

AMENDED AND RESTATED BYLAWS OF SAY Sí

ARTICLE 1

PURPOSES AND POWERS

Section 1.01. Purposes. The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation and Amendments thereto.

Section 1.02. Powers. The Corporation shall have such powers as are now or may hereafter be conferred under the Texas Non-Profit Corporation Act, as limited by the Corporation's Articles of Incorporation and Amendments thereto.

ARTICLE 2 - OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of San Antonio, County of Bexar.

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 2.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. 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 registered office may be changed from time to time by the Board of Directors.

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.01. Number, Election, and Tenure.

The Board of Directors shall manage the business of the Corporation. The number of Directors shall be determined from time to time by amendment to these Bylaws. The number of Directors shall consist of no less than three (3) and no more than twenty-one (21). The term of office for a Director shall be three (3) years. The Board of Directors shall hold an election at the final yearly meeting to fill any open positions on the Board. Elected and re elected Directors shall be installed at the annual meeting of the Board of Directors in January. If for any reason Directors are not elected at the December meeting, Directors will be elected and installed at the annual meeting in January. Each Director shall start his/her term at the time the Director is installed at the January meeting and such term shall end at the beginning of the January meeting three years later. As necessary, the Board may elect Directors at other regularly scheduled Board meetings throughout the year; however, the partial year the Board member serves shall be considered the first year of such Director's three-year term.

Michael J. Schroeder, founder of the Corporation, shall serve as a Director of the Corporation until he chooses not to do so. He shall have all the privileges and benefits of a Director as described in these Bylaws.

The Board of Directors may establish and maintain an Honorary Board by a two thirds vote of the Directors at a constituted meeting. Membership on such an Honorary Board is in a non-voting advisory capacity. The purposes of the Honorary Board are to advise the Board of Directors on the needs and desires of the community, to support the Corporation's mission publicly, to strive to create awareness and support of the Corporation's mission, and any other purposes that the Board of Directors and the Honorary Board may deem appropriate from time to time. Honorary Board members may be elected by a quorum vote of the Directors at a constituted meeting. Honorary Board members may be removed by a simple majority vote of the total membership of the Board of Directors whenever in its best judgment the best interests of the organization would be served thereby. Requirements regarding attendance at meetings, appointment to committees, fundraising and removal for absences shall not apply to Honorary Board members.

Section 3.02. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, during the regularly scheduled meeting in January. The Board of Directors shall, either within or without the State of Texas, hold regular meetings in each year with at least five days' written notice to the Board Members. Unless changed by resolution, regular meetings will occur at 11:30 a.m. on the fourth Wednesday of each month, at the office of SAY Sí. The written notice shall contain a statement or description of the agenda. Board members and the Executive Director may request that matters be placed on the agenda by giving timely written notice to the President and to the Executive Director. The Executive Director is responsible for timely issuance of written notice of meetings and agendas.

Section 3.03. Special Meetings. Special meetings may be called by the President on written notice or shall be called at the written request of at least one-third (1/3) of the Board of Directors. Written notice of special meetings shall be given to each Director at least three (3) business days before such date of the meeting. This notice shall state the business or the transaction for which the special meeting has been called and no business other than that stated in that notice shall be transacted at such special meeting.

Section 3.04. Notice - Method for Giving. Written notice may be given by regular mail, text message, or e-mail to the addresses or telephone numbers given by the members to the Executive Director. If written notice is not required, or if written notice is waived, notice may be given by the President or Executive Director by telephone to the telephone numbers given by the members to the Executive Director. Members of the Board are responsible for keeping the Board and Executive Director informed about addresses, email addresses and telephone numbers.

Section 3.05. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 3.06. Limitation on Term. A Director who has been duly elected may by reelection serve three, three-year terms consecutive or otherwise.

Section 3.07. Removal from Office. Unexcused absence from three (3) consecutive regular meetings is grounds for removal from office of Director, by majority vote of the other Directors upon ten days' notice that the Director's removal will be a purpose of the meeting. Any Director may be removed from office by a majority vote of the other Directors with or without cause upon ten days' notice that the Director's removal will be a purpose of the meeting.

