

BYLAWS OF
Crisis Response Ministry
A NONPROFIT CORPORATION

ARTICLE ONE
OFFICES

Principal Office

1.01 The principal office of the Corporation in the State of Texas shall be located in the City of **Fort Worth**, County of **Tarrant**. 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.

Registered Office and Registered Agent

1.02 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 Nonprofit 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 TWO
MEMBERS

2.01 The Corporation shall have no voting members.

ARTICLE THREE
BOARD OF DIRECTORS

General Powers

3.01 Its Board of Directors shall manage the business of the Corporation. Directors need not be residents of Texas or elders of the Corporation.

Number, Tenure, and Qualifications

3.02 The number of Directors shall be a number determined by the Board of Directors that is not less than three (3). Each Director shall hold office until the next annual meeting of elders and until his successor shall have been elected and qualified.

Annual Meeting

3.03 An annual meeting of the Directors shall be held on the first Monday of **April** in each year, beginning with the year **2017** at the hour of 10:00 a.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Directors as soon as possible thereafter.

Special Meetings

3.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

3.05 Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

3.06 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 from time-to-time without further notice.

Manner of Acting

3.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

3.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office

Compensation

3.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

3.10 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 a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE FOUR OFFICERS

Officers

4.01 The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, 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. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

4.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

4.05 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the elders and of the Board of Directors. He may sign, with the Secretary or any other proper officers of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

4.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time-to-time may be assigned to him by the President or Board of Directors.

Treasurer

4.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Eight of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

Secretary

4.08 The Secretary shall keep the minutes of the meetings of the elders and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each elder which shall be furnished to the Secretary by each elder; and, in general, perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

4.09 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE FIVE
COMMITTEES
Committees of Directors

5.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him by law.

Other Committees

5.02 Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Term of Office

5.03 Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

5.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

5.05 Vacancies in the membership of any committee may be filled by the appointments made in the same manner as provided in the case of the original appointments.

Quorum

5.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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.

Rules

5.07 Each committee may adopt rules for its government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

6.01 The Board of Directors may authorize any officer or officers, or agent 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 limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Checks and Drafts

6.02 All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time 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 or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Deposits

6.03 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories as the Board of Directors may select.

Loans and Related Parties

6.04 The Corporation shall not make any loan to a director or officer of the Corporation.

Affiliated Transactions

6.05 Any contract or transaction between the Corporation and an affiliated party shall be void as provided by law, or avoidable at the discretion of the Board of Directors, if there is a conflict of interest between the Corporation and such affiliated party. For the purposes of this Section 6, an

affiliated party shall be any director, officer, committee member, or employee of the Corporation; or any other corporation, partnership, association or other organization in which one or more of the directors, officers, employees, members, or agents or have a financial interest in (hereinafter an "Affiliated Party"). However, no contract or transaction between the Corporation and an Affiliated Party shall be void or avoidable solely for the reason that the affiliated party is an Affiliated Party, if:

- a) The material facts concerning the relationship of the Affiliated Party and the financial interests in the contract or transaction are disclosed to the Board of directors or committee, and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the non-Affiliated Party directors or committee members;
- b) The contract or transaction is fair to the Corporation at the time of the approval; however, nothing herein shall prevent retroactive approval of a contract or transaction; and
- c) The Affiliated Party director or committee member is prohibited from voting on the contract or transaction; however, the Affiliated Party director or committee member, if present, may be counted toward a quorum for purposes of voting on the contract or transaction, and the Affiliated Party director or committee member may participate in the discussion of the matter.

ARTICLE SEVEN BOOKS AND RECORDS

7.01 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 the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by a Director or attorney for any proper purpose at any reasonable time.

ARTICLE EIGHT FISCAL YEAR

8.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE NINE SEAL

9.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words **Crisis Response Ministry**.

ARTICLE TEN
WAIVER OF NOTICE

10.01 Whenever any notice is required to be given under the provisions of the Texas Nonprofit 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 ELEVEN
AMENDMENTS TO BYLAWS

11.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE TWELVE
INDEMNIFICATION

Indemnification of Directors, Officers and Employees

12.01 The Corporation by vote of its Board of Directors may, but shall not be required to, indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a determination that indemnification is permissible has been made by the procedure and according to the standards set forth in the bylaws of this Corporation.

Written Demand for Indemnification

12.02 Any officer, director, or employee who seeks to be indemnified from the Corporation may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation.)

Prohibited Acts

12.03 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 bylaws 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 the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
- f) Wrongfully transfer or dispose of property of the Corporation, including intangible property such as good will.
- g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- h) Disclose any of the Corporation's business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

Indemnification Not Exclusive

12.04 The indemnification provided by this Article shall not be deemed to be exclusive to any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of disinterested directors, or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

Liability Insurance

12.05 The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation against any liability asserted against or incurred by that person whether or not the Corporation would have the power to indemnify him or her under the provisions of this Article.

ARTICLE THIRTEEN CORPORATION POLICIES

Nondiscrimination

No person on the grounds of race, disability, gender, sexual orientation or national origin shall be excluded from any activity established by the Corporation in connection with its various programs, nor shall any person be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the Corporation.

Conflicts of Interest, Transactions and Compensation

Each member of the Board of Directors and all Corporation officers and employees shall be required on an annual basis to acknowledge they have received and reviewed the Corporation's conflict of interest, transactions and compensation policies and have made all applicable disclosures required by such policies.

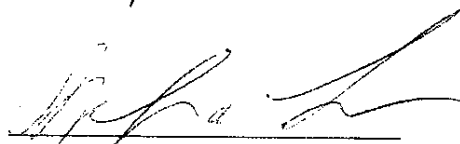
Document retention and Destruction

The Corporation will maintain a document retention and destruction policy as follows to-wit:

1. The Corporation will identify and record the retention requirements that are legally mandated.
2. No document that is involved in any form of investigation or official inquiry, or any bankruptcy proceeding, will be destroyed, altered or falsified in any manner whatsoever.
3. Documents will be categorized into the categories of "general," "financial," "governance," "grants," "human resources," "legal," "marketing," and "operations."
4. IRS reports, corporate minutes, tax returns, workshop sheets, and depreciation schedules shall be retained indefinitely. Other financial reports will be retained for seven years.
5. All other records pertaining to the day-to-day operation and governance will be retained for a minimum of three years, with additional time periods being specified as may be required by legal or accounting advisors.
6. An individual will be designated by the Corporation to make all decisions pertaining to the destruction of documents by the Corporation and/or its staff.

All steps necessary for the Corporation to implement such policies will be put into effect.

The foregoing bylaws of **Crisis Response Ministry**, a Nonprofit Corporation, are hereby adopted by the undersigned, being all of the Directors of said Corporation, on this the 19th day of May, 2016.


Director - **Michael A Loesch**


Director - **Glenn P Cato**


Director - **James N McKee Jr.**

Director -