

**BY-LAWS**  
**San Antonio Catholic Worker Community Housing Trust of 1992**

These By-Laws (referred to as the “By-Laws”), govern the affairs of San Antonio Catholic Worker Community Housing Trust of 1992 (referred to as the “Trust”).

**ARTICLE I**  
**OFFICES**

- 1.01 **Principal Office**. The principal office of San Antonio Catholic Worker Community Housing Trust of 1992, shall be located at 622 Nolan Street, San Antonio, Texas 78202. The Trust may have such other offices, either in Texas or elsewhere, as the Board of Trustees may determine. The Board of Trustees may change the location of any office of the Trust.

**ARTICLE II**  
**MEMBERS**

The Trust shall have no members.

**ARTICLE III**  
**BOARD OF DIRECTORS**

- 3.01 **Management of the Trust**. The affairs of the Trust shall be managed by the Board of Trustees.
- 3.02 **Number, Qualification, Tenure of Trustees**. The number of Trustees shall be no fewer than five (5) and no more than nine (9). The Trustees shall serve for a term of three (3) years and may be re-elected for a second consecutive term. In order to provide continuity, initial trustees will volunteer for either a two or a three-year term of office.
- 3.03 **Nomination of Trustees**. A Trustee may nominate a person to fill a Vacancy on the Board of Trustees at any regular meeting with a second from any other Trustee. In addition, a nominating committee shall recommend name(s) for each election of Trustees.
- 3.04 **Election**. Any person who meets the qualification requirements to be a director and who has been duly nominated may be elected a Director. Directors shall be elected by a majority of the Directors then in office at a regular meeting of the Board. The Board of Directors of the San Antonio Catholic Worker Community Housing Trust of 1992, in their selection of board members, do not discriminate on the basis of race, color, religion, national origin, sex, age, veteran’s status or disability.
- 3.05 **Vacancy**. Any vacancy occurring on the Board of Directors, or any Director position to be filled due to an increase in the number of Directors, shall be filled by the Board of Directors. In the event that a Director has been absent from three (3) consecutive regular meetings, the remaining Directors may, at their discretion, determine and declare that a vacancy exists. Upon this declaration such Director shall be deemed resigned and shall be so informed in writing by the President of the Board. A vacancy is filled by the affirmative vote of the majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director.

A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

- 3.06 **Compensation**. Directors shall not receive salaries for their services. Directors shall not receive any form of compensation, including payment for any expenses associated with attendance at Board

meetings. A Director shall serve the Corporation in a volunteer capacity.

#### **ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS**

- 4.01 **Annual Meeting.** The annual meeting of the Board of Directors shall be held. The annual meeting of the Board of Directors may be held without notice other than these By-Laws.
- 4.02 **Regular Meeting.** The Board of Directors may provide for regular meetings by resolution stating time and place of such meetings.
- 4.03 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Special meetings shall be called by written notice not less than seven (7) days prior to the date of the meeting when their action is required in regard to the reserved powers named in Article VI of these By-Laws. The notice shall state the place, date, and time, who called the meeting, and the purpose or purposes for which the meeting is called.
- 4.04 **Action by Directors.** Any action required or permitted to be taken by the Directors may be taken without a formal meeting. Meetings may be conducted by mail, telephone, fax, e-mail or any other way the Directors may decide.
- 4.05 **Quorum.** Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any action of two-thirds (2/3) of the members, at a duly called meeting at which a quorum is present shall be the act of the Board of Directors.

#### **ARTICLE V OFFICERS**

- 5.01 **Officers.** The officers of the Board of Directors shall be President, Vice-President, Secretary and Treasurer.
- 5.02 **Election, Removal and Term of Office.** At the annual meeting of the Board of Directors, the officers shall be elected for one year terms. An officer may be elected to succeed himself / herself in the same office. Officers elected by the Board of Directors may be removed by the Board of Directors with good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.
- 5.03 **Vacancy.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.
- 5.04 **President.** The President shall be the Chief Executive Officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have a right to vote on all questions, shall be ex-officio member of all committees, and shall have such other powers and duties as the Board may from time to time prescribe and all duties incident to the office of President. The President may execute any deeds, bonds, mortgages, contracts; or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the By-laws, or statute.
- 5.05 **Vice-President.** The Vice-President shall perform all the duties of the President in the absence of or

incapacity of the President. The Vice-President shall perform other duties as assigned by the President or the Board of Directors.