Section 3.08. Vacancy. Any vacancy on the Board of Directors which does not occur as a result of the end of a term of office shall be filled by election by the Board for the remainder of the vacated term.

Section 3.09. Powers and Duties of the Board of Directors. The Board of Directors shall be empowered to manage and operate this Corporation, in full, including the power to:

A. Control and manage the property, affairs and funds of the Corporation and to purchase or otherwise acquire title to real estate for or on behalf of the Corporation and to mortgage, lease, sell or otherwise dispose of the same within such limits as are defined in the Articles of Incorporation and these Bylaws.

B. Control and manage all endowment and trust funds of the Corporation, depositing funds with a responsible and insured bank or trust company or comparable agency for investment, requiring monthly reports of such investments, seeing that income, after deductions of legitimate expenses, is paid into proper accounts of the Corporation and that both principal and interest are used in accordance with the terms of the endowment, grant or trust.

C. Perform all other necessary acts and functions not inconsistent with these Bylaws, the corporate Articles of Incorporation, and the Texas Nonprofit Corporation Act.

Section 3.10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if there consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

Section 3.11. Salary. Directors shall not receive any salary or other compensation for their services as Directors, but the Corporation will reimburse Directors for reasonable

expenses incurred for the benefit of the Corporation, if the Board so approves and if appropriate written evidence is presented to support a request for reimbursement.

Section 3.12. Rules of Order and Voting. The rules contained in "Robert's Rules of Order Revised" shall govern this organization in all situations to which they are applicable, and in which they are not inconsistent with these Bylaws.

The Executive Director shall make available a current issue of the Rules at all meetings of the Board of Directors. Unless otherwise expressly provided by these Bylaws or the Rules of Order, action taken by the Board must be by the affirmative vote of a majority of a quorum of the Board at a meeting, or in accordance with Section 3.10 by a majority of the Board by written vote or consent.

Section 3.13 Telephonic Meetings. A meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak to and hear each other at the same time. Participation pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting that the meeting was not properly called.

ARTICLE 4 - OFFICERS

Section 4.01. Officers. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, an Advisory Chair, a Treasurer, Michael J. Schroeder, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect 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. No person shall be permitted to simultaneously hold the offices of President and Secretary. Officers shall not receive salary or other compensation for service to the Corporation.

Section 4.02. Qualification, Election and Term of Office. All Officers of the Corporation shall be members of the Board of Directors. The Officers of the Corporation shall be elected annually by the Board of Directors at the final actual meeting of the Board of Directors. If the Officers are not elected at the December meeting, they shall be elected at the annual meeting of the Board of Directors in January. All elected Officers shall be elected for a term of one (1) year. Each Officer shall hold office starting at the time the Officer is installed at the January meeting and ending at the beginning of the following January meeting one year later, or until such officer's successor shall have been duly elected. Any Officer shall be eligible to hold the same office for consecutive terms.

Section 4.03. Removal. Any Officer may be removed by a majority vote of the Board of Directors whenever in the Board's judgment the best interest of the Corporation would be served.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. A new Officer shall be elected for the remaining term.

Section 4.05. President. The President shall execute all legal instruments, documents, or papers approved by the Board of Directors, implement the policies of the Board of Directors and preside at the meetings of the Board of Directors.

The President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall act as President in the absence of the President at an official function of the Board of Directors and, when acting, shall have all the power and authority of the President.

Section 4.07. Secretary. The Secretary shall through the Executive Director give all notices in accordance with the provisions of these Bylaws or as required by law and perform all duties incident to the office of Secretary and such other duties as from may be assigned by the President or by the Board of Directors. The Secretary shall prepare or cause to be prepared minutes of meetings of the Board of Directors, which shall be presented for approval by the Board of Directors at a meeting occurring after the meeting in question.

