Veterans At Breakfast

El Paso, Texas

Bylaws

As of January 27, 2025

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PREAMBLE

These Bylaws are subject to and governed by the Texas Nonprofit Corporation Act and the Articles of Incorporation of Veterans At Breakfast. These Bylaws are established to enumerate procedures to be followed by Veterans At Breakfast in its day-to-day operations. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Nonprofit Corporation Act, the Texas Nonprofit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Veterans At Breakfast, these Bylaws will be controlling.

ARTICLE I - Name of Organization

The name of this Corporation, hereafter referred to as Organization shall be Veterans At Breakfast (VAB).

ARTICLE II - PURPOSE

Section 2.1. Nonprofit Purpose

This Organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

Section 2.2. Specific Purpose

Veterans At Breakfast provides a comfortable atmosphere for Veterans, regardless of their branch of service, to gather and socialize, network, discuss issues, receive informational updates, and raise community awareness of issues affecting Veterans.

Section 2.3. Powers

Veterans At Breakfast is a nonprofit corporation/organization and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Nonprofit Corporation Act; provided, however, Veterans At Breakfast 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 described in Section 501(c)(3) of the Code.

ARTICLE III - MEMBERSHIP

Section 3.1. Eligibility for Membership

Membership is open to any Veteran regardless of their branch of service. Non-veterans at least eighteen (18) years of age who support our purpose as stated in Article II above are welcome as associate members. Membership shall be granted after completion and receipt of a Membership Application and annual dues. Memberships shall be granted upon a majority vote of the Board. No person shall be excluded from membership on the basis of race, sex, creed, religion, or national origin. Associate members shall have voting rights, but shall not hold office. A majority vote of the Board may vote members out.

Section 3.2. Annual Dues

All members must pay membership dues. Membership dues are collected upon completion of a Membership Application and renewed annually at the beginning of the

calendar year. The amount required for annual dues shall be $35.00 each year unless changed by a majority vote of the members at an Annual Meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3.3. Rights of Members

Each member shall be entitled to one vote in elections and matters affecting the Organization when called upon to do so. Any member may resign by filing a written resignation with the Secretary. A member can have their membership terminated by a majority vote of the membership or a majority vote of the Board.

ARTICLE IV - MEETINGS

Section 4.1. Monthly Meetings

Veterans At Breakfast will hold regular meetings on a monthly basis. Exceptions are August and December. Veterans At Breakfast will hold its Annual Cookout in August, and no Monthly Meeting in December. The Monthly Meetings shall be held on the last Thursday of the month unless rescheduled by a majority vote of the Board. Each meeting shall have a theme, for example, January, June, and November shall be “Bring a Friend.” February, April, May, July, and October shall be “Regular Meeting.” March shall be “Easter Candy Drive.” August shall be “Annual Cookout,” and September shall be “Start Food Drive.” The Food Drive continues through October and November. The meeting themes may change with a vote of the majority of the Board.

Section 4.2. Planning Meetings

The Officers and Staff shall meet on the Monday before the scheduled Thursday Monthly Meeting to plan the activities and make preparations for the Monthly Meeting. The President shall designate the time and place for the Planning Meetings.

Section 4.3. Annual Meeting

The Annual Meeting shall be conducted at the Monthly Meeting in January.

Section 4.4. Special Meetings

Special meetings may be called by the President or a simple majority of the Board for any matter deemed urgent or necessary. Members may petition the President to call a special meeting.

Section 4.5. Notice of Meetings

When deemed necessary or appropriate, a notice of any meeting shall be given. This notice may be provided telephonically or electronically via text or e-mail. The officers

and staff shall assist with notifications as needed.

Section 4.6. Quorum

A quorum for a meeting of the Board shall be determined by the President. There is no quorum requirement for the Monthly Meetings.

Section 4.7. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1. General Powers

The affairs of the Organization shall be managed by the Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Organization. The Board shall consist of the officers and staff. Each member of the Board of Directors shall be a member of the organization whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee. Non-voting members of the Board shall be as indicated in these Bylaws. Members of the Board of Directors shall not receive any compensation for their services as Officers or Staff.

Section 5.2. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three members of the Board. The person or persons authorized to call special meetings of the Board of Directors may fix the location for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given in advance of the meeting by telephone, electronic methods or by written notice. Neither the business to be transacted, nor the purpose of any special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 5.3. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 5.1 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill that vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 5.1 of this Article are not entitled to vote.

