

**BY –LAWS
OF
AMIGOS DEL VALLE, INC.**

ARTICLE I

NAME, ORGANIZATION:

This organization, to be known as Amigos Del Valle, Incorporated (Amigos Del Valle, Inc.), is a regional non-profit corporation incorporated under the Texas Non-Profit Corporation Act. Amigos Del Valle, Inc. is a cooperative effort of city and county governments, a voluntary association of the local governmental entities located within Cameron, Hidalgo, Willacy, Zapata, Starr, Duval and Jim Hogg Counties.

ARTICLE II

DEFINITIONS:

As used in These By-Laws:

1. "Alternate" means a community representative appointed by the commission of the member governmental entity to attend meetings of the Board when the Representative is unable to attend.
2. "Banking/Finance Members" means a person with a banking and/or housing and economic development finance background; and who is elected by the Board of Directors.
3. "The Board" means the Full Board of Directors
4. "Commission" means a City Commission or City Council and a County Commissioners Court.
5. "Corporation" means Amigos Del Valle, Inc.
6. "Executive Officers" means the officers of the Corporation consisting of the President, Vice-President, Secretary, Treasurer, and Immediate Past President (or Senior Member).
7. Finance Committee - means committee members consisting of the President, Treasurer, Banking/ Finance and Executive Director

8. "General matters for voting" means the approval of minutes and routine transactions such as approval of reports, approval of committee reports, etc. "local governmental entity" means a city or county located within the political jurisdictions of Cameron, Hidalgo, and Willacy- Counties.
9. "Membership" or "Member" means the local governmental entities having agreed to participate in Amigos Del Valle, Inc.
10. "Region" means the geographic area covered by Cameron, Hidalgo, Willacy, Starr, Duvall, Zapata and Jim Hogg, Counties.
11. "Regional" means the physical area embraced by Cameron, Hidalgo and Willacy Counties for the purpose of program implementation under one administration.
12. "Representative" means a community representative appointed by the commission of the member governmental entity to represent that entity and all of its resident constituency on the Board.
13. "Senior Member" means a member serving 2 years or more.

ARTICLE III

GENERAL PURPOSE AND OBJECTIVES:

A. PURPOSE:

This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to, the general purposes of:

1. Implementing and administering a regional system of coordinated and comprehensive services and programs designed to insure and improve the overall well-being of the elderly population and other client groups;
2. Gaining community-wide support for a regional system of coordinated and comprehensive services and programs;
3. Assisting in undertaking studies, collecting data and developing plans for the region for programs pertaining to nutrition, housing, transportation, information and referral, recreation, preventive services, income, education, training and employment, and other social and supportive services;
4. Providing elderly persons and handicapped persons with housing facilities, housing rehabilitation services, and other services especially designed to meet their physical, social, and psychological needs, and to promote their health, security,

happiness and quality of life, consistent with the provisions of maintenance and operation thereof on a non-profit basis;

5. Assisting, encouraging and coordinating any social services, both in the public and private sectors, to implement those plans and programs which impact the social and economic of the people we service in the region.
6. The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes, and no part of the income or assets of the corporation shall be distributed to or be used to the benefit of any individual or director, stockholder or officer of the corporation, and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and,
7. Notwithstanding any other provision of these By-Laws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

B. OBJECTIVES:

1. To encourage local units of government within Cameron, Hidalgo, Willacy, Zapata, Starr, Duval and Jim Hogg Countiesto join and cooperate, to meet and work with members of major social and economic interests, citizen groups and groups experiencing socio-economic distress, to improve the health and safety of the people we serve of the region.
2. To exercise any powers heretofore, or hereafter, conferred upon it by its member units of government and state and federal authorities.
3. To seek and obtain necessary funding to ensure a system of coordinated and comprehensive direct services to meet the general purposes of the corporation.

