

Bylaws of a Texas Nonprofit Valley Byliners

Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of VALLEY BYLINERS. 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 VALLEY BYLINERS the Articles of Incorporation will be controlling, except that the Bylaws will be controlling with regard to the number of Board members, so long as that number remains compliant with the Texas Non-Profit Corporation Act.

ARTICLE I - PURPOSES

- 1.1 General. The purposes for which VALLEY BYLINERS is organized are:
 - 1.1.1 VALLEY BYLINERS is organized and shall be operated exclusively for educational and literary 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, VALLEY BYLINERS shall: (a) assist and support writers and aspiring writers in South Texas by providing education through lectures, training, workshops and seminars on topics related to writing, editing, publishing and marketing of written works and (b) periodically publish and market books and other materials to promote the literary efforts of members.
 - 1.1.2 To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.
- 1.2 Powers. VALLEY BYLINERS 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; provided, however, VALLEY BYLINERS shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an Valley Byliners described in Section 501(c)(3) of the Code.

ARTICLE II - OFFICES

- 2.1 Principal Office. The principal office of VALLEY BYLINERS shall be located at P.O. Box XXXX, Harlingen, Texas 78550.
- 2.2 Other Offices. VALLEY BYLINERS may have such other offices as the Board of Directors may determine or as the affairs of VALLEY BYLINERS may require from time to time.

ARTICLE III - MEMBERS

- 3.1 Membership is open to any member of the public interested in writing, publishing, and marketing their written works.
- 3.2 VALLEY BYLINERS shall have two classes of members; general and life.
- 3.3 General Members. General Membership shall be annual, from January 1 through December 31, with annual

dues being \$20.

- 3.4 Life Members. General Members may be granted Life Membership by nomination from at least two general members in good standing and 2/3 vote of the members present at the Annual Meeting. Dues for Life Members are waived.
- 3.5 No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

ARTICLE IV - MEMBERSHIP MEETINGS

- 4.1 Membership meetings will be held monthly on the second Saturday from 1:30-3:00 p.m. at the Harlingen Public Library, 410 '76 Drive, Harlingen, Texas 78550 or such other place and time as the members decide from time to time.
- 4.2 Membership meetings are open and the public is encouraged to attend. 5

ARTICLE V - BOARD OF DIRECTORS

- 5.1 General Powers and Responsibilities. VALLEY BYLINERS shall be governed by a Board of Directors ("the Board"), which shall have all of 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 VALLEY BYLINERS and shall delegate to the President and Vice Presidents, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.
- 5.2 Number and Qualifications.
 - 5.2.1 The Board shall have three (3) members.
 - 5.2.2 Life or General Members in good standing, who have been Members for a minimum of two years, are eligible to be Board Members/Officers.
 - 5.2.3 A Board member need not be a resident of the State of Texas.
 - 5.2.4 In addition to the regular members of the Board, representatives of such other Valley Byliners or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members and shall not be eligible for office.
- 5.3 Board Compensation. The Board shall receive no compensation other than reasonable reimbursement of expenses. However, provided the compensation structure complies with Sections 9.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the Valley Byliners in any other capacity and receiving compensation for services rendered.
- 5.4 Board Elections. The Board of Directors shall be elected by the membership at large at the May Membership meeting. Members shall present nominations for new and renewing Board members at the March Membership meeting. Names of nominees shall be posted on the Valley Byliner website. Selection shall be by majority vote of the General and Life Members in good standing who cast a vote. Members unable to attend the Annual Membership meeting may register their vote by email. If voting by email, members must use the email account associated with the member on the member listing on the Valley Byliner website. All email votes must be

received not later than 8:00 a.m. CST on the day on which voting occurs.

