

AMENDED AND RESTATED BYLAWS
OF
PAY IT FORWARD – CLEAN & SOBER LIVING, INC.
EIN 27-5110908

These Bylaws govern the affairs of Pay It Forward – Clean & Sober Living, Inc., a Texas nonprofit corporation (the “Corporation”).

ARTICLE I
NAME, OFFICES AND DURATION

1. Name. The name of this corporation is “Pay It Forward – Clean & Sober Living, Inc.” The business of the Corporation may be conducted as “Pay It Forward – Clean & Sober Living,” or “Pay It Forward,” or “PIF.”
2. Location. The principle place of business and administrative office shall be located at 1 Haven for Hope Way, Suite 3.703; San Antonio, Texas 78207. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (the “Board”) may determine. The Board may change the location of an office of the Corporation.
3. Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organization code, as may be amended from time to time (the “TBOC”).
4. Duration. The Corporation shall have perpetual existence.

ARTICLE II
PURPOSE

1. Purpose. The Corporation is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include, but are not limited to:
 - (a) to provide charitable programs that provide long-term residential behavioral health services to individuals with alcohol and substance addiction disorders.
 - (b) to provide charitable programs that provide homelessness prevention assistance to individuals in recovery from alcohol and substance addiction disorders.
 - (c) to engage in collaboration with other nonprofit organizations which fall under the 501(c)3 section of the Internal Revenue Code and are operated exclusively for charitable, religious, educational or scientific purposes and with which The Corporation has a mutual interest in the successful outcomes of participants in each respective organization.

ARTICLE III MEMBERSHIP

1. Membership. The Corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

2. Number. The number of Directors shall be not less than three (3) and not greater than thirteen (13) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).

3. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience. Directors shall have a desire to pay it forward with what they have, know, or have access to. In addition, each prospective Director shall have an interest and understanding of alcohol and drug addiction recovery.

4. Dues. The Board of Directors requires an annual dues commitment. The amount of each director's contribution is to be a defined as meaningful based on his/her individual capacity.

5. Terms. Each Director will serve for a term of two (2) years, however the term may be extended until a successor has been elected. Directors may serve terms in succession. After two (2), Three (3)-year terms, such director must sit off the board for one year before being eligible for service again. The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

6. Nominations. At any meeting at which the election of a Director is held, any Director may nominate a person with the second of any other Director.

7. Elections. A person who meets the qualifications for Director and who has been duly nominated may be elected as a Director. Directors will be elected by the vote of a majority of the Directors present and voting at a meeting in which a quorum is present. Each Director will hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as Director.

8. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Texas, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

9. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

10. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

11. Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

12. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

13. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

14. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

15. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

15. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE V OFFICERS

1. Designation of Officers. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair, and they shall have authority to carry out the duties prescribed in these bylaws. One person may hold more than one office, except no person may hold the office of Chair and Secretary.

2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors and shall serve for one year or until their replacements are elected and qualified. The Immediate past chair will be a one-year term that will be filled each year with the end of the current chairperson position being filled annually at elections. An immediate past chair can serve one year past their sixth consecutive year of board membership specifically to fill the immediate past Chairperson position.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation shall receive no compensation.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office at the next board meeting after any officer position becomes vacant.

6. Duties of Offices.

A. *Chairman*: The Chairman will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The Chairman will perform all duties incident to the office of Chairman and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. *Vice Chairman*: The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform any other duties that may be prescribed by the Board of Directors.

C. *Secretary*: The Secretary will keep or cause to be kept minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. *Treasurer*: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit or cause to be deposited the funds as required by the Board of Directors, keep or cause to be kept and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render or cause to be rendered reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

E. *Immediate Past Chair*: The Immediate Past Chairman will support the officers and directors of the board and will chair the Governance Committee which oversees director recruitment, orientation, and board performance.

ARTICLE VI RESTRICTIONS ON ACTIONS

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS & FUNDS

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to

an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

**ARTICLE IX
STATEMENT OF NONDISCRIMINATION**

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

**ARTICLE X
AMENDMENT OF BYLAWS**

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Pay It Forward – Clean & Sober Living, Inc. were approved by the Corporation’s board of directors on May 20, 2016 and constitute a complete copy of the Bylaws of the Corporation.

Allen Castro

Allen Castro, PhD, Chairman

05.15.2020

Date