4. To provide the membership with information on issues, problems, and opportunities as related to the larger population.
5. To establish a working relationship with local and state media sources.
6. To coordinate service delivery and planning with other entities at the local, state, and federal levels.
7. To assist in undertaking studies, collecting data, and developing plans for the regional programs pertaining to nutrition, housing, transportation, information and referral, recreation, preventive services, income, education, training and employment, and other social and supportive services.
8. To research the issues on housing and maintain a priority for housing development, updating information as necessary.
9. To acquire, on a continuing basis, information relative to housing opportunities from the state, federal, and private sector.
10. To develop housing concepts to incorporate services to meet the total needs of the target population, when feasible.
11. To assist, encourage and coordinate any social activity, both in the public and private sectors to implement those plans and programs which affect the socio-economic well-being of the people we serve of the region.
12. To identify sub-geographic areas within a member governmental entity's geographic area and, in coordination with the member governmental entity, designate the sub-geographic area or the entire community for purposes of neighborhood revitalization and redevelopment.

ARTICLE IV

POWERS OF CORPORATION:

The corporation is empowered:

- A. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to, the accomplishment of the purposes as set forth in Article III hereof;
- B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property;

- C. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of any regulatory agreements, contracts, and any other instruments and undertaking as may be necessary to enable the corporation to secure the benefits of financing from the public and private sectors.
- D. Adopt and amend as necessary the By-laws of Amigos Del Valle, Inc. which will be reviewed and approved by the Board.
- E. Adopt an annual operating budget.
- F. Implement and administer all programs consistent with agreements with sponsor entities.
- G. Prepare and submit any reports to local, state, and federal entities deemed necessary to its function.
- H. Receive and expend gifts, contributions and donations.
- I. Apply for funds and grants from local, state and federal governmental entities, and from the private sector.
- J. Accept contracts, partnership agreements and subcontracts from the public or private sectors to include non-profit agencies.
- K. To assess, receive and expend membership dues consistent with these By-Laws in the operation of the corporation.
- L. Assist regional planning agencies, city and county planning agencies in coordinating, planning and developing the region.
- M. Work with the private sector to secure financial resources in order to expand corporation activities consistent with the purposes and objectives.
- N. Notwithstanding paragraphs A, B, and C of Article IV herein, the corporation shall not, either in its articles of incorporation or bylaws, make the corporation responsible for indemnifying its officers and/or board members, except to the extent mandated by state law and/or to the extent that such indemnification is limited to liability insurance coverage or distribution approved by HUD from residential receipts or surplus cash.

ARTICLE V

MEMBERSHIP: Any city or county located within the political jurisdictions of Cameron, Hidalgo Willacy, Zapata and Starr, Duval and Jim Hogg Counties is eligible for membership in Amigos Del Valle, Inc. To join Amigos Del Valle, Inc., the local governmental entity must present a "Resolution of Intent to Join" to the Amigos Del Valle, Inc. Board of Directors. The Board, upon receipt of such resolution, will determine by simple majority vote, the amount of membership fees to be paid by the applicant and advise the applicant of this amount. Membership becomes effective upon payment of such membership fees. Upon payment of membership fees, the applicant is entitled to appoint a Representative and Alternate to the Board in accordance with the procedures set forth herein and otherwise participate in corporation matters.

ARTICLE VI

TERMINATION OF MEMBERSHIP:

A. VOLUNTARY TERMINATION:

Any member of Amigos Del Valle, Inc. may voluntarily withdraw from membership by presenting a resignation letter"" to the Board of Directors.

B. INVOLUNTARY TERMINATION

Any member who fails to pay membership fees in accordance with Article XIII-B stated herein may be - terminated as a member without further action of the Board. Upon involuntary termination, a member loses all rights and privileges associated with membership including the right to appoint a Representative and Alternate to the Board. Designated Representatives and Alternates of such member lose the right to participate or vote in Board meetings, and the right to hold office.

In the event any member voluntarily withdraws, all corporation services and functions to such member shall be terminated 30 days after the effective date of such withdrawal unless other arrangement are made between the withdrawing member and the Board to retain certain services

Upon involuntary termination, all corporation services and functions to such member shall be terminated 30 days after the effective date of termination, unless the Board, by majority vote, decides to retain certain services.

ARTICLE VII

BOARD OF DIRECTORS

A. COMPOSITION

The Board of Directors shall be composed of the duly appointed Representatives and Alternates from the membership and Banking/Finance Member.