- 5.06 **Secretary.** The Secretary shall give all notices as provided in the By-Laws or as required by law, shall take minutes of meetings of members and of the Board of Directors and keep the minutes as part of the corporate records; shall maintain custody of the corporate records and of the seal of the Corporation; shall keep a register of the mailing address of each director, officer and employee of the Corporation; shall perform duties as assigned by the President and all duties incident to the office of the Secretary.
- 5.07 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source; shall deposit all monies in the name of the corporation in banks, trust companies, or other depositories as provided in the By-Laws or as directed by the Board of Directors or the President; shall maintain the financial books and records of the Corporation; shall prepare, or have prepared, the annual financial reports of the Corporation; and shall perform other duties as assigned by the President or the Board of Directors and all other duties incident to the office of Treasurer.

Funds may not be drawn from the Corporation or its accounts with the signature of the President or the Vice-President or the Treasurer.

The Treasurer, with the approval of the Board of Directors, may retain the services of such other assistant treasurers as may be needed to discharge the duties of the Treasurer.

## **ARTICLE VI POWERS AND DUTIES OF DIRECTORS**

- 6.01 **Powers.** The Board of Directors shall have all the express powers provided in the Texas Non-Profit Corporation Act and in the Articles of Incorporation of San Antonio Catholic Worker Community Housing Trust of 1992 and all of the implied powers necessary to carry out their responsibilities as Directors as described in the Articles of Incorporation of San Antonio Catholic Worker Community Housing Trust of 1992

The powers of the Board of Directors include, but are not limited to:

- a. Approval of the amendment, modification, or any other change in the Articles of Incorporation or the By-Laws of the Corporation.
- b. Approval of any change in the philosophy or mission of San Antonio Catholic Worker Community Housing Trust of 1992.
- c. Approval of the dissolution, consolidation, or merger of the Corporation and the distribution of its assets on dissolution, (subject to Texas Tax Code Section [11.21], the Internal Revenue Code Section 501 (c)(3), and Article XIV of these Articles.
- d. Approval of the sale, exchange, conveyance, encumbrance, leasing, demolition, transfer, or any other alienation of any real property, or any interest therein.
- e. Approval of the sale, exchange, conveyance, encumbrance of or transfer of all or substantially all of the assets of the corporation.
- f. Appointment or removal of the Executive Director San Antonio Catholic Worker Community Housing Trust of 1992.
- g. Approval of any corporate indebtedness.
- h. Acceptance of conditional donations.
- i. Receive and act on recommendations of the San Antonio Catholic Worker Community

Housing Trust of 1992 advisory committee.

- j. Formulation of general policies as shall be deemed necessary for the development, administration and operation of San Antonio Catholic Worker Community Housing Trust of 1992.

6.02 **Duties.** Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, they shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial or legal statements provided by an accountant or an attorney retained by the Corporation.

## ARTICLE VII TRANSACTIONS OF THE CORPORATION

- 7.01 **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This Authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts or instruments.
- 7.02 **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.
- 7.03 **Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contributions, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the By-Laws, the Articles of Incorporation, State law, and any requirements for maintaining the Corporation's Federal and State tax status.
- 7.04 **Potential Conflicts of Interest.** The corporation shall not make any loan to a Director or officer of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.
- 7.05 **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Corporation shall:
- a. Do any act in violation of the By-Laws or a binding obligation of the Corporation
  - b. Do any act with the intention of harming the Corporation or any of its operations.
  - c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
  - d. Receive an improper personal benefit from the operation of the Corporation.
  - e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
  - f. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
  - g. Use the name of the Corporation except on behalf of this Corporation in the ordinary course of the Corporation's business.
  - h. Disclose any of the Corporation business practices, or other information not generally known to the business community, to any person not authorized to receive it.

## **ARTICLE VIII COMMITTEES**

- 8.01 **Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees. The Board may delegate specific authority to a committee, and appoint or remove members. A committee shall include two or more Directors and may include persons who are not Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the By-Laws or other wise imposed by law. No committee shall have the authority to usurp the powers reserved to the Board of Directors.
- 8.02 **Rules.** Each committee may adopt rules for its own operation not inconsistent with the By-Laws or with the rules adopted by the Board of Directors.

