

AMENDED AND RESTATED BYLAWS

OF

**TODAY'S HARBOR FOR CHILDREN
HOUSTON, TEXAS**

AS OF October 26, 2022

These Amended and Restated Bylaws of Today's Harbor for Children, Houston, Texas, were approved and adopted by unanimous vote of the Board at a duly noticed and regularly scheduled meeting of the Board of Directors on October 26, 2022.

**ARTICLE I.
DEFINITIONS**

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

- 1.1 Articles of Incorporation The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Corporation filed with and accepted by the Secretary of State of the State of Texas on January 2, 1948, and its subsequent amendments.
- 1.2 Board The term "Board" shall mean the Board of Directors of the Corporation.
- 1.3 Board Chairperson The term "Board Chairperson" has the meaning given in Section 6.5.
- 1.4 Board Member The term "Board Member" shall mean a person elected, appointed, or automatically serving as a regular Board Member in accordance with these Bylaws who is authorized to vote and to be counted in determining the existence of a quorum.
- 1.5 Bylaws The term "Bylaws" shall mean these Bylaws.
- 1.6 Chairperson Elect The term "Chairperson Elect" shall have the meaning given in Section 6.6.
- 1.7 Corporation The term "Corporation" or "Harbor" shall mean Today's Harbor for Children, a Texas non-profit corporation.
- 1.8 Employee The term "Employee" shall mean those persons employed by the Corporation to provide services.
- 1.9 Ex-Officio Member The term "Ex-Officio Member" shall mean a person automatically serving as a Member of a body by virtue of holding another specified position. An Ex-Officio Member of a body shall automatically cease to serve in such position if that person shall cease to hold the position specified as the basis for such Ex-Officio Member status. Such Ex-Officio Members shall not vote or be counted in determining a quorum.

- 1.10 Officer The term “Officer” shall have the meaning given in Section 6.1.
- 1.11 Procedure Manual The term “Procedure Manual” shall have the meaning given in Section 7.11.
- 1.12 Secretary The term “Secretary” shall have the meaning given in Section 6.8.
- 1.13 State The term “State” shall mean the State of Texas.
- 1.14 TBOC The term “TBOC” shall have the meaning given in Section 2.1.
- 1.15 Treasurer The term “Treasurer” shall have the meaning given in Section 6.7.
- 1.16 Unexpired Term The term “Unexpired Term” shall mean the remainder of the three (3) year period to which a former Board Member was elected.
- 1.17 Vacancy The term “Vacancy” shall, with regard to Board Members, mean a position as Board Member authorized by Section 5.2 to which no person has been elected.

**ARTICLE II.
PURPOSES AND POWERS**

- 2.1 Purposes The purposes for which this Corporation is organized and is to be operated are charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the purposes of this Corporation are to provide a safe, stable, supportive environment for abused, neglected, or abandoned children and to nurture their physical and mental wellbeing while in residence. In addition, except as limited by the Articles of Incorporation, the authorized purposes of the Corporation shall be to transact such business as is permitted by non-profit corporations under the Texas Business Organizations Code (“TBOC”).
- 2.2 Powers Except as limited by the Articles of Incorporation, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the TBOC.

**ARTICLE III.
OFFICES**

- 3.1 Registered Office The Corporation shall have and continuously maintain in the State a registered office and a registered agent (whose office shall be identical with such registered office).

**ARTICLE IV.
MEMBERS**

- 4.1 Members The Corporation shall have no members.