Representatives and Alternates shall be designated as follows:

In September of each year, each member of Amigos Del Valle, Inc. shall appoint a community representative to serve on the Board as its Representative. The term of appointments shall be for one year. An appointed Representative to the Board may serve successive terms without limitation. The Representative serves at the pleasure of the appointing member. Each member shall also appoint an Alternate to the Representative. The Alternate shall also be a community representative of the member governmental entity. Alternates shall serve a one-year term consistent with the member's Representative. In selecting the Representative and Alternate, the member commission should give consideration to the ability of the person appointed to attend Board meetings and complete a full term. Each member shall notify the Board of Directors by a resolution or letter of the names of their Representative and Alternate on or before August 31st of each year. Representatives missing three (3) consecutive Board meetings during the fiscal year shall be reported to the appointing member's commission by the Board. If no just cause exists for the absence of the Representative from such meetings, the member shall immediately name a replacement Representative and notify the Board. Vacancies on the Board during the course of the year shall be filled in the same manner as a prescribed for appointment of the original Representative or Alternate.

In addition to the Representatives and Alternates designated by the member entities, the membership of the Board must meet the following requirements.

1. Demonstrate through attendance, in accordance with Article VII-A-2, at corporation meetings, and participation in corporation activities, a dedication to the purposes and objectives of the corporation.
2. Nominated for such position by a current Board member in good standing.

In addition to the Representatives and Alternates designated by the member entities, the membership of the Board may also include Banking /Finance Member who must meet the following requirements:

1. Have a banking and/or housing and economic development finance background.
2. Nominated for such position by a current Board member in good standing.
3. Elected to such position by majority vote of the Board of Directors.
4. Demonstrate through attendance, in accordance with Article VII-A-2, at corporation meetings, and participation in corporation activities, a dedication to the purposes and objectives of the corporation.
5. Banking/finance Members shall not be required to pay membership fees. Once elected to the position of Banking/finance member, membership continues at the pleasure of the Board of Directors.

B. DUTIES AND RESPONSIBILITIES:

As a general rule, but not inclusive guide, the Board shall have the following functions, duties, and responsibilities.

1. To approve and implement an annual work plan and budget to transact the business of Amigos Del Valle, Inc. for a period of twelve (12) months. The annual work plan and budget will be approved at the annual meeting of the Board.
2. To employ the Executive Director and set the terms, conditions, and compensations of employment.
3. To contract with local, state, and federal governmental entities for the provisions of carrying out the purposes and objectives of the corporation.
4. To acquire, construct, own and dispose of property, equipment, supplies and office space required in the performance of corporation duties.
5. To appoint special committees.
6. To formulate resolutions, recommendations and take any other actions which are necessary to favorable advocacy for the target population at the local, state, and federal levels.
7. To elect the officers of the Board.

C. CONFLICT OF INTEREST:

Representatives, Alternates, and employees of the corporation shall disclose to the Board of Directors any personal involvement which may result in a conflict of interest.

Following disclosure of such interest, an affected Representative or Alternate shall abstain from voting on such matters and state for the record the reason for abstention in compliance with Article VIII.

For purposes of this Article, a conflict of interest is defined as follows:

- a. Outside interests causing a conflict of interest:
 - (1) To hold, directly or indirectly, a position or a material financial interest in any outside concern from which the individual has reason to believe the corporation secures goods or services or that provides services competitive with the corporation unless such interest is fully disclosed to the Board of Directors and the Board determines by resolution that there is not a substantial conflict, nor a conflict which will adversely affect the corporation and its operations.
 - (2) To compete, directly or indirectly, with the corporation in the purchase or sale of property or property rights, interests, or services, unless such interest is fully disclosed to the Board of Directors and the Board determines by resolutions that there is not a substantial conflict nor a conflict which will adversely affect the corporation and its operations.
- b. Outside activities causing a conflict of interest:
 - (1) To render directive, managerial, or consultative services to any outside concern that does business with, or competes with the services of the corporation, or to render other services in competition with the corporation, unless such interest is fully disclosed to the Board of Directors and the Board determines by resolution that there is not a substantial conflict, nor a conflict which will adversely affect the corporation and its operations.
- c. Acceptance of gifts, gratuities, and entertainment causing a conflict of interest:
 - (1) To accept gifts, excessive entertainment, or other favors from any outside concern that does, or is seeking to do, business with, or is a competitor, of the corporation, under circumstances from which it might be inferred that such action was intended to influence, or possibly would influence, the individual in the performance of their duties. This does not include the acceptance of items of nominal or minor value that are clearly tokens of respect or friendship and not related to any particular transaction or activity of the corporation.

