

VC SECURITY FOUNDATION BYLAWS

1. Name and Principle Office

1.01 Name. The name of this Corporation is VC Security Foundation. These Bylaws constitute the code of rules adopted by VC Security Foundation (hereinafter the "Corporation") for the regulation and management of its affairs.

1.02 Principal Office. The principal office of this Corporation is located at 2120 McDuffie Street, Houston, Texas 77019.

2. Purpose

2.01 Generally. This Corporation is organized to promote public safety and awareness, crime prevention and public participation in crime reporting and thereby lessen the burdens of local government, law enforcement and city services within the meaning of section 501 (c) (3) for the Internal Revenue Code of 1986, as amended or any corresponding provision hereinafter in effect (the "Code"). The Corporation shall be operated exclusively for such purposes, except the Corporation shall be authorized and empowered to pay reasonable contract compensation for the services described in section 2.02 below and to pay reasonable expenses related to the operations of the Corporation in furtherance of such purposes.

2.02 Community. This Corporation will contract with the Harris County Constable's Office and other security patrols designed to increase public safety in the community.

2.03 Nonprofit. This Corporation shall operate exclusively as a nonprofit Corporation pursuant to Title 2, Chapter 22 of the Texas Business Organizations Code and Section 501(c)(3) of the Internal Revenue Code of the United States of America. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members, 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 set forth herein.

3. Board of Directors

3.01 Powers. The Board of Directors of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws.

3.02 Number of Directors. The Board of Directors will consist of a minimum of three (3) directors, including the Chairman of the Board of Directors. The Chairman shall also be a director with the full rights and responsibilities of any director, such as the right to vote on any

issue and the right to propose any motion. Upon resolution of the Board of Directors, the number of directors may be increased or decreased from time to time, 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 three (3) directors. Until the first annual meeting for electing the directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

3.03 Terms of Directors. Board members shall serve terms of two (2) years each. Directors may serve consecutive terms without limit.

3.04 Concurrent Terms. The terms of office for directors may be concurrent in time or shall be staggered as determined by the majority vote of the Directors.

3.05 Eligibility. Any current director or officer may be nominated for Chairman. Any member in good standing for the year prior to the election date may be nominated for director.

3.06 Elections of Directors. Directors are elected by the members of this Corporation. Elections for directors filling expired terms shall be held at the annual membership meeting. 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 members 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). Directors whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

3.07 Resignation. Any director may resign at any time by delivering written notice to the Chairman of the Board of Directors. Such resignation shall take effect upon receipt or at the time specified in the notice.

3.08 Removal. Any director may be removed with or without cause, at any time, by a majority resolution 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 (5) days prior to the meeting at which the vote takes place. Any director under consideration of removal shall be given an opportunity to be heard at the meeting called for that purpose.

3.09 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 filing 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 a vacant directorship.

3.10 Compensation. Directors may not receive reasonable compensation for their services and, by resolution of the Board of Directors, may be reimbursed for actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of any director.

4. Board Meetings

4.01 Place of Board Meetings. Regular and Special Meetings of the Board of Directors will be held at any place that the Chairman may designate within the city limits of Houston, Texas.

4.02 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held annually, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by a majority of directors.

4.03 Notice of Board Meetings. Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or electronic message not less than ten (10) days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each director using the same methods, but with no less than ten (10) days' notice prior to the meeting.

4.04 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.

4.05 Quorum. A majority of the incumbent directors (not counting vacancies) 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 a resolution of the Board unless a greater number is required by the Certificate of Formation or by any provision of these Bylaws.

4.06 Meetings by Remote Communications Technology. A meeting of the members of the Corporation, the Board of Directors of the Corporation, or any committee designated by the Board of Directors of the Corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

- (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

5. Officers

5.01 Roster of Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (the number of which to be determined by the Board of Directors), 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 for the offices President and Vice President. Any director can be elected as an officer.

5.02 Election and Term of Office. 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 is not held at such meeting, such election shall be held as soon 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 or her successor has been duly elected and qualifies.

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

5.04 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of directors for the unexpired portion of the term.

5.05 Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

5.06 Executive Committee. The President, Vice President, and Treasurer, of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the authority to direct the activities of this Corporation as authorized by the Board of Directors. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

6. Membership

6.01 Eligibility. Membership shall be granted to any individual that supports the mission and purpose of this Corporation and who satisfies all application procedures and membership dues as set forth by the Board of Directors (hereinafter a "Subscriber").