**ARTICLE V.
THE BOARD**

- 5.1 General Powers All of the business and affairs of the Corporation shall be managed by the Board. The Board shall make appropriate delegations of authority to the Officers of the Corporation.
- 5.2 Number, Election, and Tenure The total number constituting the Board shall be not less than three (3). Unless filling an Unexpired Term, a Board Member shall be elected for a three (3) year term, in such a manner that the terms of one-third (1/3) of the members (rounded to the nearest whole number) shall expire each year. Annually, not less than 30 days prior to June 30, the Board Chairperson, subject to the vote of a majority of the Board Members not standing for re-election, shall present a list of candidates to the Board for terms for July 1 thereafter and until their respective successors are appointed and qualified, unless they sooner resign or are removed. Such list of candidates shall include all Board Members whose terms will expire on June 30 next and who have agreed to stand for re-election and all prospective new members nominated for election in accordance with these Bylaws, and shall be presented to the Board Members not standing for re-election for voting by secret written ballot. The Board, upon resolution timely adopted, may also allow elections to be conducted by electronic mail (including by electronic survey) ballot. The ballots must be emailed to the members listed on the secretary's most current directors list at least seven (7) days before the Annual Meeting. A new member may be elected at any Board meeting; provided, however, that if a new member is filling a Vacancy on the Board, the new member's term shall begin the following July 1 for purposes of counting term limits. For example, if a new member is elected to the Board on December 1, 2021, the new member's term will expire on June 30, 2025. New members shall be elected to Unexpired Terms if any and then to Vacancies for a term of three (3) years. Board Members shall be limited to serving no more than two consecutive terms; provided, however, that a member promoted to Board Chairperson, Chairperson Elect, or serving as Governance Committee Chairperson following a term as Board Chairperson is not subject to the term limits in this Section 5.2 during his tenure in one of these identified roles. There shall be no limit on the number of non-consecutive terms a Board Member may serve. This provision shall not affect the current term expiration dates for existing Board Members. At the time these Bylaws are adopted, the Board may, by unanimous vote, adopt a resolution to extend each current Board Member's term expiration date by up to one year.
- 5.3 Increase or Decrease The number of Board Members may be increased or decreased from time to time by the Board by resolution adopted by a majority of its members; provided, however, that the number shall not be less than or more than the number set forth in Section 5.2.
- 5.4 Annual and Regular Meetings An annual meeting of the Board shall be held within thirty (30) days of June 30 of each year for the purpose of electing Officers and Board Members presented for election in accordance with Section 5.2 of this Article, and for the transaction of such other business as may properly come before the meeting. Regular

meetings shall be held at the time and place specified by the Board Chairperson and may be held by remote electronic communications systems, including videoconferencing (e.g. Zoom, Skype, etc.); provided, however, that each person entitled to participate in such meeting must consent to the meeting being held by means of that system, and the system must provide access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

5.5 Special Meeting Special meetings of the Board may be called by, or at the direction of, the Chairperson of the Board or two (2) Board Members then in office, to be held at such time and place as shall be designated in the notice of the meeting.

5.6 Notice Waiver Regular meetings of the Board may be held without notice of the time or place thereof. Special meetings of the Board shall be held with at least three (3) days notice. Attendance at a meeting constitutes waiver of notice, unless the Board Member attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The business to be transacted at, or for the purpose of, a regular or special meeting of the Board need not be specified in the notice or waiver of notice of the meeting. All other actions permitted to be taken by these Bylaws may be taken with twenty-four (24) hours advanced notice that such action shall be taken. Notice given pursuant to this Section 5.6 may be delivered personally or by mail, facsimile, or email.

5.7 Quorum Fifty percent (50%) of the elected Board shall constitute a quorum. Board Members present by proxy may not be counted toward a quorum.

5.8 Board Action

5.8.1 Formal Action By Board Unless otherwise herein or by statute provided, the act of a majority of Board Members present at a meeting at which a quorum is present shall constitute the act of the Board.

5.8.2 Informal Action By Board Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if the number of Board Members that would be necessary to take the action at a meeting execute a written and dated consent, stating the action to be taken, and the document is filed with the minutes of proceedings of the Board. Notice of the intent to take action shall be given in accordance with Section 5.6. Prompt notice of the taking of any action without a meeting by less than unanimous consent of the Board shall be given to any Board Member who did not consent to the action taken.