Section 5.4. Vacancies

When any vacancy occurs on the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 5.5. Confidentiality

Board members shall not discuss or disclose information about the Organization or its activities to any third party 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 Organization's purposes, or can reasonably be expected to benefit the Organization. Board members shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Board members may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions.

Section 5.6. Parliamentary Procedure

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

Section 5.7. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by a majority vote of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer or staff member who has been removed as a member of the Board of Directors shall automatically be removed from office. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 5.1 of this Article in these Bylaws automatically forfeit their positions on the Board.

ARTICLE VI - OFFICERS

The officers of this organization shall be as listed below. All officers are active members of the Board, duly elected by a majority vote of the membership present at the Annual Meeting, and in good standing (dues paid). They shall serve for a term of three years.

Section 6.1. President

The President shall call and preside at all meetings of the membership and the Board of Directors. The President shall have the following additional duties:

a. Serve as the Chair of the Board and Chief Executive Officer of the Organization.

b. Have general superintendence and direction of all other officers of the organization and see that their duties are properly performed.

c. Appoint any committees or special committees necessary for conducting the business of the organization.

d. Be an Ex-officio member of all committees.

e. Appoint members to fill the unexpired term of office vacancies.

f. Sign contracts and other instruments on the organization's behalf.

g. Act as the official spokesperson for the Organization.

h. Ensure other officers and staff assist the Sergeant At Arms with the set up and clean up at Monthly Meetings.

Section 6.2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the President. The Vice-President shall have the following additional duties:

a. Chair perspective committees as designated by the President.

b. Perform other duties as may, from time to time, be determined by the President.

c. Succeed to the Presidency in the event of death, disability, removal from office or resignation of the President, until a successor shall be elected.

d. Assist with the set up and clean up at Monthly Meetings.

e. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Vice-President shall be.

Section 6.3. Chaplain

The Chaplain is responsible for the spiritual welfare of the Organization and shall have the following additional duties:

a. Provide the Invocation at all meetings and lead the Pledge to the Flag at the Monthly Meetings.

b. Track Recently Deceased Veterans and conduct Roll Call at the Monthly Meetings.

c. Serve as the Master of Ceremonies at the Monthly Meetings.

d. Provide the Blessing of the Meal at the Planning Meetings and Annual Cookout.

e. Coordinate for Get Well and Sympathy Cards to the membership as needed; coordinate with the Treasurer to cover expenses.

f. Assist with the set up and clean up at Monthly Meetings.

g. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Chaplain shall be.

h. The Chaplain shall serve as an officer but will have no voting rights.

Section 6.4. Secretary

The Secretary shall attend all meetings of the Board of Directors, Planning Meetings, and all meetings of members, and act as a clerk thereof. The Secretary shall have the following additional duties:

a. Record or cause the minutes of all Board and member meetings to be recorded and certify the accuracy of such minutes.

b. Send notices of all meetings to the Board and membership. Call on the other officers and staff to assist with the meeting notifications, as needed.

c. In coordination with the Sergeant-At-Arms, make reservations for the meeting places, when necessary.

d. Attest the signatures of the organization’s officers and Board members as required.

e. Handle all administrative functions and requirements of the Organization.

f. Check the Post Office Box regularly, process correspondence in a timely manner, and perform all official correspondence as may be prescribed by the President.

g. Assist committees with any administrative requirements, as needed.

h. Keep a permanent record of all meetings, all legal documents, and legal transactions of the organization, including the governing and 501(c)(3) documents.

i. Maintain a Petty Cash Fund of $150.00 for the purpose of purchasing administrative supplies.

j. Have all other powers assigned by the President, the Board, or these Bylaws.

k. Serve as the Administrative Assistant for the President and the Board.

l. Assist other officers as needed.

m. Assist with the set up and clean up at Monthly Meetings.

n. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Secretary shall be.

Section 6.5. Treasurer

The Treasurer shall supervise the financial activities of the organization. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the President or the Board on the condition of such records and the financial condition of the organization from time to time and at least monthly. The Treasurer shall have the following additional duties:

a. Collect all monies due to Veterans At Breakfast, keep and disburse all financial receipts, pay bills approved by the President and the Board, and keep a permanent record of all financial business of the organization.

b. Present a complete and accurate report of the finances and donations received at each Monthly Meeting and/or at any other time upon request of the President or the Board. Report, at a minimum, bank balances, General Donations received, Breakfast Donations received, and contributions from the sale of T-Shirts, Caps, and Aprons.

c. Submit for approval of all expenditures of funds, and proposed capital expenditures (equipment and furniture) to the President or the Board.

d. Prepare and submit a proposed annual budget for approval to the President and the Board. The fiscal year shall be from January 1 to December 31.

e. Provide the financial records for the annual audit by at least three (3) disinterested persons appointed by the President and the Board. Assist with the audit as needed. Conduct an audit when exiting from the office. Financial records shall be maintained for seven years.

f. Assist with the set up and clean up at Monthly Meetings.

g. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Treasurer shall be.

