

Board and Committee Member Recruitment Packet for April 1, 2024 - March 31, 2025 term

Thank you for your interest in Round Rock Area Arts Council, dba Round Rock Arts (RRA). We are excited that you are interested in joining us in our mission to inspire creativity in our community. Volunteering with Round Rock Art is both very valuable to the community and rewarding to our volunteers. As you review this packet, please let us know if you have any questions!

Please return this completed application to president@roundrockarts.org by March 20 and be sure this email address is included in your contacts list. One of our Nominating Committee members will contact you to discuss your application and potential board or committee membership.

Background:

*The purpose of the Corporation includes, but is not limited to, promoting and providing aesthetic, cultural, educational and related activities including attaining the goals of the Round Rock Area Arts Council, dba as **Round Rock Arts**, to encourage, support and enhance arts and cultural activities in the Round Rock area to transform the city into a thriving arts and culture scene for the benefit primarily of people in Round Rock, Texas and Greater Williamson County. (Bylaws, revised 2018).*

We are a 501 (c) (3) organization formed in 2008 as the Round Rock Area Arts Council dba Round Rock Arts. Our administrative offices are located in the Downtowner Gallery at 231 E. Main, Ste 160, in Round Rock Texas. The space is provided to us by the City of Round Rock to host workshops and as a place to exhibit local art.

Our Vision is to create, support, and promote an inclusive community where lives are transformed and enriched through the shared experience of art. We support local visual artists by showcasing original art at 3 venues: Williamson County Jester Annex, Texas State University Round Rock Campus, and the City of Round Rock's Downtowner Gallery (in collaboration with the City of Round Rock's Art & Culture Department). Art shows are curated by competitive Open Calls for Art (via blind jury allowing every artist an equal opportunity) and organized group exhibitions as posted.

Our goal for this year is to build upon our organizational structure and continue to add opportunities for everyone in our community to participate and grow so we can continue to develop the arts culture in our area.

We depend on a growing cadre of volunteers, as well as a board of directors, that manage a number of functional committees to ensure we can achieve our goals.

Beginning in 2018, we focused on streamlining financial processes; revised the bylaws to define roles and responsibilities, including definitions and responsibilities of board members, the officers, the Nomination Committee, and the Executive Board; and ensured that we were following all regulations required of IRS and the State Comptroller's Office. Whereas 2018 was the year of internal fine tuning; 2019 the year of expansion; 2020 was the year of the unexpected. Due to our core of loyal volunteers and the board's ability to adapt, RRA came through a very difficult year, and we are determined to grow

RRA and put a team in place to make that happen. We worked diligently in 2022 to get participation at in-person events, growing both our base of artists and our audience; and in 2023, and now in 2024 we are putting the people and organization in place to keep that momentum.

As you consider joining Round Rock Arts as a Board Member, please review the core responsibilities, including the bylaws included in this packet which give direction to the board and its executive committee. After reviewing them, please complete the forms following this narrative as directed.

BOARD OF DIRECTORS

The board of directors' focus is on the mission, governance, and solvency of the organization. The bylaws explain the roles and responsibilities of the RRA boards, both general and executive. See section 3.10 for more information, and peruse the entire set of Bylaws as the information in that document guides the way meetings are held and the content discussed.

It is encouraged for individual board members to be sponsors of a committee and to participate in their meetings and activities. The committees are empowered to develop their plan, present the plan to the board, ask for a budget, and execute their plan. By knowing what is needed by the committees, the board is better prepared to request funding from granting agencies, effectively fund projects through the City of Round Rock's grant process and help the committees measure effectiveness of their work. The board and its staff are better prepared to help identify volunteers for the committees when committee plans are in place.

The Board of Directors meets once a month, the 2nd Thursday of the month at 6:00pm, normally at The Downtowner Gallery and via video conference. Meetings run 1-1.25 hours. An agenda is used to maintain focus.

The Executive Committee, composed of the President, Vice President, Secretary, Treasurer, and other officers as the Board elects from time to time, meets the last Wednesday of each month to help create the agenda and address board membership issues and guidance to the paid staff member.

Listed below is what is needed from board members, including board members who are seeking reappointment. Prospective board members may not be able to meet all of the criteria. The nominating committee and the executive board will look for a balance of experience among all of the applicants so critical leadership skills for the organization are included through board membership.