5.8.3 Meeting Unless otherwise prohibited by statute, Board Members may participate in any meeting of the Board by means of telephone, video conferencing equipment (e.g. Skype, Zoom, etc.) or similar communications equipment by means of which all persons participating in such meeting can hear each other and communicate concurrently and all persons entitled to participate in such meeting consent to the use of that system. Participation in a meeting pursuant to this

Section 5.8.3 shall constitute presence in person at such meeting and counted towards the quorum.

5.8.4 Voting by Proxy Any Board Member may authorize another member to cast his or her vote at a meeting of the Board by an executed written proxy with or without instructions and the vote of the proxy holder shall constitute the vote of the authorizing member as if such member had been present in person. Members who have granted proxies may not be counted in determining the presence of a quorum at a meeting of the Board.

5.9 Roles The primary role of the Board is governance of the Corporation and to monitor the use of assets donated to DePelchin Children's Corporation and the DePelchin Foundation as outlined in the transaction agreements executed simultaneously with these Bylaws. The Board is responsible for the oversight of the Corporation.

Each elected Board Member shall, during each year of his/her term of office, attend regularly scheduled Board meetings. Failure to meet any of these requirements on an annual basis may result in removal from the Board in accordance with Section 5.10.

5.10 Resignations and Removal Any Board Member may resign from the Board at any time by giving written notice to the Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Board Member who does not fulfill the requirements of Section 5.9 for two (2) consecutive years should resign from the Board. A Board Member may be removed from such position at any time by the Board with or without cause by a vote by secret written ballot of two-thirds (2/3) of all Board Members present at a meeting called for such purpose, or at any annual or regular meeting at which notice is given that such action is to be considered.

5.11 Compensation Board Members or any member of a Board Committee shall not be compensated for their services. The Board, by resolution adopted by a majority of its Members, may determine that the Board Members or any Board Committee may receive reasonable reimbursement for expenses incurred in attending to their authorized duties. This Section 5.11 shall not be construed to preclude any Board Member or any member of a Board Committee from serving the Corporation in any other capacity and receiving compensation therefor.

5.12 Procedure The Board may adopt its own rules of procedure to govern its activities which shall not be inconsistent with these Bylaws.

5.13 Conflicts of Interest Board Members and Employees must disclose all interests that could result in a conflict. A conflict of interest may be considered to exist in those instances where the actions or activities of an individual on behalf of, or with the Corporation, involve (a) obtaining an improper personal gain or advantage for or by an individual, his "associate" (including any corporations or organizations or any trust or other estate in which he has a substantial beneficial interest or fiduciary position) or any

member of his immediate family (together hereinafter referred to with associates as “related persons”) or other third party, or (b) an adverse effect on the Corporation’s interests.

ARTICLE VI. OFFICERS

- 6.1 Officers The Officers of the Corporation shall be the Board Chairperson, the Secretary, the Treasurer, and the Chairperson Elect (if elected). The Corporation may, at the discretion of the Board, have additional Officers, including without limitation, one or more vice-presidents, one or more assistant secretaries, and one or more assistant treasurers. One person may hold two or more offices except that one person may not hold both the offices of Board Chairperson and Secretary. The duties of certain offices are prescribed in the following sections. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the “absence” of the Officer) the duties of the office shall, unless otherwise provided by the Board, be performed by the next Officer in the following sequence: Board Chairperson, Chairperson Elect, and Treasurer.
- 6.2 Election and Tenure The Board Chairperson shall be elected by the Board and shall serve a two (2) year term. At the conclusion of his term as Board Chairperson, the Board Chairperson may serve an additional two year term. The number of terms the Board Chairperson may serve as an Officer of the Corporation is unlimited. The Chairperson Elect shall be elected by the Board to a one (1) year term at the annual meeting prior to the commencement of the second year of the term of the Board Chairperson. All other Officers of the Corporation shall be elected each year by the Board at its annual meeting following their recommendation by the Board Chairperson to the Board. The Board may accept or reject the recommendations of the Board Chairperson and may elect other Officers. If the election of Officers shall not be held as provided herein, such election shall be held as soon thereafter as conveniently practicable. Each Officer shall hold office from the date of such Officer’s election until the next annual meeting of the Board and until his successor is appointed or elected, unless he sooner resigns or is removed.
- 6.3 Resignations and Removal Any Officer may resign at any time by giving written notice to the Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by a majority vote of the Board at any time with or without cause.
- 6.4 Vacancies A vacancy in any office may be filled by a majority vote of the Board then in office for the unexpired portion of the term of such office. In the interim, when the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the “absence” of the Officer) the duties of the office shall, unless otherwise provided by the Board, be performed by the next Officer in the following sequence: Board Chairperson, Chairperson Elect, Secretary, and Treasurer.

