

**BY-LAWS
OF THE
RANDOLPH AREA CHRISTIAN ASSISTANCE PROGRAM (RACAP)
A NON-PROFIT CORPORATION**

PREAMBLE

These Bylaws are subject to, and governed by the Texas Non-Profit Corporation Act and the Articles of Incorporation of RACAP. 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.

ARTICLE I – PURPOSE

1.1 General: The purpose for which RACAP is organized is to provide crisis assistance to families and individuals in the Randolph Metrocom area. It is a nondenominational, cooperative ministry, without government funding that provide clients assistance with rent, utilities, prescriptions, food and gas vouchers for verifiable medical appointments. It also provides referrals to other agencies for those needing long-term assistance.

Food and money collected by our member churches are RACAP's principal resource. Individuals, organizations, and businesses in the area also support RACAP's work. Monetary donations enable RACAP to augment food supplies and assist clients with: Rental Assistance, Utility Bills, Prescription Medications, Food Pantry Assistance, Gasoline vouchers for emergency medical situations.

Provide information on referrals to: Health Clinics, Child Welfare Agencies, Human Resource Offices, Temporary Lodging, Employment Resources, Other Food Pantries, and Veterans Organizations.

1.2 Powers: RACAP is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act. However, RACAP shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from income taxation as an organization described in Section 501(c)(3) of the Code. RACAP cooperates fully with local, county, and state agencies.

1.3 RACAP Service Area: RACAP's service area is set by the Zip Code of our sponsoring churches. As of January 2024, clients from the following zip codes may contact RACAP for assistance:

78108	78124	78132	78148
78154	78233 (Live Oak Only)	78247	78266

RACAP networks with other local assistance groups to solve problems when the client's needs exceed the resources of any one group. Many times, what one agency cannot do alone, with each agency doing a bit, the need can be met. Agencies RACAP works with include the Greater Randolph Area Service Program (GRASP), Catholic Charities-St. Vincent de Paul organizations in the Metrocom, and local churches.

office is identical with such registered office, as required by the Texas Non-Profit 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.

3.3 Hours of Operation/Holidays: The hours of operation are Monday-Friday from 1-3 p.m. Closed day after Thanksgiving and Christmas Eve till New Years. RACAP will be closed on the following holidays: New Year's Day, Martin Luther King Jr Day, President's Day, Memorial Day, Juneteenth, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day and Christmas Day. RACAP will be closed two additional days each year to prepare the Holiday Meal Baskets. The dates will vary based on the year and will be the business day prior to the meal baskets being distributed for that year.

ARTICLE IV – BOARD OF DIRECTORS

4.1. General Powers and Responsibilities: RACAP shall be governed by a Board of Directors ("the Board"), comprised of one to three appointed members of the congregation of each member church, which shall have all the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of RACAP and shall delegate to the Program Director and RACAP staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. Board members are strictly volunteers.

4.2. Number and Qualifications:

4.2.1. Each sponsoring Church shall have up to three (3) Board Members per sponsor church. The number of Board members may be increased or decreased to less than three members per sponsor church by the affirmative vote of a majority of the then-serving Board of Directors.

4.3. Board Compensation: The Board members shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections 8.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

4.4. Board Elections: The Nominating Committee shall present nominations for new and renewing Board members at the January Board meeting. Recommendations from the Nominating Committee shall be made known to the Board via email before nominations are made and voted on at the January Board meeting. New and renewing Board members shall be approved by a majority of those Board members at the Board meeting at which a quorum is present. In even numbered years the President and Treasurer positions will be open for nominations and in odd numbered years the Vice President and Secretary positions will be open for nominations.

4.5. Term of Board: All appointments to the Executive Board shall be for one 2-year term. No person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than five consecutive years. After serving a total of two terms and one year, as the case may be, a Board member may be eligible for reconsideration as an

4.11. Quorum: At each meeting of the Board or Board Committees, the presence of the lesser (a) five (5) members to include a minimum of two (2) Officers, or (b) one-third of the members then serving on the Board (but in no case less than 3) or committee (but in no case less than 2) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote result in a tie, the vote of the Board President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time-to-time without further notice until a quorum shall be present. However, a Board member shall be considered at any meeting of the Board or Board Committee if during the meeting they are in telephone communication with the other Board members participating in the meeting. An affirmative vote of 2/3 of the Committee Members constitutes a quorum.

4.12. Minutes: At meetings of the Board, business shall be transacted in such order as the Board may determine from time-to-time. In the event the Secretary is unavailable, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which will be emailed to the RACAP Program Director to be placed in the Board Meeting binder at RACAP.

4.13. Action by Written Consent: Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing or via email setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the Board Meeting binder of RACAP and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written or email consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgements shall be effective as original signatures.

4.14. Proxy: A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who attended the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months (90 days) from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law. Proxy documentation will be provided to the Board President.

4.15. Executive Board Member Attendance: An elected Executive Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board President their commitment to RACAP. The Board may deem an Executive Board member who has missed three consecutive meetings without such a re-evaluation with the Board President to have resigned from the Board.

ARTICLE V – OFFICERS

5.1. Officers and Duties: The Board shall elect officers of RACAP which shall include a President, a Vice President, a Treasurer, a Secretary, and such assistants and other officers as

5.5.3. The Treasurer shall prepare and submit to the Board a financial statement showing RACAP's net worth at the close of the fiscal year and have a firm of outside certified public accounts to audit the organization's books and records each fiscal year.

