as the "Bylaws") govern the affairs of Hope Ongoing, Inc., a nonprofit corporation referred to herein as the Corporation organized under the Texas Not for Profit Corporations Act (referred to as the "Act").

**ARTICLE 1.
OFFICES**

Principal Office

The principal office of the Corporation in the State of Texas shall be located at 1106 Main St., Suite 78, Bastrop, Texas, 78602. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2.
MISSION**

Mission of Hope Ongoing, Inc.: The mission of Hope Ongoing, Inc., is to minister God's love to, and serve the physical, educational and spiritual needs of underprivileged and at-risk children and youth both in the United States and abroad.

Goals of Hope Ongoing, Inc.: To provide mission opportunities to all who desire to participate in this ministry through: 1) Giving financially; 2) Praying specifically; 3) Going personally; and 4) Loving as Christ has loved us.

**ARTICLE 3.
MEMBERSHIP**

Hope Ongoing, Inc., will not have members.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. General Powers. The powers of this Corporation will be exercised, its properties controlled and its affairs conducted by a Board of Directors, except as otherwise provided by the Articles of Incorporation, by these Bylaws, or by law. The Board of Directors may delegate the performance of any duties or the exercise of any powers to the officers, committees or other designees by resolution.

Section 4.2. Composition. The Board of Directors will be composed of at least five members and may contain as many as seven members. Board members will be elected by a majority vote of the Board of Directors, and may serve until such a time as they choose to resign or until death, or until removed by majority vote of remaining board members. Any board member caught in a moral fall will be immediately disqualified from serving in leadership, though that director may continue to participate in the ministry.

Section 4.3. Honorary Directors. Additionally, the Board may grant “Honorary Director” status, upon nomination of any Director and by majority vote of the Board, to any former Director or other community leader who has made a substantial contribution to the mission and objectives of the Corporation in the form of time, leadership or philanthropy. An Honorary Director will be a non-voting member of the Board of Directors.

Section 4.4. Resignation. A Director may resign at any time by submitting a written resignation to the Chair.

Section 4.5. Removal. The Board may, for any reason, remove a member of the Board of Directors by a two-thirds vote of the Board eligible to vote on the matter. Eligible members will include all current members of the Board. Additionally, any Board member who misses four Board meetings in any 12-month period may be referred to the Board for review to determine if special circumstances merit the continuation of Board membership for that individual.

Section 4.6. Regular Meetings. A regular meeting of the Board of Directors will be held annually beginning in 2020. In addition, the Chair of the Board of Directors may provide for other regular meetings either at the Corporation’s principal office or at such other location within the State of Texas.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or at the request of any two other Directors. Special meetings may be held either at the Corporation’s principal office or at such other location within the State of Florida. Unless otherwise indicated in the notice regarding the special meeting, any and all corporate business may be transacted at a special meeting.

Section 4.8. Notice of Meetings. Regular meetings of the Board of Directors may be held upon no less than 7 days written notice, delivered by regular mail, by e-mail, by facsimile or announced by prior resolution of the Board. Persons calling for a special meeting will give no less than 3 days prior written notice by regular mail, by e-mail or by facsimile.

Section 4.9. Quorum. Three members of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum fails to attend any meeting, a majority of the Directors present may adjourn the meeting to another place, date or time with at least 3 days prior notice to non-attending members of the Board.

Section 4.10. Action by a Quorum; Written Action. The act of a majority of a quorum of the entire Board of Directors will be the act of the Board of Directors. Action taken by the Directors without a meeting is also action of the Board of Directors if written consent to the action is signed by a majority of the Board and filed with the minutes of proceedings of the Board. Consent sent via e-mail by a member of the Board of Directors will count as written approval.

Section 4.11. Participation in Meetings by Telephone. Members of the Board of Directors or any committee established by the Board may participate in a meeting of the Board or of any committee by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Such participation will constitute presence, in person, at such a meeting.

Section 4.12. Proxy Voting. Proxies, whether general or special, will not be accepted for any purpose in the meetings of the Board of Directors, or of any committees established by the Board.

