

THE SITI AND JIDO PARK FOUNDATION, INC.

BYLAWS as Amended April 9, 2019

ARTICLE I

Name and Principal Office

Section 1. Name – The name of this non-profit corporation shall be The Siti and Jido Park Foundation, Inc. (the “corporation”).

Section 2. Principal Office and Branch Offices – The principal office of the corporation in the State of Texas shall be located in the City of Denton, Texas, County of Denton. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 3. Registered Office – The corporation shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Mission of the Corporation

Section 1. Mission – The mission of the Foundation is to work with intellectually disabled individuals to support a life of opportunity, enrichment, contribution and purpose.

Section 2. The corporation shall be non-political and non-profit. The corporation shall be, and is, incorporated as a non-profit corporation under the laws of the State of Texas.

ARTICLE III

Board of Directors

Section 1. General Powers – The Board of Directors shall have the power to conduct, manage and control the business, property and affairs of the corporation. They shall, in the usual course of business, employ any staff necessary for the proper functioning of the corporation, and prescribe the duties of such employees. They shall also have the authority to appoint committees from time to time for the purpose of carrying out the affairs or operations of the corporation. The Board of Directors shall make rules and regulations for the government and for promotions and advancement of the mission of the corporation, and for the guidance of the officers thereof, and shall safeguard the funds and other property of this corporation and direct all expenditures and disbursements. The members of the Board of Directors of the corporation shall not be held personally liable for any act or omission undertaken in the furtherance of the business of the corporation.

Section 2. Number, Tenure, Terms, Removal, Vacancies, and Resignations - The number of directors shall be not less than three (3) nor more than eleven (11). At least 4 members of the Board of Directors shall be members of the Randy Lynn and Mary Patricia Park Family unless or until these Bylaws are thereby amended as provided for in these Bylaws. Members of the Board of Director's shall serve for a term of three (3) years or until his successor shall have been duly elected. A member of the Board of Directors may serve an unlimited number of consecutive terms. The Board of Directors, by a two-thirds (2/3) vote of the remaining members, may remove a member of the Board of Directors for cause subject to prior notice of the time, place and purpose of such action. Any vacancy resulting from the expiration, resignation or removal of a member of the Board of Directors prior to the expiration of the Director's term, shall be filled by a majority vote of the remaining members of the Board of Directors The resignation of a member of the Board of Directors shall be effective on the date the written notice from said member is received by the Secretary of the Board unless otherwise specified in the notice of resignation. A member of the Board of Directors elected to fill a vacancy of an unexpired term shall be elected for the unexpired portion of the term.

Section 3. Annual Meeting – An annual meeting of the Board of Directors shall be held on the third Tuesday in the month of January of each year, at the hour of 7:00 P.M._for the purpose of electing members of the Board of Directors for the ensuing year and to transact other such business as my come before the Board of Directors (meeting).

Section 4. Regular and Special Meetings – The Board of Directors shall meet quarterly and may provide by resolution the time and place of each regular meeting or special meetings, in which case notice of the meeting date and place shall be given in the manner provided in the bylaws. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or by two-thirds (2/3) of the members of the Board of Directors.

Section 5. Place of Meeting – The Board of Directors may hold its regular, special or annual meeting at the principal office of the corporation or at any place the Board of Directors may, from time to time, determined by a majority vote or written consent of all members of the Board of Directors. If no designation is made, or if a special meeting be otherwise stated, the place of the meeting shall be the registered office of the corporation.

Meeting by Teleconferencing – Any annual, regular or special meeting may be held by conference telephone or similar communication as long as all members of the Board of Directors participating in the meeting can communicate with all participants. All participating members of the Board of Directors will be considered present in person at the meeting.