- Personally acquainted with individuals in the community who can assist the committees, existing or new
- Meet the criteria for board membership listed in the bylaws, especially attendance and participation outside of the meetings requirements
- Board members are expected to make a financial contribution to RRA in addition to other activities as required in the bylaws. The recommended contribution is \$250.00 and the minimum contribution is \$100.00.
- Have served on non-profit governing boards in the past
- Ability to work in a consultative environment

- Ability to solve problems amicably
- Ability to ask others for funding for RRA
- Ability to follow through with assignments, including officer responsibilities
- Ability to make presentations about RRA to clubs, organizations, and other arts nonprofits and businesses through formal presentations, networking, or representing RRA at Round Rock Chamber of Commerce functions and Round Rock City Council meetings
- Ability to assist with one fundraising activity a year, be it a fundraiser held at one's home (like a dinner for 10 individuals with a charge that might raise \$300-\$1000 for example) or a large fundraiser sponsored by RRA
- Ability to ask for paid sponsors for our activities (amount and related PR benefit would vary)

COMMITTEES

New committees and activities being considered:

During the months of October and November 2019, the board finalized the structure of the committees it considered vital to the efficient functioning of RRA going forward. The following standing committees were decided upon and each committee needs a lead and at least three (3) members per committee to be effective.

Standing Committees:

- Galleries
- Marketing
- Activities
- Volunteers
- Fundraising
- Membership

Individual Roles:

- Assistant Treasurer

Galleries:

Estimated gallery committee size: 6-10 who are willing to be engaged on a regular basis regardless of gallery, to schedule all gallery openings and themes in advance on a rolling 6 month basis, engage the various non-profit performing arts groups in Round Rock to present their craft at least once a year in one of the gallery venues, and other tasks as the committee decides to take on.

Round Rock Arts currently manages three different galleries which are free for the public to view, the Downtowner Gallery, the Jester, and gallery space at the Texas State University-Round Rock Campus.

The Downtowner Gallery is situated on Main Street in Downtown Round Rock, next to Prete Plaza. The Downtowner Gallery is owned by the city of Round Rock and the space is shared by both the city and Round Rock Arts. The gallery holds events, workshops, maintains a small store of local art merchandise and can hold about 25-30 artworks, depending on size.

There are six shows throughout the year curated by Round Rock Arts. Entrance to the gallery is free to the public and is open Tuesdays to Fridays, from 12pm to 5pm. In 2023, we experimented with once a month Saturdays, and it was very well-received. We are investigating expanding to more Saturday hours if we can get the appropriate staff and volunteer support.

The Williamson County Courthouse – Jester Annex is a government office with wall space that is managed by Round Rock Arts. Roughly 40-50 pieces can be hung in this space, again depending on size. The building is open during business hours, Monday-Friday, 8am – 5pm and it is home to several county offices.

The Texas State University Round Rock Campus, Avery Building has the largest amount of wall space available for hanging art, which includes the hallways in levels three and four atriums. A total of about 100-125 artworks may be hung at one time, depending on size. The gallery is open during campus hours and parking is limited to the paid parking lot.

Events:

Chalk Walk:

In 2019, with the move to Dell Diamond, Round Rock Arts transferred the Chalk Walk event to the City of Round Rock Arts & Culture department. It is typically held the first Friday/Saturday in October. Round Rock Arts manages the Kids/Community chalk area as one of their annual fundraisers and needs volunteers to plan the event and to staff it for both days.

Membership

We would like to investigate a new membership program for 2024. The goal is to get community engagement and to drive fundraising. We are looking for a chairperson to lead the effort and several volunteers to assist in the planning and implementation.

Activities

Activities Committee to include all the activities, receptions and special events.

Workshops

In 2018 we experimented with workshops, and they were generally successful. Topic was more important than price point. This would be a fun activity for artists who want to reach out to their peers, create guidelines for workshop artists, and provide information for social media (pictures, verbiage) to support the artists. Maker activities may also be considered such as collage construction, working with cutting machines, clay or fimo construction, etc.

Marketing:

In 2024 we will re-establish the Marketing Team and coordinate the messaging on all Round Rock Arts exhibits and activities through our website, social media, select print media. The committee should include 3-4 individuals.

Social Media platforms and its impact has grown tremendously. It is important that the message we put out is consistent with regards branding, vision, mission and goals.

Volunteers:

Work with the staff person, the Round Rock Volunteer Center, and our Sign-Up software to recruit volunteers for all of our events we sponsor or assist with, and plan at least one party or other recognition events for volunteers each year. The committee should include at least 2 members who are committed to plan our volunteer recruitment and services and implement the plan.

Fundraising:

Identify types of fundraising that individuals and the organization may wish to do. Help guide the board in identifying projects through the year and identify volunteers who can help with fundraising events.

Round Rock Arts Application for Board Member and/or Committee Chair/Member Positions

Openings for FY April 2024-March 2025

This application is divided into three sections. The first two pages include questions relevant to both the Board and Committee members. The 3rd and 4th pages include questions relevant to service on the Board of Directors. The 5th page includes questions of those who prefer serving on a committee.

