

AMENDED AND RESTATED BYLAWS
FAMILY ELDERCARE, INC.
A NON-PROFIT CORPORATION
1700 Rutherford Lane
Austin, TX 78754

THESE AMENDED AND RESTATED BYLAWS OF FAMILY ELDERCARE, INC. ARE
DATED AND EFFECTIVE AS OF MAY 4, 2021.

ARTICLE 1 – OFFICES

- 1.01 Principal Office.** The principal office of Family Eldercare, Inc. (the “Corporation”) shall be in the City of Austin, County of Travis. 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.
- 1.02 Registered Office and Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office, as required by the Texas Business Organizations Code (the “Code”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the office may be changed from time to time by the Board of Directors. The registered agent of the corporation shall be the Chief Executive Officer unless another agent is selected by an affirmative vote of the Board of Directors.

ARTICLE 2 - BOARD OF DIRECTORS

- 2.01 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors (sometimes referred to herein as the “Board”). Directors need not be residents of Texas.
- 2.02 Number, Tenure, and Qualifications.** The number of Directors shall be no fewer than three (3) and no greater than twenty-five (25), serving staggered terms of three (3) years, or until his or her successor shall have been elected and qualified. A Director shall hold no more than two (2) consecutive terms without a specific exception approved by the Board. The Board of Directors shall re-elect or elect new Directors and officers at the annual meeting or as otherwise necessary.

- 2.03 Regular Meetings.** The Board shall hold an annual meeting (typically in December) and regular meetings pursuant to a schedule adopted by the Board. Notice shall not be required.
- 2.04 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Board Chair, the Chief Executive Officer or any Director. Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance.
- 2.05 Notice.** When required hereunder, meeting notices shall state the date, time, location and, if applicable, remote conferencing information for the meeting. Notices may be given either personally or by mail, facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice, unless specifically required by law, the Articles of Incorporation, or these Bylaws.
- 2.06 Waiver of Notice.** Whenever any notice is required under the Code, the Articles of Incorporation or these Bylaws, 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 the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 meeting need be specified in the waiver of notice of such, unless specifically required by law, the Articles of Incorporation, or these Bylaws
- 2.07 Quorum.** A majority of the total number of voting Directors shall constitute a quorum for the transaction of business by the Board of Directors. If less than a quorum of Directors shall be present, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum is constituted, the Directors present or represented by proxy at a meeting may continue to transact business until adjournment, notwithstanding the subsequent withdrawal therefrom of such number of Directors as to leave less than a quorum.
- 2.08 Manner of Acting.** The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. Each Director shall, at every meeting of the Board of Directors, be entitled to one (1) vote in person or by proxy. Every proxy must be executed in writing by the Director in the form approved by the Board of Directors and must be received by the Chief Executive Officer prior to the commencement of the meeting for which it is intended to be exercised. A facsimile or electronic transmission is acceptable for this purpose. No proxy shall be valid other than for the meeting at which it is to be

exercised. Each proxy shall be revocable until the commencement of the meeting for which it is intended to be exercised.

- 2.09 Vacancies.** Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors at any regular meeting, special meeting, or annual meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies shall be filled by an affirmative vote of a majority of the remaining Directors.
- 2.10 Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
- 2.11 Action Without a Meeting by Directors.** Any action that is required or permitted to be taken at a meeting of Directors or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed and dated by that number of Directors or committee members that would be necessary to take that action at a meeting at which all of the Directors or committee meetings are present and voting. An email sent to the Corporation or a corporate officer or committee chair from a Director's or a committee member's email account will be considered signed and dated as of the date the email was sent. A date-stamped fax signature will also be considered sufficient.
- 2.12 Board Members Emeritus.** From time to time the Board may, by majority vote, honor a former member of the Board who has rendered exemplary service to the Corporation. This person shall be designated as a "Board Member Emeritus" and shall serve as an ex-officio non-voting member of the Board. A Board Member Emeritus shall not be counted for purposes of determining a quorum.
- 2.13 President's Council.** The Board may, by majority vote, honor former members of the Board and persons who have contributed substantially to the mission of Family Eldercare, Inc. who continue to render invaluable service to the corporation. These persons shall be designated as members of the "President's Council" and shall serve as ex-officio, non-voting members of the Board, and shall not be counted for purposes of determining a quorum.
- 2.14 Alternative Methods of Meeting.** The Directors or a committee may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each

person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Corporation must implement reasonable measures to a) verify that every person voting at the meeting by means of remote communications is sufficiently identified and b) keep a record of any vote or other action taken.