Section 6. Notice – Written or printed notice stating the place, day and hour of the annual, regular or special meeting of the Board of Directors shall be delivered, either personally or by mail or by email communication, to each Director entitled to vote as such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the Chairman of the Board, or the Secretary. Notice of any special meeting of the Board of Directors shall be given at least ten (10) day previously thereto by notice, written or oral delivered personally or sent by mail or by email communication to each Member of the Board of Directors at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when the email communication is sent. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum – A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; however, if less than a majority of the members of the Board of Directors are present at said meeting, a majority of the members of the Board of Directors present may determine a subsequent meeting date and time, subject to the required notice provisions in Section 6 and adjourn the meeting. ~~from time to time without notice.~~

The quorum for all meetings (annual, regular or special) of the Board shall include Board members Randy Lynn Park and/or Mary Patricia Park. Irrespective of the number of members present at any duly called meeting, the absence of the both of these officers shall prevent any business of the corporation from being conducted.

Section 8. Manner of Acting – The action of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the action by a greater number is required by law or these Bylaws (see Appendix A).

Special Actions Requiring Three-Fourths (3/4ths) Vote of Board of Directors - Decisions and actions related to the topics outlined in Appendix A to these Bylaws shall require a 3/4ths vote of the Board of Directors at a duly-called (noticed) meeting.

Section 9. Informal Action by the Board of Directors – Any action required by law or Bylaws to be taken at a meeting of the members of the Board of Directors, or any such action which may be taken at a meeting of the members of the Board of Directors, may be taken without a meeting if a consent, in writing, (electronic communication will be acceptable), setting forth the action so taken shall be signed by all the members of the Board of Directors.

Section 10. Records – The Board of Directors shall keep records of the proceedings of meetings of the Board of Directors and actions taken therein.

Section 11. Compensation – The Board of Directors shall serve without salaries or compensation for their services. The Board of Directors may approve reimbursement of any expenses incurred by a member in the course of performance of Foundation business.

Section 12. Paid Executive – The Board of Directors shall have the authority to employ an Executive Director or Secretary and to fix the compensation for such person(s).

ARTICLE IV

Officers

Section 1. Officers – The officers of the corporation shall be a Chairperson (Chair), one or more Vice Chairs (the number to be determined by the Board of Directors), Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem necessary and such offices may be held by the same person, except the offices of Chairperson and Secretary. The officers of the corporation shall not be held personally liable for any act or omission undertaken in the furtherance of the business of the corporation.

Section 2. Term of Office and Election – The officers of the corporation shall be elected every three years by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting said election shall be held as soon thereafter as conveniently possible. Each office shall serve until his or her successor has been duly elected or and shall have qualified.

Section 3. Removal – Any officer elected or appointed by the Board of Directors may be removed by the majority vote of the Board of Directors, except as provided herein, whenever in its judgement, the best interest of the corporation would be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the officer or appointed official so removed.

Section 4. Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson – The Chair shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The Chair shall preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors or by these bylaws, or by statute, to some other officer or agent of the corporation; and in general the Chair shall perform all duties as may be prescribed by the Board of Directors from time to time. The Chair is an ex-officio member of all standing committees of the corporation.

Section 6. Vice Chairperson – The Board of Directors may elect one or more Vice Chairs. Any Vice Chair (unless otherwise designated by resolution approved by a majority vote of the Board of Directors) may in the absence of the Chair, or in the event of his inability or refusal to act, perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the Chair. Each Vice Chair shall generally assist the Chair. The Vice Chairs shall perform such other duties and have such other powers as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary – The Secretary shall keep the minutes of all meeting of the Board of Directors in books provided for such purpose; shall attend to giving and serving of all notices as required by the bylaws or law; may in the name of the corporation attest to all contracts of the corporation and affix the seal of corporation thereto; shall in general perform all duties incident to the office of the Secretary subject to the control of the Board of Directors; shall discharge such other duties as from time to time may be assigned to the Secretary by the Chairman of the Board or by the Board of Directors.

Section 8. Treasurer – If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman of the Board or by the Board of Directors.

ARTICLE V

Administration

Section 1. Employed Staff - There shall be an Executive Director, employment approved by 3/4ths vote of the Board of Directors, who shall have demonstrated executive and management ability skilled in providing education; experience in providing housing and programming for persons with special needs, specifically those with intellectual disabilities; social planning; administration; and resource development.