Section 6.6. Membership Coordinator

The Membership Coordinator shall coordinate to promote the Organization and manage the process of bringing in guests and transforming them into members. The Membership Coordinator shall have the following additional duties:

a. Initiate contact with guests to recruit new members and help them feel welcome.

b. Provide information and membership applications to new members. Assist new members with the membership application as needed.

c. Collect and manage paperwork in the application process, ensuring membership applications are on hand.

d. Collect initial dues payments and application forms from prospective members and submit payments to the Treasurer.

e. Be sure new members are voted in.

f. Develop and maintain an updated Membership Roster for use as the monthly Sign-In Roster.

g. Contact members who have not paid their dues and collect the dues or take action to drop them from the membership.

h. Assist with the set up and clean up at Monthly Meetings.

i. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Membership Coordinator shall be.

Section 6.7. Sergeant-At-Arms

The Sergeant-At-Arms is responsible for the Organization's property management, the meeting room preparation, and maintaining a safe and orderly environment for the Planning and Monthly Meetings. The Sergeant-At-Arms shall have the following additional duties:

a. Call the Monthly Meetings to order and introduce the Chaplain.

b. Be familiar with the Organization's Bylaws and ensure they are not violated.

c. Maintain parliamentary order (Robert's Rules of Order) not superseding the Bylaws.

d. Manage security and enforce house rules, to include overseeing the safety of all in attendance.

e. Verify attendance, notifying the presiding officer of quorum status at meetings, as required.

f. Maintain order during meetings and provide alerts if meetings drift off-topic.

g. Supervise the removal of disorderly attendees at meetings.

h. Arrive early to prepare the meeting place for Monthly Meetings, and stay late to secure the Organization's property and equipment.

i. Coordinate with the meeting place to set up on the Wednesday before the Monthly Meeting.

j. Coordinate with the President to have officers and staff assist with the set up and clean up at Monthly Meetings.

k. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Sergeant-At-Arms shall be.

Section 6.8. Election of Officers

The President shall designate a Nominating Committee to present nominations for the respective offices of the Board. Nominations may also be received from the floor at the Annual Meeting after the report of the Nominating Committee. Elections shall be held during the Organization's Annual Meeting. Those officers elected shall serve a term of three (3) years, commencing at the next meeting following the election. Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices for no more than two (2) terms.

Section 6.9. Removal of Officer(s)

The Board of Directors with the concurrence of a majority of the members voting at the Annual or Special Meeting may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing at least thirty (30) days before the meeting at which the motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 6.10. Vacancies

A Nominating Committee shall also be responsible for nominating persons to fill vacancies that should occur. Nominations shall be sent in writing to members of the Board at least two (2) weeks before the next meeting at which the election will be held. The person elected shall hold office for the unexpired term until the next regular election.

ARTICLE VII - STAFF

The staff of this organization shall consist of the Coordinators and Assistants to the Coordinators as listed below:

Section 7.1. Public Relations Coordinator

The Public Relations Coordinator, in coordination with the President or the Board, establishes and upholds a positive public image for the Organization and fosters brand awareness throughout the El Paso and Veteran community. The Public Relations Coordinator shall have the following additional duties:

a. Develop, lead, and maintain marketing strategies that pertain to public relations and communications.

b. Maintain communication with the community, the press, the media, and public officials and representatives in coordination with the President.

c. Develop, prepare, and edit promotional materials.

d. Organize and supervise or manage public relations-related events.

e. Craft, edit, and distribute press releases.

f. Serve as Community Events Coordinator, providing Public Relations Updates at Monthly Meetings, and keeping the membership appraised of current events.

g. Coordinate and administer social media platforms as deemed necessary, including, but not limited to, the Organization's website and Facebook page.

h. Assist with the set up and clean up at Monthly Meetings.

i. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Public Relations Coordinator shall be.

Section 7.2. Birthday Coordinator

The Birthday Coordinator shall coordinate for and conduct Birthday Recognitions at the Monthly Meetings. The Birthday Coordinator shall have the following additional duties:

a. Monitor the Membership Roster/Sign-In roster to maintain a running roster of members' birthday months.

b. Provide for the distribution of Birthday cards and collection of Birthday donations, and conduct the Birthday Recognition Ceremony at the Monthly Meetings.

c. Assist with the set up and clean up at Monthly Meetings.

d. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Birthday Coordinator shall be.