- 2.15 Removal of Directors.** Any Director may be removed by affirmative vote of the majority of the Board of Directors currently in office whenever in the Board's judgment the best interests of the Corporation would be served thereby.

ARTICLE 3 – OFFICERS

- 3.01 Officers.** The officers of the Corporation shall be a Board Chair, Board Chair Elect, Past Board Chair, Secretary, Treasurer, and such other officers as may be elected in accordance with the provision of this Article 3. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.
- 3.02 Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting.
- 3.03 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by majority vote, whenever in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 3.04 Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 3.05 Board Chair.** The Board Chair shall have the duties set forth in these Bylaws and shall preside at all meetings of the Board of Directors when present, and, in general, he or she shall perform all duties incident to the office of the Board Chair and such other duties as may be described by the Board of Directors from time to time.
- 3.06 Board Chair-Elect.** In the absence of the Board Chair or in the event of his or her inability or refusal to act, the Board Chair-Elect will perform the duties of the Board Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Chair-Elect shall perform such other duties as from time to time may be assigned to him or her by the Board Chair or Board of Directors.

- 3.07 Past Board Chair.** The Past Board Chair shall aid and advise the Board Chair or the Board Chair-Elect in the event he or she performs the duties of the Board Chair. The Past Board Chair shall perform such other duties as will be assigned to him or her by the Board Chair or the Board of Directors.
- 3.08 Treasurer.** The Treasurer shall have chief oversight over the Corporation's accounting systems and shall take the lead in shaping the Corporation's financial policies. In general, the Treasurer will perform all the duties incident of the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board Chair or by the Board of Directors.
- 3.09 Secretary.** The Secretary shall have chief oversight over the Corporation's processes for keeping meeting minutes, providing meeting notices, documenting actions taken by the Board, and maintaining the Corporation's records. For the avoidance of doubt, ministerial functions customarily associated with the Secretary position may be delegated by the Secretary and/or the Board of Directors to the Chief Executive Officer or another staff person of the Corporation. In general, the Secretary will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board Chair or by the Board of Directors.

ARTICLE 4 – COMMITTEES

- 4.01 Committees of Directors.** The Board of Directors may designate and appoint one or more committees consisting solely of Directors and having authority delegated by the Board in the resolution creating such committee(s). However, no committee shall have the authority to (a) amend, alter, or repeal the Articles of Incorporation or these Bylaws; (b) elect, appoint or remove any member of any committee or any Director or officer of the Corporation; (c) adopt a plan of merger or a plan of consolidation with another Corporation; (d) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (e) authorize the voluntary dissolution of the Corporation or revoking proceedings therefore; (f) adopt a plan for distribution of the assets of the Corporation; (g) or amend, alter, or repeal any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law. Any members of such committees may be removed by the Board Chair of the Corporation whenever in their judgment the best interests of the Corporation shall be served by such removal.

- 4.02 Other Committees.** Other committees not having and exercising the authority of the Board of Directors and not consisting solely of Directors may be designated by a resolution adopted by a majority of the Directors. Any members of such committees may be removed by the Board Chair of the Corporation whenever in their judgment the best interests of the Corporation shall be served by such removal.
- 4.03 Term of Office.** Each member of a standing committee shall continue as such until the next calendar year of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 4.04 Chairperson.** One member of each committee shall be appointed chairperson of the committee by the Board Chair of the Corporation.
- 4.05 Vacancies and Additions.** Vacancies in and additions to the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 4.06 Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 5 - CONTRACTS AND OTHER INSTRUMENTS

- 5.01 Contracts and Other Instruments.** 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. Such authority may be general or confined to specific instances.
- 5.02 Checks and Drafts.** 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 be from time to time determined by affirmative vote of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Executive Officer and countersigned by the delegated Program Director of the Corporation.
- 5.03 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.

- 5.04** Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation as provided in the Gift Acceptance Policy.

ARTICLE 6 - BOOKS AND RECORDS

- 6.01** Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Records shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 7 - FISCAL YEAR

- 7.01** Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December each year.