Please submit your application by March 20, 2024 for consideration on the new Board which starts in April, 2024. The election of officers and appointment of committee chairs will take place at the March 2024 board meeting.

ABOUT YOU:

Your name:	
Your address:	
Phone Number	Email address
Please list current Board and committee members whom you know	

Statement on why you wish to serve on the Board of Directors or a committee of Round Rock Arts:

Tell us about any experience you have had in the past serving on a non-profit board, including any leadership positions you may have held on the Board, committees, or during non-profit sponsored events.

Please discuss skills you use when consulting in a group decision-making environment.

Please provide additional information that you think would support the consideration of you as a potential Board or committee member.:

Board of Directors

The primary purpose of a Board of Directors is governance. This includes ensuring that the non-profit corporation is functioning as proscribed by federal and state law; fundraising; making a personal donation; reviewing monthly secretarial and financial reports; approving nominations for Board and committee chairs; understanding and voting on an annual budget; ensuring that the organizations stays focused on its mission; and, if an officer, attending an additional meeting each month.

The term of service is one year, with the opportunity to serve subsequent years when the listed expectations are generally met.

Please state why you wish to serve as a **Board member**:

Please share with us the names of the following types of organizations **in the Greater Round Rock area** with whom you have current ongoing relationships:

Arts groups, non-profit organizations (arts or business related; examples of business nonprofits include Rotary, the Chamber of Commerce, etc.), and businesses (such as a customer or employee at a business that may contribute goods, services, or corporate sponsorships during the fundraising process).

The purpose of this question is to gauge your connections with others who may be able to assist with events, donations, etc.

This is a working Board. In other words, merely attending the monthly Board meeting does not meet the human resources needs of this very active organization. In addition to the monthly Board meeting, the bylaws spell out several expectations in Article 3.10. Please review those expectations and respond below about any difficulties you would have in meeting them. In addition, please indicate the committees you would consider serving on. They are listed on the first two pages of this application package.

Any other comments:

Committees

Please state if you wish to serve as a Committee Chair or a committee member:

Please list **up to** three committees you would like to be considered for volunteering, the skills you bring to each committee, and your view of the purpose of the committee. You may list one, two, or three possible committee appointments. We will appoint you to only one committee.

Please ensure you can usually attend committee meetings on a regular basis. Meeting times and days will be set in consultation with committee chairs.

Committee	Skills you bring to the committee and your view of the purpose of the committee

Any other comments:

BYLAWS OF THE ROUND ROCK AREA ARTS COUNCIL
Version 7, Approved August 16, 2018

These bylaws (“Bylaws”) govern the affairs of Round Rock Area Arts Council, Inc., a non-profit corporation (the “Corporation”) organized and existing under the Texas Business Organizations Code (the “TBOC”).

ARTICLE I NAME AND LOCATION

1.1 NAME

The name of the Corporation is the Round Rock Area Arts Council, Inc. (dba Round Rock Arts)

1.2 FORMATION

The Corporation was incorporated in the State of Texas as a non-profit corporation pursuant to the Certificate of Incorporation issued by the Texas Secretary of State on July 11, 2011 (the “Certificate”).

1.3 REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

1.4 PRINCIPAL OFFICE

The principal office of the Corporation shall be at 231 East Main Street, Round Rock, Texas 78664. The Corporation shall have such other offices as the Board of Directors of the Corporation (the "Board") may determine or as the affairs of the Corporation may require from time to time. The Board may change the location of any office of the Corporation at any time and from time to time.

ARTICLE II PURPOSE AND STRUCTURE

2.1 NON-PROFIT CORPORATION

The Corporation is organized and operated as a non-profit corporation under the provisions of Title 1 and Chapters 20 and 22 of the TBOC.

2.2 CHARITABLE PURPOSE

The Corporation is organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated there under, or the corresponding provisions of any subsequent federal tax law (collectively, the "Code") and the laws of the State of Texas. The purpose of the Corporation includes, but is not limited to, promoting and providing aesthetic, cultural, educational and related activities including attaining the goals of the Round Rock Area Arts Council, dba as **Round Rock Arts**, to encourage, support and enhance arts and cultural activities in the Round Rock area to transform the city into a thriving arts and culture scene for the benefit primarily of people in Round Rock, Texas and Greater Williamson County.

2.3 LIMITATIONS

Notwithstanding any other provision in these Bylaws, the Corporation must not carry on any activities that would be inconsistent with the requirements for (a) tax exemption under Section 501(c)(3) of the Code or (b) receiving tax deductible charitable contributions under Section 170(c)(2) of the Code.

2.4 NO LOBBYING

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; moreover, the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign or on behalf of or in opposition to any candidate for public office.