Section 7.3. T-Shirt Coordinator

a. The T-Shirt Coordinator shall coordinate for and conduct the T-Shirt, Cap, and Apron sales for the Organization. The T-Shirt Coordinator shall have the following additional duties:

b. Establish a point of contact and maintain a relationship for providing T-Shirts, Caps, and Aprons for the Organization.

c. Coordinate for the sale and receipt of T-Shirts, Caps, and Aprons for the members of the Organization.

d. Monitor the Sign-In Table at the Monthly Meetings, and track the sale and distribution of T-Shirts, Caps, and Aprons.

e. Provide updates to the membership at the Monthly Meetings.

f. Assist with the set up and clean up at Monthly Meetings.

g. Perform such other duties as may be prescribed by the Board or the President under whose supervision the T-Shirt Coordinator shall be.

Section 7.4. Hospitality Coordinator

The Hospitality Coordinator shall coordinate with a caterer to provide a quality, tasteful, and nutritious breakfast for the membership at the Monthly Meetings. The Hospitality Coordinator shall have the following additional duties:

a. Coordinate with the caterer to establish who will provide what supplies and equipment, and to ensure the purchase of required supplies and food items.

b. Arrange for volunteers to assist serving the breakfast, ensuring they have and use requisite gloves and protective equipment as needed.

c. Conduct a monthly inventory to ensure needed items are on hand.

d. Coordinate with the Treasurer for petty cash to have on hand for necessary supplies.

e. Ensure the breakfast area is set up on time.

f. Ensure required equipment and serving items are available during breakfast.

g. Monitor the breakfast line to ensure the food/breakfast area is kept neat and clean at all times.

h. Ensure the caterer has up-to-date Food Handler's Certification.

i. Recommend breakfast headcount/monthly meal orders at the Planning Meetings.

j. Provide updates on Food Service status and breakfast budget reports at the Planning Meetings.

k. Ensure you have up-to-date Food Handler's Certification.

l. Assist with the Annual Cookout as needed.

m. Assist with the set up and clean up at Monthly Meetings.

n. Perform such other duties as may be prescribed by the Board or the President under whose supervision the Hospitality Coordinator shall be.

Section 7.5. Assistants

Each Coordinator position shall recruit an assistant to assist with their duties and to serve as the primary in the absence of the Coordinator. There shall also be an Assistant for the Chaplain, the Secretary, the Treasurer, the Membership Coordinator, and the Sergeant At Arms, as needed. There shall be an Assistant Public Relations Coordinator, Assistant Birthday Coordinator, Assistant T-Shirt Coordinator, and Assistant Hospitality Coordinator. The Board may recruit other staff positions as needed.

ARTICLE VIII - COMMITTEES

The President, with the approval of the Board of Directors, may create committees as needed. The President appoints all committee chairs. Committees shall be dissolved when no longer needed.

ARTICLE IX - CONFLICT OF INTEREST AND COMPENSATION

Section 9.1. Purpose

The purpose of the conflict of interest policy is to protect the Organization's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2. Definitions

a. Interested Person. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

(2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

c. Compensation. This includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 9.3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The Board members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The Board of Directors may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

d. Violations of the Conflict of Interest Policy.

(1) If the Board of Directors has 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.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.4. Record of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5. Compensation

a. In the event of compensation, a voting member of the Board of Directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish its tax-exempt purposes.

Section 9.7. Periodic Reviews

To ensure the Organization 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. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 9.8. Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the Organization 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 X - INDEMNIFICATION

Section 10.1. General

To the full extent authorized under the laws of the State of Texas, the Organization shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Organization, or any person who may have served at the Organization'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, or resolution of the Board of Directors.

Section 10.2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization 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 10.3. Insurance

The Organization shall consider the purchase of liability insurance to protect the Organization's assets. The Organization 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 XI - BOOKS AND RECORDS

The Organization shall keep complete books and records of accounts and minutes of the proceedings of the Annual Meetings, Monthly Meetings, and Special Meetings of the Board of Directors.

ARTICLE XII - AMENDMENTS

Section 12.1. 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, telephonically, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III 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 12.2. 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.

ADOPTION OF BYLAWS

We, the undersigned, are the initial directors of this Organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 19 preceding pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of January, 2025.

Dan Webb, President and Founder - Veterans At Breakfast

ATTEST: Wilbert "Holi" Holifield, Administrative Assistant - Veterans At Breakfast