Section 4.08. Treasurer. The Board of Director may elect to have the Treasurer in custody of and responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation at such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these Bylaws; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. Unless otherwise determined by the Board of Directors, the Treasurer may delegate some or all of these duties to the Executive Director. The Treasurer shall, with the assistance of the Executive Director, present monthly reports, in writing, to the Board about financial transactions and condition of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

Section 4.09. Advisory Chair. The immediate Past President shall serve as the Advisory Chair. If the immediate Past President's second term expired so that he/she could not serve as Advisory Chair, his/her second term shall be extended until a new President is installed and the natural succession of the Advisory Chair would occur. However, this position would be a non-voting position during this extended period.

ARTICLE 5 –COMMITTEES Section 5.01.

Committees. The Board of Directors, by a resolution adopted by a majority vote, may designate or appoint one or more ad hoc committees. A member of the Board must chair the committee and shall keep minutes and attendance of all committee meetings.

Section 5.02. Standing Committees. The following are standing committees of the Corporation:

- A. Executive Committee;
- B. Finance Committee; The Executive committee shall also serve as the Finance Committee
- C. Governance Committee;
- D. Development Committee; and
- E. Communications Committee.

Section 5.03. Committee Descriptions

A. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, Advisory Chair, Michael J. Schroeder, and Executive Director. The Executive Committee shall preview and set the Board agenda for all regular and special meetings, review progress of all committees, serve as the primary consultant to the Executive Director, and provide an annual performance evaluation of the Executive Director and compensation recommendation to the Board.

B. Finance Committee. The Finance Committee shall be composed of at least two (2) Directors. The Committee shall review financial needs of the agency with respect to its present and future programs. It shall also recommend, approve, and present the budget to the Board for approval; review the current fiscal year's operations; submit any relevant reports to the Board; and maintain the Corporation's financial policies. On an annual basis, the Finance Committee shall engage a certified public accountant to audit the financial records and transactions of the Corporation and submit an independent audit report to the Board of Directors. The Finance Committee shall also review, monitor, and direct all investments and maintain the Corporation's Investment Policy.

C. Governance Committee. The Governance Committee shall be composed of at least two (2) Directors including the Vice President. The Committee shall be responsible for Board development and maintenance of the Corporation's organizational documents. The Governance Committee shall present a slate of nominees for election to the Board of Directors at the final actual meeting and individual nominees for election throughout the year consistent with Section 3.01. It shall further be the duty of the Governance Committee to prepare a slate of Directors to be elected as officers. Nominations for officers will be considered at the Board's November meeting. The Governance Committee shall then present a slate of officers for election at the Board's final annual meeting. The Governance Committee shall also maintain the organizational documents and any governance policies of the Corporation and review such documents annually to

determine if changes are necessary. The Committee shall make recommendations to the Board if any changes are necessary.

D. Communications Committee. The Committee shall consist of at least two (2) Directors. This Committee provides oversight for fund development and resource management. The Committee shall formulate plans and programs directed toward ensuring continued financial support of the Corporation, including grants and special gifts from individuals, groups, foundations, and governmental bodies. It shall also be the duty of this Committee to seek out and develop marketing and public relations opportunities to help increase awareness of, and support for, the Corporation.

E. Communication Committee. The Special Events Committee shall consist of at least two (2) Directors. Communication Committee. Support overall comprehensive marketing and communications strategy. Partner with staff to oversee a consistent and active communication strategy to all stakeholders for the purposes of program messaging, fundraising, awareness and branding.

Section 5.04. Term of Office. All committee members including the Executive Committee will be nominated by the full board or appointed by the President and will be reappointed each year by approval of the Board or the President. Any committee member may be removed from the committee by the President whenever the best interests of the organization shall be served by such removal.

Section 5.05. Structure. The Board of Directors or President shall appoint one or two members of each committee as committee chair, or co-chairs. The committee chair, or co-chairs shall represent said committee and may recommend to the Board or President the appointment of committee members who are not members of the Board of Directors whenever in the judgment of the committee chair such appointment is in the best interest of the Corporation.

