

**Sojourn Landing Bylaws  
a Texas Nonprofit Corporation**

**Article One**

These Bylaws constitute the code of rules adopted by Sojourn Landing (the Corporation) for the regulation and management of its affairs.

**Article Two**

**Name, Purpose and Powers**

2.1 Name and Affiliation: The name of this Corporation is Sojourn Landing, hereafter known as the "Corporation".

2.2 Purposes: The purposes for which the Corporation is organized are exclusively charitable, religious, and educational within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

The specific purpose for which this Corporation is organized is to give those in the commercial sex industry and victims of human trafficking access to a safe and welcoming environment where they can get resources addressing their mental, social, emotional, spiritual and physical needs. In doing so, we purpose to end the lack of available help to this community of deserving individuals.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation itself shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other purposes not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation may be dissolved only with authorization of its Board of Directors given at a Special Meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. Upon the dissolution of the Corporation, assets shall be distributed for exempt purposes within the

meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.”

- 2.3 Powers: The Corporation is a nonprofit Corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the code.

### **Article Three Board of Directors**

- 3.1 General Powers: The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.
- 3.2 Number and Qualification: The Board of Directors will consist of no less than four Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time as permitted by the Texas Business Organizations Code (the "TBOC"), but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than four Directors.
- 3.3 Election of Directors: Directors shall be elected at the first yearly meeting of the Board of Directors, or as soon thereafter as practicable, by the majority of the Directors then in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a Special Meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.
- 3.4 Term of Office: A Director shall serve from the date of his or her election for a (2) two year term, or if less than (2) two years until his or her successor is elected and qualified. A Director may serve for more than (1) one term, consecutive or otherwise, if reelected. Not more than half of the Directors shall end their term in the same year. The term of office of any individual Director shall terminate upon

the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.

- 3.5 Resignation: Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- 3.6 Removal: Any Director may be removed with or without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- 3.7 Vacancies: Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.
- 3.8 Directors' Compensation and Reimbursement of Expenses: Members of the Board of Directors and Advisory Committees thereof, as specified below, shall receive no compensation for their services, but, by resolution of the Board of Directors, any Board of Director or Advisory member may be reimbursed for reasonable expenses paid or incurred while acting on behalf of the Corporation. Nothing herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.
- 3.9 Insurance: The Corporation will provide insurance for the defense and indemnity of the Directors and Officers of the Corporation against any claims or causes of action brought against them in their capacity as Officers or Directors of the Corporation. The Directors and Officers shall determine the amount and terms of the policy.
- 3.10 Indemnity of Directors and Officers: The Corporation shall defend and indemnify any Director or Officer of the Corporation against claims and causes of action brought against them in their capacity as Directors or Officers of the Corporation, unless the action of a Director is deemed (by the Board of Directors or a court) to be intentionally not in the best interest of the Corporation. Such defense and indemnity shall be limited to that provided by the insurance policy procured by the Board for such purpose. Under no circumstances shall any Director or Officer have any individual liability to defend or indemnify the Corporation or any other Director or Officer.

## **Article Four Board Meetings**

- 4.1 Place of Meetings: Regular and Special Meetings of the Board of Directors will be held at any place either within or outside the State of Texas.
- 4.2 Regular Meetings and Special Meetings: Regular Meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by the President and communicated to all Directors; provided, however, that the Board of Directors shall meet no less than four (4) times in each calendar year. Any two Directors may call Special Meetings.
- 4.3 Notice of Board Meetings: Notice of the date, time, and place of Regular Meetings shall be given to each Board member no less than 30-days prior to the meeting. Notice of the date, time, and place of Special Meetings shall be given to each board member using the same methods, but with no less than a 10 day notice prior to the meeting, with the exception of Special Meetings held to amend the Certificate of Formation or Bylaws, for which a 30-days written notice shall be required specifying the proposed amendment.
- 4.4 Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
- 4.5 Quorum and Rules of Procedure: A majority of the incumbent Directors (not counting vacancies or those abstaining from voting) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these Bylaws.
- 4.6 Actions without a Meeting: Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these Bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing (including email), setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
- 4.7 Proxy Voting: A Director may vote in person or by proxy executed in writing or email by the Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