The Executive Director shall be responsible for the administration of the foundation's business and employ such staff members as may be deemed necessary. The Executive Director shall carry out the plans and policies of the Board of Directors and make such reports as the Officers of the Board of Directors may request.

The Officers of the Board of Directors is responsible for conducting an annual performance evaluation of the Executive Director.

ARTICLE VI

Committees

Section 1. Committees— The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors and additional persons as selected by the Board, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Certificate of Formation; adopting a Plan of Merger with another corporation; authorizing the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the corporation; authorizing the voluntary termination of the corporation or revoking proceedings therefor, adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority thereof shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him or her by law.

Section 2. Term of Office – Each member of a committee shall continue as such until the next annual meeting of the directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof. Each committee member shall serve at the pleasure of the Board of Directors.

Section 3. Chairperson (Chair) – One member of each committee shall be appointed chair by the person or persons authorized by the Board of Directors to appoint the member thereof.

Section 4. Vacancies – Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum – Unless otherwise provided in a resolution of the Board of Directors designating a committee, a majority of the entire committee shall constitute a quorum for transacting the business of the committee.

Section 6. Rules – Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

FOR FUTURE USE

ARTICLE VIII

Contracts, Checks, Deposits, Loans, Investments, and Gifts

Section 1. Contracts – The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. – 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 or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and these bylaws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 3. Expenses – The Board of Directors shall ensure to payment of all expenses of the corporation including, but not limited to, custodial, investment management fees, legal fees, accounting fees and charges, first from the corporation's income and then from the principal assets of the corporation.

Section 4. Deposits – All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Investments – The corporation's funds may be invested in any investment(s) selected by the Board of Directors or as recommended by any investment manager appointed by the Board of Directors for that purpose. In making such investments, the Board of Directors or investment manager shall give due regard to balancing the priority of balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the corporation's assets.

Section 6. Loans – The corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by resolution of three-fourths (3/4ths) vote the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances, provided however that said authority is granted by a 3/4ths vote of the Board of Directors. The corporation is prohibited from making loans to its Directors or officers.

Section 7. Gifts – The Board of Directors, or designated agent, 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.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account(s) and shall also keep minutes of the proceedings of its Board of Director's meetings and committees having any of the authority of the Board of Directors, and shall keep at the registered office or principal office a record giving the names and addresses of the Board of Directors and officers of the corporation. All books and records of the corporation may be inspected by any Board member or his agents or attorney for any purposes at any reasonable time.

ARTICLE X

Fiscal Year

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

ARTICLE XI

Seal

The Corporation shall not have a Corporate seal.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formulation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such

notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

ARTICLE XIII

Amendments to Bylaws

At any regular or special meeting, of the Board of Directors, these Bylaws may be altered, amended or repealed subject to and upon a 3/4ths vote of the Board of Directors, provided that thirty (30) days written notice is given of the Board's intent-to alter, amend or adopt new bylaws at such meeting.

ARTICLE XIV

Dissolution or Termination of Corporation

In the event that the corporation (foundation) is dissolved or terminated, the property and assets held by the corporation shall be distributed to a non-profit, tax exempt organization or to the federal, state or a local governmental agency for public purposes as so designated by action of the Board of Directors.

APPROVED as amended this the 9 day of April , 2019.

Board of Directors

Randy Lynn Park, 2040 West Oak, Denton, TX 76201

Mary Patricia Park, 2040 West Oak, Denton, TX 76201

Catharine R. McGowan, 8664 TN Skiles Rd., Ponder, TX 76259

APPENDIX A

Actions Requiring 3/4ths vote of the Board of Directors

Substantive changes to Corporation's mission (see Article II)

Amendments to Bylaws (see Article XIII)

Dissolution or Termination of the Corporation (see Article XIV)

Expenditures exceeding \$20,000 single purchase or contract

Donations of Corporation assets to other charities or non profit organizations

Issuance of debt exceeding \$2000 per transaction (see Article VIII)

Sale and/or acquisition of real estate

Sale or acquisition of Residential Living Facilities

Establishment of criteria for Residential Living Facilities under control of Corporation

Changes in location of the corporation and/or its facilities

Employment, discipline or discharge of Executive Director