Section 5.06. Vacancies. Appointments may fill vacancies in the membership of any committee in the same manner as provided in the case of the original appointments.

Section 5.07. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.08. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE 6 - EXECUTIVE DIRECTOR

Section 6.01. Executive Director. The Board of Directors may employ an Executive Director, at such compensation as the Directors shall determine, to manage the day-to-day operations of the Corporation and to perform such other duties as the Board of Directors shall designate. The Executive Director shall be assessed annually for

satisfaction of performance and shall be accountable to and serve at the pleasure of the Board of Directors. The Executive Director shall keep the Board informed and shall make monthly written reports to the Board about the operations and condition of the Corporation.

ARTICLE 7 - CONFLICT OF INTEREST

Section 7.01. Conflict of Interest. Any potential conflict of interest on the part of any Director or Officer, or on the part of the Executive Director or any other staff member shall be disclosed to the Board of Directors and made a matter of record. Failure to make such disclosure shall (if found by the Board of Directors to be material) constitute grounds for removal or termination. Any Director having a conflict of interest on any matter shall not vote or use personal influence on the matter, and any Officer having a conflict of interest shall not use personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum status. The foregoing requirements shall not be construed as preventing the person having a conflict or potential conflict from briefly stating a position on the matter or from answering pertinent questions of members of the Board of Directors since the knowledge may be of great assistance. Directors, Officers and staff shall be advised of the policy on entering upon the duties of their office or employment.

ARTICLE 8 - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 8.01. Contracts. The Board of Directors may authorize its Executive Director or any Officer or Officers 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.

Section 8.02. 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 the Executive Director or Officer or Officers of the Corporation and in such manner as may be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 8.03. 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 insured depositories as the Board of Directors may select.

Section 8.04. Gifts. The Board of Directors 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. SAY Sí/Amended and Restated ByLaws.doc 10

ARTICLE 9 - BOOKS AND RECORDS

Section 9.01. 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. At a reasonable time and place and upon reasonable notice to the President and Executive Director, persons lawfully entitled may inspect all books and records of the Corporation for any proper purpose. The general public may at reasonable times and places inspect Forms 990.

ARTICLE 10 – INDEMNIFICATION

Section 10.01. Liability to the Corporation. A Director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability for (i) a breach of the Director's duty of loyalty to the Corporation, (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. If either the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act or any other applicable Texas statute hereafter is amended to authorize the further elimination or limitation to the liability of directors, then the liability of a Director of the Corporation, in addition to the limitation on the liability provided herein, shall be limited to the fullest extent permitted by such amended act. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or modification.

Section 10.02. Indemnification. The Board of Directors may authorize the Corporation to indemnify present or former Directors, Officers, or employees of this Corporation and to purchase indemnity insurance as provided by Article 2.22A of the Texas Non-Profit Corporation Act.

ARTICLE 11 - FISCAL YEAR

Section 11.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 12 - WAIVER OF NOTICE

Section 12.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation 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 the giving of such notice.

ARTICLE 13 – AMENDMENTS

Section 13.01. Amendments. These Bylaws may be amended by affirmative vote of two-thirds (2/3) majority of the board of Director provided a full statement of such proposed amendment shall have been published in the notice of the Board's Meeting. These Bylaws shall be reviewed annually and revised as necessary.

ARTICLE 14 - POLICY OF NONDISCRIMINATION

Section 14.01. Policy. The Board and its agents and assigns will not discriminate in any way on the basis of race, color, ethnicity, national origin, sex, age, handicap, religion, or political belief in conducting the business and affairs of the Corporation or with regard to the Board of Directors and its committees.

APPROVAL

Pursuant to Section 13.01, all members of the Board of Directors received timely written notice and a full written statement of the proposed Amended and Restated Bylaws.

The Amended and Restated Bylaws of SAY Sí shall be effective October 18, 2018 , as approved by the SAY SI Board of Directors.