- 5.5 Term of Board. All appointments to the Board shall be for three-year terms. Board Members may serve no more than three (3) consecutive terms, and are eligible to be re-elected to the Board after an absence from the board of at least one year.
- 5.6 Initial Establishment of the Board. In order to initially establish the board such that the terms of all three Board Members are staggered and only one Board position is filled in each subsequent election, the terms of the initial three Board Members shall be one, two and three years, expiring in May of 2009, 2010 and 2011. The decision as to the length of term for each Board Member shall be decided by unanimous consent of all three Board Members, or if the Board Members are unable to unanimously consent, then by the drawing of straws.
- 5.7 Vacancies. Vacancies on the Board may be filled by a majority vote of the membership at the monthly meeting immediately following the establishment of the vacancy. A Board member elected to fill a vacancy created by the early termination of a Board Member's elected term shall be elected for the unexpired term of his or her predecessor in office.
- 5.8 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- 5.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair or any two (2) regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served, at least 72 hours prior, to each Board member via hand delivery, US mail, e-mail or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them.
- 5.10 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 Board Chair 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 shall be placed in the minute books of VALLEY BYLINERS.
- 5.11 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 setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of VALLEY BYLINERS, and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written 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" acknowledgments shall be effective as original signatures.
- 5.12 Board Quorum. At each meeting of the Board, the presence of two (2) of the three (3) members then serving on the Board shall constitute a quorum for the transaction of business. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided the Articles of Incorporation, these Bylaws, or the law specifically require otherwise. In the case of meetings conducted with only two (2) Board members present, a unanimous vote will be required to constitute an act of the Board. If a quorum is not present at a meeting, the Board member 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 present at any meeting of the Board if during the meeting he or she is in radio, telephone, or other real-time communications with the other Board members participating in the meeting.

- 5.13 Proxy. A Board member who is unable to attend a meeting of the Board may vote by written proxy given to any other voting member of the Board or designated staff member who is in attendance at 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 from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.
- 5.14 Board Member Attendance. An elected 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 Chair his/her commitment to VALLEY BYLINERS. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the Board.

ARTICLE VI - BOARD OFFICERS

- 6.1 Officers and Duties. The Board Officer positions are Chair, Vice Chair, and Secretary. The board shall, whenever a new Board Member is appointed, hold a Board Meeting with the first order of business to be the realignment of the Board.
- 6.2 Chair. The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of VALLEY BYLINERS. The Chair may sign contracts and other instruments on the VALLEY BYLINERS' behalf.
- 6.3 Vice Chair. The Vice Chair presides at meetings where the Chair is absent. Additionally, the Vice Chair shall be responsible for all federal income tax filings, state sales tax filings, and other corporate filings as required from time to time.
- 6.4 Past Chair. The Past Chair, if any, shall assist in advancing the goals and objectives of VALLEY BYLINERS through the application of knowledge gained through past Board experiences. The Past Chair shall not have Board voting rights.
- 6.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of VALLEY BYLINERS' officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair or these Bylaws.

ARTICLE VII - CLUB OFFICERS

- 7.1 Serving on the Board does not preclude a member from filling any Club Officer position.
- 7.2 Club Officer Positions and Duties.
- 7.2.1 President. The President shall conduct club meetings and ensure that the day-to-day operations of the club are carried out. Additionally, he or she shall be responsible for establishing committees to handle specific club projects (book projects, fund raisers, etc.) and other activities needed to advance the annual goals of VALLEY BYLINERS as defined by the membership and ratified by the Board of Directors.
- 7.2.2 Vice President for Programs. The Vice President for Programs shall conduct club meetings in the absence of the President and is responsible for chairing the Programs Committee.

- 7.2.3 Vice President for Public Relations. The Vice President for Public Relations shall conduct club meetings in the absence of the President and the Vice President for Programs and is responsible for ensuring that newsletters are distributed to members, that pertinent information is posted to the Valley Byliners' website, and that news releases are distributed as appropriate.
- 7.2.4 Treasurer. The Treasurer shall maintain records of all receipts, disbursements, assets and liabilities of the VALLEY BYLINERS and shall report to the Board and the members on the condition of such records and financial condition of VALLEY BYLINERS quarterly. Prior to January 1 of each year, the Treasurer shall submit a proposed operating and capital expenditure to the Board for approval. The Treasurer shall prepare and submit to the Board a financial statement showing VALLEY BYLINERS' net worth by January 31 of each year.
- 7.3 Election and Term of Office. Club Officers shall be elected by the membership at large at the May Membership meeting. Members shall present nominations Club Officers at the March Membership meeting. Names of nominees shall be posted on the Valley Byliner website. Selection shall be by majority vote of the General and Life Members in good standing who cast a vote. Members unable to attend the Annual Membership meeting may register their vote by email. If voting by email, members must use the email account associated with the member on the member listing on the Valley Byliner website. All email votes must be received not later than 8:00 a.m. CST on the day on which voting occurs.
- 7.4 All club officers shall be members during their terms of office. Club officers shall be elected by members for a one year term. The Club officers shall be elected at the Annual Members meeting, or as vacancies otherwise arise. A vacancy occurring in any club office due to death, resignation, removal, disqualification or any other reason may be filled for the unexpired portion of the term of office left vacant.