- 6.5 Board Chairperson The Board Chairperson shall be elected from among the Board Members and shall preside at all meetings of the Board. The Board Chairperson shall perform such other duties as may be assigned to him by the Board.
- 6.6 Chairperson Elect The Chairperson Elect shall perform the duties of the Board Chairperson in the absence of the Board Chairperson. The Governance Committee shall have the right but not the obligation to nominate the Chairperson Elect to serve as Board Chairperson at the annual meeting following the election of the Chairperson Elect to that office.
- 6.7 Treasurer The Treasurer shall be determined in accordance with Section 6.1.4.A and, subject to the direction of the Board Chairperson, have responsibility to the Board for the maintenance of the financial records of the Corporation. The Treasurer shall insure that all funds of the Corporation from any source whatsoever shall be deposited in the name of the Corporation in such financial institutions, trust companies, or other depositories as the Board or Executive Committee shall determine. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine.
- 6.8 Secretary The Secretary shall be elected from among the Board Members and, subject to the direction of the Board Chairperson: keep the minutes of the meetings of the Board and all Board Committees in one or more books provided for that purpose; assure that minutes of the meetings of the Board, and all Board Committees, are prepared and filed with the records of the Corporation; and assure that all notices are given in accordance with the provisions of these Bylaws and as required by law.

ARTICLE VII. MISCELLANEOUS

- 7.1 Contracts The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf the Corporation, and such authority may be general or confined to specific instances.
- 7.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all 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 or Executive Committee. In the absence of such determination, such instruments shall be signed by the Treasurer.
- 7.3 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in accounts maintained with such financial institutions, trust companies, or other depositories as the Board may from time to time determine.

- 7.4 Gifts The Board or its designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose of the Corporation.
- 7.5 Books and Records The Corporation shall keep correct and complete books and records of accounts and the minutes of the proceedings of the Board and the Board Committees. The records shall be open to inspection by Board Members at any reasonable time and the right to make such inspections shall include the right to make extracts.
- 7.6 Reports The Board Chair shall cause an annual report in accordance with the requirements of the TBOC to be submitted to the Board no later than ninety (90) days after the close of each fiscal year of the Corporation setting forth the financial position of the Corporation as of the close of such fiscal year, and such other information as the Board may request.
- 7.7 Fiscal Year The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year, unless otherwise determined by resolution of the Board.
- 7.8 Seal A seal for use by the Corporation is not necessary.
- 7.9 Notice
- 7.9.1 Effective Date Any notice required or permitted to be given pursuant to the provisions of the TBOC, the Articles of Incorporation, or these Bylaws, shall be effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at his last known address as shown in the Corporation's records. In addition, notice may be sent by facsimile or email to the number or email address provided by the Board Member and shall be effective as of the date sent.
- 7.9.2 Waiver of Notice Whenever any notice is required to be given pursuant to the provisions of the TBOC, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 7.9.3 Loans to Officers and Board Members Prohibited No loans shall be made by the Corporation to its Officers or any Board Member. The Board Members who vote for or assent to the making of a loan to an Officer or Board Member, in violation of these Bylaws and any Officer or Board Member participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.
- 7.9.4 Revocation of Authorization No authorization, assignment, referral, or delegation of authority by the Board to any Board Committee, Officer, or agent shall preclude the Board from exercising the authority required to meet its

responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation.