## **ARTICLE IX ADMINISTRATIVE OFFICERS**

- 9.01 **Executive Director.** The Executive Director of San Antonio Catholic Worker Community Housing Trust of 1992 shall be appointed by the Board of Directors.
- 9.02 **Duties of the Executive Director.** The Executive Director shall act as the official advisor in all that pertains to the administration of the San Antonio Catholic Worker Community Housing Trust of 1992. The Executive Director shall assign staff associates and volunteers to perform related duties. Each associate and volunteer is responsible to the Executive Director for the performance of his /her duties.

The Executive Director shall, as leader and administrative head of San Antonio Catholic Worker Community Housing Trust of 1992, be responsible for all the programs of the Center, and shall bring such matters to the attention of the Board of Directors as are appropriate to keep the Board fully informed to meet its responsibilities.

The Executive Director shall have the authority to hire and terminate all employees subject to the contractual rights of and justice towards the employee.

The Executive Director shall have the authority to enter into contracts on behalf of the Corporation, with the approval of the Board of Directors, in the ordinary course of transacting the business of the Center.

The Board of Directors shall provide the Executive Director with a detailed job description, outlining his/her duties and responsibilities and shall evaluate his/her performance annually.

- 9.03 **Ex-officio Member of Board of Directors.** The Executive Director is an ex-officio member of the Board of Directors without power to vote. The Executive Director shall be ex-officio a member of all committees of the Board without power to vote.

## **ARTICLE X FISCAL POLICIES**

- 10.01 **Fiscal Year.** The fiscal year of the Corporation shall be October 1 through September 30.
- 10.02 **Books and Accounts.** The books and accounts of San Antonio Catholic Worker Community Housing Trust of 1992 shall be in accordance with sound accounting practices and shall be audited



at the close of each fiscal year by a CPA.

## **ARTICLE XI INDEMNIFICATION**

11.01 **When Indemnification is Required, Permitted and Prohibited**. The Corporation may indemnify a Director, officer, committee member or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his/her action or omissions within the scope of his/her official capacity in the Corporation. The Corporation shall indemnify a person only if he/she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests.

The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable, by a court of competent jurisdiction after appeals have been exhausted, to another on the basis of improperly receiving a personal benefit.

The Corporation may pay or reimburse expenses incurred by a Director, officer, committee member or agent of the Corporation in connection with person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not named a defendant or respondent in the proceedings.

In addition to the situation otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 11.1a. above.

Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the By-Laws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is named defendant or respondent in a proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

If the Corporation may indemnify a person under the By-Laws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

## **ARTICLE XII NOTICE**

12.01 **Notice by Mail**. Any notice required or permitted by the By-Laws to be given to a Director or Officer of the Corporation may be given by mail, fax or e-mail.

12.02 **Signed Waiver of Notice**. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or By -Laws, a waiver in writing signed by a person entitled to receive a notice, shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.03 **Waiver of Notice by Attendance**. The attendance of a person at a meeting shall constitute waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE XIII  
AMENDMENTS**

13.01 **Amendments to the Articles of Incorporation.** The Articles of Incorporation may be altered, amended, restated or repealed by a vote of four-fifths (4/5) of the members of the Board of Directors provided that the proposed amendment is submitted in writing to each Director at least seven (7) days prior to the meeting at which the proposed amendment is presented for consideration.

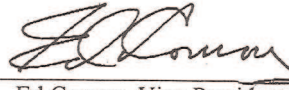
13.02 **Amendments to the By-Laws.** These By-Laws may be altered, amended, restated or repealed by a vote of four-fifths (4/5) of the members of the Board of Directors provided that the proposed amendment is submitted in writing to each Director at least seven (7) days prior to the meeting at which the proposed amendment is presented for consideration.

**ARTICLE XV  
ADOPTION OF THE BY-LAWS**

These By-Laws are adopted by the Board of Directors of San Antonio Catholic Worker Community Housing Trust of 1992 on this the 30th day of September, 2004

  
Erin Graf, President

SIGNED: \_\_\_\_\_  
President of the Board of Directors

  
Ed Conroy, Vice-President


SIGNED: \_\_\_\_\_  
Vice-President of the Board of Directors

  
Gary Christensen, Treasurer

SIGNED: \_\_\_\_\_  
Member of the Board of Directors

  
Sister Veronica Cahill, Secretary

SIGNED: \_\_\_\_\_  
Member of the Board of Directors

  
Mark Wittig, Trustee

SIGNED: \_\_\_\_\_  
Member of the Board of Directors