6.02 Rights. Each Subscriber of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting. No Subscriber shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the Subscribers for a vote, except that the following decisions will always be submitted to the Subscribers for a vote: (1) elections for Subscribers of the Board of Directors and (2) dissolution of the Corporation. A Subscriber of this Corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the Subscriber's expense, in person or by agent, accountant, or attorney, at any

reasonable time and for a proper purpose, the books and records of the Corporation relevant to that purpose.

6.03 Membership Actions. The Subscribers may act only at a properly called meeting of the Membership where a quorum is present. At such a meeting, a vote of a majority of the Subscribers in attendance shall be an act of the Membership, except that a two-thirds (2/3) majority of the Subscribers in attendance shall be required for dissolution of the Corporation. The attendance of one-fifth (1/5) of members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

6.04 Expulsion. Any Subscriber may lose membership standing with or without cause, at any time, by a majority resolution of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Subscriber under consideration of expulsion must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place. Any Subscriber under consideration of expulsion shall be given an opportunity to be heard at the meeting called for that purpose.

6.05 Record Date. The record date for the purpose of determining the Subscribers of this Corporation entitled to receive notice for a membership meeting is the tenth (10th) day before the date the action requiring the determination of Subscriber is taken. All Subscribers, however, are entitled to vote at any membership meeting.

6.06 Regular Membership Meetings. The membership shall meet at least once a year at a time designated by the Board of Directors. Regular Membership Meetings shall take place at any place that the Chairman may designate within the city limits of Houston, Texas.

6.07 Notice of Regular Membership Meetings. Written notice of the Regular Membership Meeting shall be given not less than ten (10) calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, facsimile, or electronic message and shall state the place, day, and time of the meeting.

6.08 Special Membership Meetings. Special Membership Meetings may be called at any time by the Chairman, by a majority of the Board of Directors, or on written request of one-tenth (1/10) of members entitled to vote.

6.09 Notice of Special Membership Meetings. Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

6.10 Method of Membership Voting. A Subscriber vote on any matter may be conducted by mail, facsimile transmission, electronic message, or any combination of those methods.

6.11 Enrollment of Members. The Board of Directors shall adopt a membership application form. The application form shall require the name and address of each applicant. There shall be a space for the Chairman or President to sign certifying that the President believes the applicant to be eligible for membership. The applicant becomes a Subscriber upon the Chairman or

Directors and the purposes of the Corporation as set out in the Certificate of Formation and these Bylaws.

8.03 Records. The Corporation will keep correct and complete records of account. The Corporation will keep at its principal office the original or a copy of its Bylaws, including amendments to date certified by the Chairman of the Corporation and a membership roster.

8.04 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

8.05 Loans to Management. The Corporation will make no loans to any of its directors or officers.

8.06 Dividends Prohibited. A dividend may not be paid to, and no part of the income of this Corporation may be distributed to members, directors, or officers of this Corporation.

8.07 Limits on Political Activity. No substantial part of the activities of this Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, as amended), nor shall this Corporation participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

8.08 Fiscal Year. The fiscal year for the Corporation will be from May 1st to April 30th.

8.09 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

9. Amendments to Bylaws

9.01 Substantive Amendments. Substantive amendments are those that affect the structure of the organization, powers, duties, requirements or methods of operation. Substantive Amendments require a two-third (2/3) majority resolution of the entire Board. Directors not present may vote by mail, facsimile transmission, electronic message, or any combination of those methods so long as a quorum is present.

9.02 Technical Amendments. Technical amendments are those that affect only spelling, grammar, punctuation, parallel structure, consistent usage, or the numbering or titling of the various parts of the Bylaws or cross-references therein. The Chairman and President have the power to enter technical amendments at their discretion. Other directors and officers must submit

technical amendments to the Board of Directors within ten (10) days of entering the amendment. Any director may invalidate a technical amendment by sending written notice to all other directors within ten (10) days of receiving notice of the technical amendment.

9.03 Proposing Amendments. Any Officer or Board member may propose to the Board of Directors an amendment of the Bylaws. Such proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and provide a full explanation of the reasons for the proposed changes.

Certification

I hereby certify that these Bylaws were adopted by the Board of Directors of VC Security Foundation at its meeting held on January 18, 2016.

A. J. Bridgeman
Chairman of the Board of Directors

Dorothy Gino
Director

Jim M. Jim
Director