5.5.4. The Treasurer will go to RACAP weekly to pay bills, deposit checks and do payroll transactions, as needed.

5.5.5. The Treasurer will back-up the financial software used on a weekly basis and keep all financial records for the General Fund organized.

5.5.6. The Treasurer will provide monthly reports (and quarterly reports as required) of the General Fund to the Program Director.

5.5.7. The Treasurer will lead the Finance Committee meetings and provide the Program Director the minutes from those meetings.

5.5.8. The Treasurer will document procedures on how to conduct transactions as the Treasurer so those procedures can be used by the next person filling that role.

5.5.9. The Treasurer will submit proper paperwork to have a new appointee added to the various bank accounts.

5.6. Election and Term of Office: All officers shall be members of the Board during their terms of office. Officers shall be elected for a one-2-year term. No officer shall be eligible to serve more than two consecutive terms in the same office. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant. NOTE: In even numbered years the President and Treasurer positions will be open for nominations and in odd numbered years the Vice President and Secretary positions will be open for nominations.

5.7. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever judgement is in 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 person so removed.

5.8. Vacancy: 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.

ARTICLE VI – STAFF

6.1. Program Director: The Personnel Committee will employ or appoint a Program Director who shall have executive responsibility for the day-to-day operations of RACAP.

6.1.1. The Program Director is a full-time position, work week not to exceed 35 hours per week. Benefits include paid holidays to include New Year's Day, Martin Luther King Jr Day, President's Day, Memorial Day, Juneteenth, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day and Christmas Day annually, two weeks (70 hours) paid annual

6.2.1.2. Ordering office supplies.

6.2.1.3. Organizing the day-to-day operations and maintaining signage within the building.

6.2.1.4. Organize and run the Special Programs (Back-to-School Supply and Holiday Meal Basket).

6.2.1.5. Consult with the Director when decisions need to be made that affect the day-to-day operations.

6.2.1.6. Communicate with the Program Director on a daily basis to discuss information that happened during the shift that may carry over to the next shift.

6.2.1.8. Maintain the Facebook (FB) Group and ensure updates are posted in a timely manner.

6.2.1.9. Maintain and update the RACAP Website using the current platform tools.

6.2.1.10. Maintain the Continuity Book of procedures which direct steps to take for each task done by the Director and Assistant Director.

6.2.1.11. Provides written guidance and trains the volunteers on the procedures used to maintain the proficiency and safety of the pantry.

6.2.1.12. Maintain the inventory for the Storage unit.

6.2.1.13. Maintain the building inventory.

6.2.1.14. Manages large food drives to ensure sorting, processing and storage of donated items is completed.

6.2.1.15. Maintain the active food recall binder and spreadsheet.

6.2.1.16. Other tasks as assigned by the Program Director.

6.3. Custodial: The Personnel Committee after consulting with the Program Director will employ or appoint a Custodian who shall work with the Director to execute responsibility to ensure a clean, safe and welcoming environment for both clients and staff.

6.3.1. Part time position, approximately one day per week and on call as needed for additional requirements. Lump sum compensation determined at annual review will be paid bi-monthly.

6.3.2. The custodian will perform a variety of tasks:

6.3.2.1. Regularly clean surfaces wiping down counters, shelves, door knobs, handles and sanitizing areas where food is stored, prepared, or distributed.

6.3.2.2. Maintain floors by sweeping and mopping.

coordinate the annual performance review of the Program Director. The Personnel Committee is responsible for ensure the Program Director's timesheet is signed bi-weekly.

8.5. Nominating Committee: The Vice President is the Chair of this committee. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought.

8.6. Finance Committee: The Treasurer is the Chair of this committee. The Finance Committee shall be composed of three or more Board members, one of who shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

8.7. Term of Office: Each member of a committee shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee.

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

8.9. Quorum: Manner of Acting: The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

8.10. Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE IX – FINANCIAL

9.1. Fiscal Year: The fiscal year of RACAP shall be from January 1st to December 31st.

9.2. Annual Budget: The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount. The budget MUST BE approved prior to the start of the fiscal year on January 1st. (If possible, the finance committee should prepare the operating budget for vote in October so at the annual meeting, we have an operating budget starting in January)

9.3. Books and Records: RACAP shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

9.4. Contracts and Grants: The Board may authorize any officer(s) or agent(s) of RACAP to enter into contracts, leases and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Program Director shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

9.5. Checks, drafts, or Orders for Payment: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of RACAP shall be signed by such officer(s) or agent(s) of RACAP and in such a manner as shall from time-to-time

10.11. Captions: Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

10.12. Severability of Clauses: In any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of the Bylaws shall remain operative and binding.

10.13. Dissolution: Upon the dissolution of the Corporation, dispose of all the Assets of the Corporation exclusively for the purposes of the Corporation in such manner, or 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 1954 for the corresponding provisions of any future United States Internal Revenue Law as the Board of Directors shall determine.

Bylaws were approved and adopted by the Board of Directors at a regular meeting duly called, held and convened on the ~~14~~ day of Oct, 2024.

ATTEST:
President: *Kathleen G. Staley* 15 October 2024
Secretary: *Nancy King* 15 October 2024