## **Article Five Committees**

- 5.1 Board Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be constituted and members thereof appointed by a resolution adopted by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, or by the President pursuant to authorization given by the Board of Directors at which the quorum is present, or by the President pursuant to authorization given by the Board of Directors, subject to the provision of Subchapter E of Chapter 22 of the TBOC. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these Bylaws. Unless otherwise specified in the resolution establishing a committee, a committee's existence shall continue until terminated by the Board of Directors.
- 5.2 Committee Meetings: Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the provisions of Article Four of these Bylaws.

## **Article Six Officers, Employees and Agents Powers and Duties and Purposes**

- 6.1 Roster of Officers: The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary. One person holding two or more offices shall be allowed only after an officer has either resigned or been terminated, and the President and Board have both made diligent attempt to recruit a qualified replacement, and such qualified candidate has not yet been secured.
- 6.2 President: The President shall have general supervision of the activities and affairs of the Corporation. The President shall preside when present at meetings of the Board of Directors. The President shall, with the advice of the Executive Director and Board of Directors and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board of Directors. The President, with the approval of the Board of Directors, shall have general authority to remove or suspend any employee or agent; and in general to exercise all the powers usually pertaining to the office of president of a Corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.
- 6.3 Vice-President: The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice President shall serve on the executive committee and is expected to work closely with the President, ensuring that the President and the rest of the

Directors operate with the best interests of the Corporation. The Vice President will help the President ensure that all Directors and staff are carrying out their responsibilities.

- 6.4 Secretary: The Secretary shall see that notice is given of all Regular or Special Meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes in the designated electronic document storage as determined by the Board of Directors. The Secretary shall have the authority to certify any records, or copies of records, as the official records of the Corporation. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually pertaining to the office of secretary of a Corporation.
- 6.5 Treasurer: The Treasurer shall be the Chief Accounting and Financial Officer of the Corporation and will oversee and supervise the financial business of the Corporation; will render reports and accountings to the Directors as required by the Board of Directors; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer shall have the power to endorse for deposit or collection or otherwise, all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation in the designated electronic document storage as determined by the Board of Directors. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- 6.6 Term of Office: An Officer shall serve from the date of his or her election for a (2) two year term, or if less than (2) two years until his or her successor is elected and qualified. An Officer may serve for more than (1) one term, consecutive or otherwise, if elected. The term of office of any individual office shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.
- 6.7 Election and Removal of Officers: The Officers shall be elected by the Board of Directors. The election of Officers shall be by majority vote of the Board of Directors. An Officer may resign at any time by giving written notice of his or her resignation to the President, or the Secretary.

- 6.8 Vacancies: If a vacancy occurs during the term of office for any elected Officer, the Board of Directors shall elect a new Officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.
- 6.9 Powers and Duties: Except as otherwise provided by the Board of Directors, the Officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors that are not inconsistent with law, the Certificate of Formation, or these Bylaws.
- 6.10 Compensation: Officers of the Corporation and Board shall receive no compensation for their services in such capacity, but may receive reimbursement for expenses incurred on behalf of the Corporation.
- 6.11 Insurance: The Corporation will provide insurance for the defense and indemnity of the Directors and Officers of the Corporation against any claims or causes of action brought against them in their capacity as Officers or Directors of the Corporation. The Directors and Officers shall determine the amount and terms of the policy.
- 6.12 Indemnity of Directors and Officers: The Corporation shall defend and indemnify any Director or Officer of the Corporation against claims and causes of action brought against them in their capacity as Directors or Officers of the Corporation, unless the action of a Director is deemed (by the Board of Directors or a court) to be intentionally not in the best interest of the Corporation. Such defense and indemnity shall be limited to that provided by the insurance policy procured by the Board for such purpose. Under no circumstances shall any Director or Officer have any individual liability to defend or indemnify the Corporation or any other Director or Officer.
- 6.13 Executive Director: The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director may be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the day to day business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors.