Section 4.13. Compensation; Insurance. No Director will receive any compensation from the Board solely for service as a Director, nor shall compensation be paid to members of any committee established by the Board. However, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for the attendance at any regular or special meeting either of the Board or of any committee. Nothing in these Bylaws precludes any Director from serving the Corporation in any other capacity and receiving compensation therefore. The Board of Directors may maintain, at the expense of the Corporation, directors' and officers' liability insurance, in an amount deemed reasonable and necessary by the Board of Directors.

Section 4.14. Conflict of Interest. No member of the Board of Directors will have a material personal interest, either directly or indirectly, in conflict with the interests of the Corporation, unless this interest is disclosed and approved as provided herein. Nor shall any Director be engaged to provide professional or other services to the Corporation for remuneration, unless the arrangement is the result of competitive bidding or is the result of circumstances which, in the judgment of the Board, warrant arrangement. If any Director should have a conflict of interest, this will be disclosed to the Board and, if the

Board so directs, the interested Director will abstain from voting with respect to matters involving the conflict. The Board will decide what action, if any, to take in light of a conflict of interest, which action may (but is not required to) include accepting an abstention of the interested Director, requiring the interested Director to terminate the conflict of interest or causing the Director's appointment as a Director to be terminated.

Approval of any interested transaction may be given by a majority vote of all Directors, excluding the interested Director, attending a regular or special meeting at which a quorum is present. Notice and a description of the interested transaction will be provided to each Director at least seven days prior to the meeting at which approval of the transaction is decided.

Section 4.15. Waiver of Interest in Corporation Property. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation.

ARTICLE 5. OFFICERS

Section 5.1. Officer Positions. The officers of the Corporation shall consist of a Chair, a Vice Chair, a Treasurer and a Secretary. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of Chair, may hold any two or more offices.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected for a period of two years by the Board of Directors at a regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

Section 5.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by vote of the Board of Directors with or without good cause.

Section 5.4. Chair. The Chair shall be the chief executive officer of the Corporation. . The Chair shall preside at all meetings of the Board of Directors. The Chair may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The Chair shall perform other duties prescribed by the Board of Directors and all duties incident to the office of Chair.

Section 5.5. Vice Chair. When the Chair is absent, is unable to act, or refuses to act, a vice chair shall perform the duties of the president. The vice chair shall perform other duties as assigned by the Chair or the Board.

Section 5.6. Treasurer. The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$100.00 without the signature of the president or a vice president in addition to the signature of the treasurer.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all of the duties incident to the office of treasurer.

Section 5.7. Secretary. The Secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the Board of Directors, distribute minutes to the Board of Directors, and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

ARTICLE 6. COMMITTEES

6.01. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to any committee, and appointing or removing members of a committee. A committee shall include two or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors.

6.02. Term of Office. The Board of Directors, on creating a committee, may specify the terms of office for members of that committee. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.03. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the president of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, the vice-chair shall perform the duties of the chair.

6.04. Actions of Committees. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee. Each committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 7. TRANSACTIONS OF THE CORPORATION

7.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

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

7.03. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions on behalf of the Corporation that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

7.04. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors or the members, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other confidential information not generally known to the Alliance to any person not authorized to receive it.

ARTICLE 8. BOOKS AND RECORDS

8.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (b) Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (c) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- (d) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

8.02. Inspection and Copying. Any director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing.

8.03. Audits. Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January, and end on the last day in December in each year.

ARTICLE 10. INDEMNIFICATION

10.01. When Indemnification is Required, Permitted, and Prohibited. (a) The Corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any

proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The 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.

(c) The Corporation shall pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of the Corporation 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.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02. Procedures Relating to Indemnification Payments. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall

specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(iv) In the event that the Corporation issues certificates of membership, majority vote of members, excluding directors who are named defendants or respondents in the proceeding.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is Permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 10.01, 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.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

(d) Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 11.
Amendment of these Bylaws

Amendments to these Bylaws may be adopted at a duly called meeting of the Board following the meeting at which the amendment is proposed. A majority vote of the Board members present at a duly called meeting at which a quorum is present shall be required to adopt an amendment to the Bylaws. The wording of the proposed changes shall be sent to every board member at least seven days before the date of the meeting at which the amendment will be considered.

ADOPTED by resolution of the Board of Directors, _____.