- d. Disclosure of inside information which causes a conflict of interest:
 - (1) To disclose or use information relating to the corporation's business for the personal profit or advantage of the individual or their immediate family. Full disclosure of any situation in doubt should be made to the Board of Directors so as to permit an impartial and objective determination by the Board. Disclosure of inside information shall not be made by the Board member, employee, nor by their immediate family.

An irreconcilable conflict of interest shall be grounds for removal of a Representative or Alternate and discharge of an employee.

ARTICLE VIII

VOTING RIGHTS:

Each member of the Board, including Alternates, shall have one vote to be exercised at Board meetings.

Voting rights terminate immediately upon voluntary or involuntary termination of membership.

Unless specified in these By-laws to the contrary, all matters requiring Board action, including general matters for voting, shall be decided by a simple majority vote.

ARTICLE IX

QUORUM:

At all Board meetings, a quorum will be constituted by five (5) members for which four (4) members consist of the voting Board and (1) member of the Executive Board must be present.

ARTICLE X

EXECUTIVE BOARD:

A. ELECTION OF OFFICERS:

Yearly at the annual meeting, the Board of Directors shall elect from the Representatives, a President, Vice-President, Secretary, and Treasurer who shall termed officers of the Board. Such elections shall be governed by the following rules:

- 1. Only Representatives, Banking/Finance Members may hold office.

2. There is a two (2) year term limit to the number of terms an officer.
3. Each officer shall serve a term of one year or until otherwise disqualified.

In addition, at such annual meeting, the Board of Directors shall appoint the corporation's Officers and other Board members to serve on all corporation subsidiary housing corporations in accordance with each housing corporation's by-laws.

B. DUTIES, RESPONSIBILITIES, AND POWERS OF THE OFFICERS:

1. PRESIDENT:

The President shall preside at meetings of Amigos Del Valle, Inc., sign, with the countersignature of the Secretary, any contracts or other instruments which Amigos Del Valle, Inc., deems in its best interests, and perform such other duties incident to the office as may be prescribed by Amigos Del Valle, Inc. The President -may meet with the Executive Director at least once each month to discuss the status of the corporation and its programs.

2. VICE- PRESIDENT:

The Vice-President shall assist the President in the performance of his/her duties, and in the absence of the President or in the event of the President's inability or refusal to act, shall have the powers and shall perform the duties of the President.

3. SECRETARY:

The Secretary shall be responsible to review the minutes of all Regular, Special and Executive Board meetings and shall attest to the same, and shall see that notices are duly given in accordance with the provisions of these By-laws or as required by law.

4. TREASURER:

The Treasurer shall be primarily responsible - in assisting the Finance Director on the financial condition of the corporation. In that regard, the Treasurer should meet and review on a quarterly basis with the Corporation's Finance Director to receive a financial status report on the corporation and report the financial status of the corporation to the Board at least once each quarter.

C. COMPOSITION, DUTIES, RESPONSIBILITIES, AND POWERS OF THE EXECUTIVE BOARD:

The Executive Officers shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past President (or Senior Member) of the Board of Directors. In the event there is no Immediate Past President, the Board shall elect a member at the annual meeting (or as soon thereafter as possible) to fill

such position to be known as Senior Member to serve as the fifth member of the Executive Officers.

D. REMOVAL FROM OFFICE, VACANCIES:

1. REMOVAL:

Any officer who misses Board meetings in accordance with Article VII-A during the fiscal year may be removed from office by majority vote of the voting Board.

Any officer whose elected term of office expires, or whose member entity terminates membership, or who becomes ineligible to serve for any other reason shall vacate his office.

2. FILLING VACANCIES:

When any office of the Executive Officers becomes vacant, the President or Vice-President shall place election of a replacement on the agenda for the next regular meeting of the Board and give notice consistent with Article XII.

At such regular meetings, a replacement officer for the unexpired term shall be elected consistent with this article.

ARTICLE XI

EXECUTIVE DIRECTOR:

A. FUNCTION:

The corporation shall employ through the Board an Executive Director who shall serve as the chief administrative officer of the corporation.

