

Bylaws of Cross Timber Homes

Article I Name and Location

Section 1. The name of this corporation shall be Cross Timber Homes.

Section 2. The principal address shall be 311 Probandt, San Antonio, Texas 78204.

Section 3. Offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Article II Purpose

The objective and purpose for which this corporation is formed is to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code by providing affordable housing for low and moderate income families earning up to 120% of area median income (AMI) and combatting community deterioration by building new houses in distressed neighborhoods that will benefit from the investment in new moderate income housing as well as those additional objectives stated in Article IV of the Certificate of Formation of Cross Timber Homes.

Article III Board of Directors

Section 1. The activities of the corporation shall be carried out by a self-perpetuating and appointed Board of Directors (no Directors are appointed by any government or public official. See Section 2 for appointment provision). The Board of Directors shall consist of not less than three members. The directors shall be divided into three classes, with terms expiring at different times, and will be elected at the annual meeting for three year terms. Directors may be elected at meetings other than the annual meeting, however all term expiration days will fall on an annual meeting date regardless of the month elected. The directors shall be eligible for reelection. No more than three terms may be served consecutively. In the event a Director cannot serve his or her full term, the Board of Directors can fill that vacancy for the unexpired term. Directors shall serve without compensation.

Section 2. One third (1/3) of the members of the Board of Directors shall consist of persons who have been appointed by the Board of Directors of Habitat for Humanity of San Antonio, Inc, a Texas non-profit organization.

Section 3. The Board of Directors shall not elect more than the lesser of, a) one-third (1/3) of its members, or b) 3 of its members, from individuals who will also be serving as an employee

of any governmental entity or a publically elected official during their term as a board member.

Section 4. Honorary members of the Board of Directors may be appointed to the board with the approval of the majority vote by the Board of Directors and will serve with no vote. Honorary members shall have all privileges of membership except those of voting and holding elective office.

Section 5. The regular meeting of the Board of Directors shall be held on the second Friday in February, June, September, and December with the second Friday in December being the annual meeting.

Section 6. A special meeting of the Board of Directors may be called by the chair, and in his or her absence or incapacity, by the vice chair, or by a majority of the board. The purpose for the special meeting must be given in the call and no other business can be transacted.

Section 7. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the members of the board attending in person or by videoconference or telephone, and a majority of such quorum shall decide any questions that may properly come before the meeting. A majority of those present at any meeting shall have power to adjourn the meeting to a future time and place.

Section 8. Any action required or permitted to be taken at a meeting of directors or committee members may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 9. If any Board Member misses two consecutive meetings without communicating the reason for the absences to the Board Chairperson, Vice Chairperson, or Secretary, the Member will be automatically removed from the Board of Directors.

Article IV

Officers

Section 1. The officers of the corporation shall be a chairperson of the board, vice chairperson of the board, secretary, and treasurer. Such officers shall be elected for one year and shall hold office until reelected or a successor elected. One person may hold more than one office, other than the office of chairperson.

Section 2. Officers of the corporation shall be elected by the Board of Directors at the regular annual meeting as hereinabove provided. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term.

Section 3. The chair shall preside at all directors meetings; shall have the general supervision over the affairs of the corporation and over the other officers, and shall perform all such other duties as are incident to his or her office.

Section 4. It shall be the duty of the vice chairperson to assume the duties of the chairperson in the chairperson's absence or incapacity.

Section 5. The secretary shall keep the minutes of the meeting and shall perform such other duties as are properly required by the Board of Directors.

Section 6. The treasurer shall be responsible for oversight of the budget, financial statements, investing, and other accounting matters. The treasurer shall be a person with financial expertise. The treasurer is the primary contact with the independent audit firm and shall be the chairperson of the Finance Committee of the Board of Directors.

Section 7. The corporation may employ, contract for, or designate a President or Executive Director. The President or Executive Director, whether employed, contracted, or designated, is the chief executive officer of the corporation. The President or Executive Director shall be responsible to the Board of Directors for carrying out the day-to-day operational activities of the corporation, including but not limited to borrow or lend funds, buy, sell, pledge or otherwise commit assets, including property and real estate, and procure materials, services, and equipment, as necessary to accomplish the purposes for which the corporation was created.

Article V

Committees and Other Activities

Section 1. The Board shall have an Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and one other member of the Board appointed by the Chairperson to conduct business matters of the Board that may require resolution between scheduled Board meetings. A quorum of the Executive Committee shall consist of three members. A unanimous vote of those present shall decide any questions brought before the Committee. Meetings of the Executive Committee may be called by the Chairperson or Vice-Chairperson. Decisions made by the Executive Committee will be reviewed and ratified at the next scheduled Board meeting.

Section 2. The Board chair shall appoint at least two members of the Board of Directors annually to serve as the Board Nominating Committee. The Board Nominating Committee will review prospective board member applications and nominate individuals to serve as members of the board. At the regular annual meeting the committee shall nominate a slate of officers to serve for the following year. The Board Nominating Committee is also responsible to perform new board member orientation and mentoring.

Section 3. The Board chair shall appoint other finance committee members in consultation with the Board treasurer.

Section 4. The Board of Directors may appoint from its own membership or from persons not on the board such committees to assist it in the discharge of its duties as it may deem advisable.

Section 5. In addition to the officers provided herein, the Board of Directors may create other offices and employ such personnel or contract for management, administrative, or other services as in its discretion it deems necessary to accomplish the purposes for which the corporation was created and to authorize the payment of such salaries and contracts as it deems necessary for the personnel and agents effectuating said corporate purposes.

Section 6. The funds of the corporation shall be deposited in such banks or trust companies as the directors shall designate and shall be withdrawn upon the check or order of an authorized signatory duly designated by the Board of Directors.

Section 7. Funds of the corporation may be given as grants or contributions to Habitat for Humanity of San Antonio, Inc. unrelated to any reimbursement due, and, when given as grants or contributions are not revocable, repayable, or reciprocal as defined by the Financial Accounting Standards Board (FASB).

Article VI

Indemnification of Directors and Officers

Section 1. Article 8.151 of the Texas Business Organizations Code (the "Code") permits the Corporation to indemnify its present and former directors and officers to the extent and under the circumstances set forth therein. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by the Code promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make such determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceedings to the fullest extent permitted by the Act and subject to the conditions thereof.

Section 2. The Corporation may purchase and maintain insurance against any liability asserted against and incurred by any officer or director in a capacity described in these Bylaws or arising out of the status of such a person, whether or not the Foundation would have the power to indemnify such person against that liability under this Article.

Article VII

Amendments

These Bylaws may be amended by a majority vote of members of the Board of Directors. No amendment shall be voted on until the same has first been presented at a meeting of the Board of Directors and after notice of said proposed amendment, with a copy thereof, has been mailed, delivered, or electronically transmitted to each director not less than five days prior to such meeting.

These Amended and Restated Bylaws are hereby approved and adopted by the Board of Directors on this 12th day of February, 2021.

Signed: _____

Katherine E. David, Chairperson, Board of Directors