ARTICLE 8 – SEAL

- 8.01** Corporation Seal. The Board of Directors may provide for the purchase of a corporate seal. If acquired, the seal shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE 9 - AMENDMENTS TO BYLAWS

- 9.01** Bylaw Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors at any meeting, whether annual, regular, or special, if at least two days written notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new bylaws at such meeting.

ARTICLE 10 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 10.01** Indemnification. The Corporation will provide mandatory indemnification of directors and former directors in accordance with Chapter 8 of the Texas Business Organizations Code, as amended from time to time (“Chapter 8”). The Corporation reserves the right to provide Chapter 8 permissive indemnification to any director, former director, officer, committee member, employee or agent. However, if a director, former director, officer, or committee member (an “Indemnitee”) is made, or is threatened to be made, a

respondent in a proceeding, or is required to be a witness in a proceeding, because of the person's role with the Corporation, and subject to the required determinations and limitations described in Chapter 8, the Corporation will indemnify the Indemnitee to the fullest extent permitted under Chapter 8; provided, however, that the Corporation will not provide indemnification if the person is found liable to the Corporation or is found liable because the person improperly received a personal benefit.

10.02 Insurance. The Corporation reserves the right to establish and maintain insurance or another arrangement as contemplated under Subchapter D of Chapter 8.

10.03 Reports. Indemnification payments, advance payments and insurance purchases and payments made under this Article 10 shall be reported in writing to the Directors of the Corporation with the next notice of regular meeting.

ARTICLE 11 - ADVISORY BOARDS

11.01 Advisory Boards. The Board shall have the power to establish or dissolve one or more non-governing advisory boards (each, an "Advisory Board"). The initial Chair of an Advisory Board shall be appointed by the Board, utilizing such processes as shall be designated from time to time by the Board's Executive Committee. The other members of an Advisory Board shall be selected by the chair of the Advisory Board subject to the approval of the Board. Each Advisory Board shall be comprised of members who are volunteer community leaders affiliated with a particular geographic or other service area of the Corporation as designated by the Board ("Service Area"). Each Advisory Board shall:

- (a) provide recommendations to the Board regarding policy and budgetary matters it deems relevant to such Advisory Board's designated Service Area,
- (b) provide leadership in such Advisory Board's designated Service Area for financial development and community relations, and
- (c) monitor the management of the Corporation's operations in such Advisory Board's designated Service Area. Each Advisory Board shall consist of not less than ten (10) members. The decisions and actions of the Advisory Board shall be subject to continuing supervision and control by the Board. The Board Chair and the Board Chair-Elect or their designees shall serve as ex officio members of each Advisory Board and shall receive regular notice of meetings and copies of minutes thereof.

11.02 Officers. Each Advisory Board shall elect its own officers from its own members who shall include, but not be limited to, a Chair, Chair-elect, Past Chair, Secretary, Treasurer, and such other officers as shall be designated from time to time by the Board's Executive Committee.

11.03 Terms of Advisory Board Members. Each member of an Advisory Board shall hold office for three (3) years until the third regular annual meeting after his or her election and thereafter until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal. A member of an Advisory Board shall be eligible for reelection to one or more succeeding three (3) year terms.

ARTICLE 12 - GENERAL PROVISIONS

12.01 Interested Directors and Officers. No contract or transaction between the Corporation and one or more of its Directors or officers, or between any Corporation, partnership, association or other organization in which one or more of the Directors or officers of the Corporation are Directors, officers or partners, or have a financial interest, shall be void or voidable solely by reason of such relationship, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors of the Corporation or a committee thereof that authorizes the contract or transaction, or solely because such person's votes are counted for such purposes, if any one of the following conditions are met:

- (a) the material facts as to the relationship or interest of the Director or officer and as to the contract or transaction are disclosed or are known to the Board of Directors of the Corporation, or the committee thereof that authorizes the contract or transaction, and the Board of Directors of the Corporation or committee thereof, in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) the material facts as to the relationship or interest of the Director or officer and as to the contract are disclosed or are known to the Directors of the Corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the Directors called for that purpose; or
- (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors of the Corporation or a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the Corporation, or of a committee thereof that authorizes the contract or transaction.

Secretary Certification

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by the Directors at its regular meeting on _____, 2021.

Patricia McLaughlin
Secretary, Family Eldercare Board of Directors

Date