

Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of ORGANIZATION. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of ORGANIZATION, these Bylaws will be controlling.

Article I: Name and Purpose

1.1 Name: The name of this organization is Trash for Change.

1.2 Purpose: Trash for Change is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. Specifically, the purpose of Trash for Change is to address city litter, the growing homeless population, and public awareness of these issues by removing litter from parks and rivers, helping young adult homeless, and raising awareness through education and outreach. Our goal is to create a cleaner, safer, and more compassionate community.

1.3 Principal Office: The principal office of the organization is located at 3322 Cato Blvd in San Antonio, Texas.

Article II: Membership

2.1 Eligibility: Any individual who supports the purpose of Trash for Change and is interested in furthering its mission is eligible for membership.

2.2 Rights and Responsibilities: Members shall have the right to vote on certain issues, as determined by the Board of Directors, to provide input on the direction of the organization. Membership is free of charge.

Article III: Board of Directors

3.1 Number and Qualifications: The Board of Directors shall consist of at least three (3) members and no more than eleven (11), with additional members added as needed at the discretion of the existing board. Board members must be committed to the mission and purpose of the organization.

3.2 Terms and Election: The three founding board members shall serve perpetually until they choose to leave or are voted out by the other two founding board members. New board members will serve for three (3) year terms, unless they choose to leave or are voted out by the three founding board members.

3.3 Powers and Duties: The Board of Directors shall have general oversight of the organization, its activities, and its finances. The board shall be responsible for setting policy and strategic direction, ensuring compliance with applicable laws and regulations, and managing the organization's assets.

3.4 Meetings: The board shall meet at least once every three (3) months, or more frequently as needed. Meetings shall be called with at least two (2) weeks' notice to all board members. A quorum shall consist of a majority of the board members, and decisions shall be made by a majority vote of those present at a meeting at which a quorum is present.

3.5 Committees: The Board of Directors may establish committees as needed to manage specific interests, events, or programs. The board shall determine the roles and responsibilities of each committee.

Article IV: Conflict of Interest

4.1 Definition: A conflict of interest arises when a board member, officer, or key employee has a personal or financial interest in a decision or transaction that the organization is considering.

4.2 Disclosure and Recusal: Board members and other key individuals must disclose any potential conflicts of interest as they arise. The individual with the conflict must recuse themselves from discussions and decisions related to the matter.

Article V: Finances

5.1 Financial Management: The Board of Directors shall initially manage the organization's finances. As the organization grows, a treasurer may be appointed to oversee financial matters. The board shall review financial reports at each meeting to ensure proper management of the organization's assets.

Article VI: Amendments and Dissolution

6.1 Amendments: Amendments to the bylaws may be proposed by any board member and shall be voted on at a board meeting at which a quorum is present. Members may request to postpone the vote, removing themselves from the quorum. If no quorum is present, the proposed amendment will be voted on at a later meeting.

6.2 Dissolution: In the event of the dissolution of Trash for Change, the organization shall follow the federal 501(c)(3) regulations for the distribution of remaining assets. Upon dissolution, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the remaining assets of the organization exclusively for the purposes of Trash for Change or distribute them to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.