ARTICLE VIII - MISCELLANEOUS

- 8.1 Fiscal Year. The fiscal year of VALLEY BYLINERS shall be from January 1st to December 31st.
- 8.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.
- 8.3 Books and Records. VALLEY BYLINERS shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.
- 8.4 Contracts and Grants. The Board may authorize any officer(s), or agent(s) of VALLEY BYLINERS 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 President shall have authority to enter into such contracts and expend such funds on behalf of the VALLEY BYLINERS as the Board may specify.
- 8.5 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 VALLEY BYLINERS shall be signed by such officer(s) or agent(s) of VALLEY BYLINERS and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.
- 8.6 Deposits. All funds of VALLEY BYLINERS shall be deposited from time to time to the credit of VALLEY BYLINERS in such banks, trust companies, or other depositories as the Board shall select.

- 8.7 Acceptance of Gifts. The Board may accept on behalf of VALLEY BYLINERS any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of VALLEY BYLINERS. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by VALLEY BYLINERS would be consistent with and further the purposes of VALLEY BYLINERS.
- 8.8 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of VALLEY BYLINERS, members of the Board and officers of VALLEY BYLINERS may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of VALLEY BYLINERS involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit VALLEY BYLINERS' use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of VALLEY BYLINERS if such contract, transaction, or act would result in denial of VALLEY BYLINERS' exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of VALLEY BYLINERS be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member which would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.
- 8.9 Investments. VALLEY BYLINERS shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.
- 8.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee or representative of VALLEY BYLINERS shall take any action or carry on any activity by or on behalf of VALLEY BYLINERS which is not permitted to be taken or carried on by an Valley Byliners exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or by any VALLEY BYLINERS contributions which are deductible under section 170(a)(1) of the Code and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations, as they now exist or as they may hereafter be amended.
- 8.11 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.
- 8.12 Severability of Clauses. If 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 these Bylaws shall remain operative and binding.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

- 9.1 Right to Indemnification. VALLEY BYLINERS shall indemnify any person who was, is, or is threatened to be

made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director, officer or committee member of VALLEY BYLINERS or (ii) while a director, officer or committee member of VALLEY BYLINERS, is or was serving at the request of VALLEY BYLINERS as a director, officer, committee member, partner or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organization Code ("TBOC"), as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. Such right shall be a contract right and shall include the right to be paid by VALLEY BYLINERS expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC, as the same exists or may hereafter be amended. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

- 9.2 Survivorship of right to Indemnity. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives.

ARTICLE X - DISSOLUTION & WINDING UP

- 10.1 Winding Up. Upon the necessity for the dissolution and/or winding up of VALLEY BYLINERS, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.
- 10.2 No Rights of Board Member to Assets. Upon Dissolution of VALLEY BYLINERS, no Board member shall have any rights nor shall receive any assets of the VALLEY BYLINERS. The assets of VALLEY BYLINERS are permanently dedicated to a tax-exempt VALLEY BYLINERS for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of VALLEY BYLINERS, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI - AMENDMENTS TO BYLAWS

- 11.1 These Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a three fourths vote (of the General and Life Members in good standing who cast a vote) at any regular meeting or at any special meeting if at least fourteen days' written notice (email shall suffice) is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting, and a written copy of the proposed changes shall be available (posting to web site shall suffice) to each member prior to the meeting.
- 11.2 Members unable to attend the meeting when a vote to change the bylaws is scheduled may register their vote by email. If voting by email, members must use the email account associated with the member on the member listing on the Valley Byliner website. All email votes must be received not later than 8:00 a.m. CST on the day on which voting occurs.