B. DUTIES, RESPONSIBILITIES, AND POWERS:

The Executive Director shall have the following duties and responsibilities:

1. Subject to the policies of the Board of Directors of Amigos Del Valle, Inc., the Executive Director shall serve as the chief administrative officer of the corporation and shall have the sole authority to appoint, promote, increase salaries, and dismiss any and all subordinate staff.
2. The Executive Director shall prepare the annual work plan and budget and present it to the Full Board of Directors for review during the annual Full Board of Directors Meeting.

3. The Executive Director shall at all times, and without political prejudice, be the chief advocate for the target population.
4. The Executive Director shall faithfully execute such other duties and responsibilities as determined by the Board.

C. SALARY AND BENEFITS:

The salary and fringe benefits of the Executive Director shall be determined by the Board. The Executive Board shall make recommendations concerning changes in salary and benefits to the Board at the annual meeting.

ARTICLE XII

MEETINGS OF THE BOARD:

A. REGULAR MEETINGS:

Regular meetings of the Full Board shall be monthly on the fourth Thursday of the particular month at such times and at such locations as determined by the Board.

1. Take care of Amigos Del Valle, Inc. (ADV) by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the Corporation's effectiveness and sustainability. (Duty of due care)
2. Make decisions in the best interest of the Amigos Del Valle Inc. Corporation; not in his or her self-interest. (Duty of loyalty)
3. Ensure that Amigos Del Valle Inc. obeys applicable laws and acts in accordance with ethical practices; that ADV Corporation adheres to its stated corporate purposes, and that its activities advance its mission. (Duty of obedience)

B. ANNUAL MEETING:

The annual meeting of the Board shall be held on the fourth Thursday in September of each year. The time and location of the annual meeting shall be determined by majority vote of the Board. The date of the annual meeting may be altered to avoid conflicts by majority vote of the Board.

C. SPECIAL MEETINGS:

Special meetings may be called by the President to consider any matter of an urgent nature. Upon petition of a majority of the members of the Board, the President shall call a special meeting for any purpose consistent with these By-laws.

D. NOTICE:

Written notice stating the place, day and time of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five days or more than ten days before the date of the meeting either personally or by mail. By direction of the President, notice of special meetings may be given by telephone call to each member.

All available information concerning agenda items to be considered shall be delivered to each member at the same time and in the same manner as notice is given.

ARTICLE XIII

Finance Committee – Consisting of the President, Treasurer, Banking/ Finance and Executive Director shall meet and report to the Full Board of Directors on a quarterly basis.

ARTICLE XIV

BUDGET, MEMBERSHIP FEE, FINANCES:

A. ANNUAL BUDGET:

The Board shall adopt a budget for the forthcoming year at the annual meeting subject to the following restrictions:

1. No expenditure may be approved or authorized which is inconsistent with these By-laws or Articles of Incorporation.
2. Budget expenditures shall not exceed funds available for the forthcoming year from membership fees and other income.

B. MEMBERSHIP FEES:

At each annual meeting, the Board shall determine the membership fee to be paid by members during the forthcoming year. Such fees shall be sufficient to provide funds to meet anticipated expenses. Membership fees are due on October 1st, and shall be paid no later than February 28th of the year following assessment unless extended by the Board. Membership fees of new members shall be due upon assessment.

C. **FINANCIAL AUDIT:**

At the annual meeting, the Board shall select a certified public accountant to provide an annual audit report for the proceeding year. The audit shall be due within 60 days of authorization unless extended by the Board.

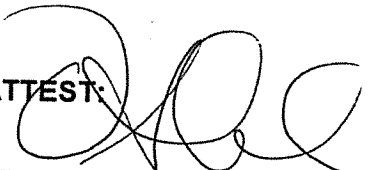
ARTICLE XIV

AMENDMENTS:


These By-laws may be altered, amended, deleted, or expanded if approved by a two-thirds majority of the members present at a regular Board meeting. Notice of proposed changes to these By-laws shall contain a full statement of the proposed amendment and be placed on the agenda consistent with the requirements of Article XII.

ARTICLE XV

ADOPTED with amendments approved by AMIGOS DEL VALLE, INC. Board of Directors, on the 31st day of May, 2016

ATTEST: 

VICTOR LEAL
SECRETARY



RICHARD MOLINA
BOARD PRESIDENT