7.9.5 Duality of Interest Transactions Board Members and Officers of this Corporation have a duty of undivided loyalty to this Corporation in all matters affecting this Corporation's interests. Any contract or other transaction that may be entered into between this Corporation and one or more Board Members or Officers, or between this Corporation and any other entity in which one or more Board Members or Officers are directors, trustees, or officers, or have a significant financial or influential interest, may be declared void or voidable by the Board unless all of the following conditions are met:

- A. The relevant and material facts as to such Board Member's or Officer's interest in such contract or transaction and as to any common directorship, officership, or financial or influential interest were disclosed in good faith in advance by such Board Member or Officer to the Board, and such facts are reflected in the minutes of the Board meeting; and
- B. The relevant and material facts, known to such interested Board Member or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such Board Member or Officer to the Board, and such facts are reflected in the minutes of the Board meeting; and
- C. Such interested Board Member or Officer has, as determined by the judgment of the Board: (1) made the disclosures and fully responded to questions concerning the matters referred to in A and B above; (2) fully met the burden of proof at the time such contract or transaction is authorized that the contract or transaction is fair and reasonable to this Corporation; and (3) not otherwise significantly influenced the action of the Board with respect to the contract or transaction, and all such determinations by the Board are reflected in the minutes of the Board meeting; and
- D. The Board authorized such contract or transaction by a vote of at least a majority of the Board Members present at a meeting at which a quorum was present, and such interested Board Member or Officer was either not present at such time as the vote was taken or not counted in determining the presence of a quorum or in determining the majority vote.

7.10 Regulations The Board may adopt, amend, or repeal regulations (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, Employees, and Board Committees.

7.11 Procedure Manual The Board may adopt, amend, and repeal a Procedure Manual containing provisions applicable to the operations of the Corporation which, unless otherwise specified, shall be deemed to be advisory only.

- 7.12 Votes by Presiding Officer The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting Member, be entitled to vote on the same basis as if not acting as presiding officer.
- 7.13 Gender and Number Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.
- 7.14 Articles and Other Headings The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.
- 7.15 Robert's Rules of Order Any aspect of the governance of the Corporation not expressly covered in these Bylaws shall be governed by the most recent edition of Robert's Rules of Order.

ARTICLE VIII. INDEMNIFICATION

- 8.1 Right to Indemnification Subject to any limitations and conditions in these Bylaws, including, without limitation, this Article VIII, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (a "Proceeding"), or any appeal of such a Proceeding or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or a person of whom he is the legal representative, is or was a Board Member or Officer of the Corporation, or while a Board Member or Officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation to the fullest extent authorized by the TBOC, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including, without limitation, attorneys' fees) actually incurred by such person in connection with a proceeding, but if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith, and indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Corporation indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Corporation. Any person entitled to indemnification pursuant to this Article X is sometimes referred to herein as an "Indemnified Person".

- 8.2 Advance Payment An Indemnified Person's right to indemnification conferred in this Article VIII shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding, provided that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Person of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article VIII or otherwise.
- 8.3 Appearance as a Witness Notwithstanding any other provision of this Article VIII, the Corporation may pay or reimburse expenses incurred by an Indemnified Person in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.
- 8.4 Nonexclusivity of Rights The right to indemnification and the advancement and payment of expenses conferred in this Article VIII shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, the Bylaws, agreement, or otherwise.
- 8.5 Insurance The Corporation shall purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article VIII.
- 8.6 Savings Clause If this Article VIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.


ARTICLE IX. AMENDMENTS TO BYLAWS

- 9.1 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board with a two-thirds (2/3) vote of the Board.

CERTIFICATION

I, the undersigned Sarah Hudgins do hereby certify that I am the duly elected and acting Secretary of Today's Harbor for Children, a Texas non-profit corporation, and that the foregoing

is a true and correct copy of the Amended and Restated Bylaws of Today's Harbor for Children as adopted by its Board of Directors in accordance with Article IX thereof at a special meeting held on October 26, 2022.


Sarah Hudgins, Secretary