**Article Seven:  
Contracts, Checks, Deposits and Funds**

**7.1 Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all formal contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President and must be approved by a resolution of the Board of Directors. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or Agent(s) that are specifically designated by resolution of the Board of Directors.

**7.2 Disbursement of Funds:** Financial Transactions, which are not in the approved annual budget and have a value of \$1,000.00 or more shall require majority approval of the Board of Directors. In all other transactions, the President, Executive Director or Treasurer may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws. Notwithstanding the above, all checks of more than \$2,000.00 disbursing funds (except rent) from any of the Corporation's accounts shall require the signatures of at least two of the following: the President, Vice President or Treasurer.

**7.3 Procurement Policy:** The Corporation shall abide by such procurement policy that it may adopt from time to time.

**7.4 Deposits:** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

**Article Eight:  
Conflict of Interest**

**8.1 Purpose:** The purpose of the conflict of interest policy is to protect Sojourn Landing ("Corporation") interests when it is contemplating entering into transactions or arrangements that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.



## 8.2 Definitions:

- 8.2.1 **Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers, or who has a Financial Interest, as defined below, is an interested person.
- 8.2.2 **Financial Interest** A Financial Interest is deemed to occur when a person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
  2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not automatically deemed to be a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## 8.3 Procedures:

- 8.3.1 **Duty to Disclose** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Financial Interest and be given the opportunity to disclose all relevant facts to the Corporation's directors, and members of committees with governing board delegated powers to consider the proposed transaction or arrangement.
- 8.3.2 **Determining Whether a Conflict of Interest Exists** After disclosure of the Financial Interest and all relevant facts, and after any discussion with the Interested Person, the Interested Person shall leave the presence of the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall have full authority to determine if a conflict of interest exists.
- 8.3.3 **Procedures for Addressing the Conflict of Interest**
1. An Interested Person may present all relevant facts to the governing board or committee, and subsequently the Interested Person shall leave

the meeting for the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **8.3.4 Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services outside their regular capacity as a board of director or officer is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation

for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article Nine:  
Miscellaneous**

- 9.1 Fiscal Year: The fiscal year of the Corporation shall end on December 31.
- 9.2 Seal: The Corporation shall not have a corporate seal.
- 9.3 Invalid Provisions: If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.
- 9.4 Records: The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation. Any Director may inspect all books and records of this Corporation for any purpose at any reasonable time on written demand.
- 9.5 Headings: The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.
- 9.6 Conflicts with Statutes: These Bylaws are intended to fully comply with all applicable federal, state, and local statutes. In the event any provision herein is determined to be in conflict with any such statute, such provision shall be and is hereby declared null and void, and the matters addressed in such provision shall be immediately conformed to the relevant statute.
- 9.7 Amendments: The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The Bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

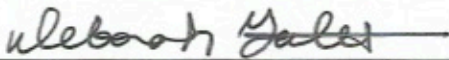
**Article Ten:  
Construction and Terms**

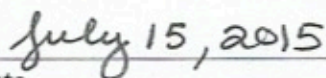
If there is any conflict between the provisions of these Bylaws and the certificate of formation of this Corporation, the provisions of the certificate of formation shall govern.

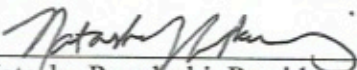
All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

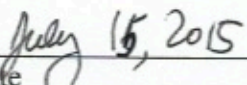
The foregoing Bylaws were adopted by the Board of Directors of Sojourn Landing on June 15, 2015.

Attested to, and certified by:

  
\_\_\_\_\_  
Deborah Gates, Secretary

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Natasha Paradeshi, President

  
\_\_\_\_\_  
Date