2.5 STRUCTURE

As set forth herein, the Corporation shall have a Board of Directors composed of an Executive Committee composed of elected officers and the remaining members serving, along with the Executive Committee members, on the Board of Directors. The Board of Directors will appoint, or delegate the ability to appoint, committee members to assist the Board of Directors. The Corporation may also hire

an Executive Director who will serve as an ex officio, non-voting, member of the Executive Committee and Board of Directors.

2.6 PRINCIPAL CONTACT

The President, Executive Director, and members of the Executive Committee shall serve as principal contacts with volunteers, corporations, public agencies, other arts organizations and the community. However, such activities shall be coordinated with the Board President, Executive Director, or other Officers or Board Members assigned similar duties, in order to avoid duplication of effort.

2.7 COMPLIANCE WITH LAWS

The Corporation shall comply with all applicable federal and state laws.

ARTICLE III - DIRECTORS

3.1 MANAGEMENT

The Corporation shall be managed by the Executive Committee and the Board of Directors. Unless specified otherwise, the term "Board of Directors," "Board" or "Board Member" will refer to both the elected officers and the other elected members of the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised or done by the Articles of Incorporation of the Corporation, these Bylaws or the law.

3.2 NUMBER AND ELECTION

The number of Board Members of the Corporation may be fixed from time to time by resolution of the Board; however, the number of Board Members shall not be less than five (5), provided, however, the Board Members in office may still manage the business of the Corporation even if there are fewer than five (5) Board Members in office.

3.3 TERM OF OFFICE

Board members will serve one-year terms and be elected at the Annual Meeting held the month before the start of the Administrative and Fiscal Year defined in Article 7.9. There are no term limits for seated board members.

3.4 REGULAR AND SPECIAL MEETINGS

There shall be at least one (1) regular meeting of the Board of Directors every two months. Scheduled monthly meetings of the Board of Directors may be held as outlined at the beginning of each administrative year.

3.5 QUORUM

The presence (not counting any Board Member whose sole purpose of attendance is to object to the transaction of any business because the meeting is not lawfully called or convened) of a minimum of **five (5)** Board Members duly elected to the Board and then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. A meeting at which a quorum is present shall continue notwithstanding the withdrawal of one or more Board Members, but any action taken must be approved by at least a majority of the votes cast by Board Members constituting the required quorum for the meeting. If a quorum is not present at any meeting of the Board, the Board Members may adjourn and reconvene the meeting to another time, date or place, without notice other than an announcement at the meeting, until a quorum is present.

3.6 VOTING

Each Board Member attending a meeting of the Board of Directors is entitled to one (1) vote on any matter coming before the Board. The affirmative vote of a majority of the Board Members present at a meeting at which a quorum is present will be considered an act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or the law. No voting by proxy will be permitted.

3.7 NOTICE OF REGULAR OR SPECIAL MEETINGS

Written notice of regular Board meetings, which may be sent via regular mail, e-mail or fax, shall be given to all Board Members not less than seven (7) days prior to the date of the meeting. The notice shall state the time and place of the meeting. In case of special meetings, the notice shall contain a general statement/agenda of the proposed business to be transacted and shall be provided within five (5) business days after the criteria for calling the meeting has been met and not less than three (3) days prior to the date of the meeting. The President may provide a listing of monthly meetings at the beginning of their term that serves as notification to the Board of Directors. The Board Member(s) responsible for calling the meeting shall provide an overview of the subject to be discussed to the President for dissemination to all Board Members. Only the business set forth in the notice of a special meeting may be transacted at the meeting.

3.8 ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at a meeting of Board Members or any Board Committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed by the number of Board Members or Board Committee Members as would be necessary to take any action at a meeting at which all of the Board Members or Board Committee Members were present and voted. The consent must state the date of each Board Member's or Board Committee Member's signature. Prompt notice of the taking of an action by the Board Members or Board Committee Members without a

meeting by less than unanimous written consent must be given to each Board Member or Board Committee Member entitled to a vote, but who did not consent in writing to the action.

3.9 MEETING BY REMOTE COMMUNICATION

Unless otherwise restricted, Board Members or Board Committee members may participate in and hold meetings of the Board or any Board Committee through remote electronic communications equipment if all persons participating in the meeting can communicate concurrently with each other, and participation in such meeting constitutes presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

3.10 RESPONSIBILITIES

Each Board Member shall, in each fiscal year:

- (a) actively serve a full term of office and attend organization meetings and events prepared and ready to be an active and informed participant.
- (b) attend no fewer than fifty percent (50%) of the scheduled programming of the Round Rock Area Arts Council including, but not limited to art show openings/ receptions, special lectures, workshops, activities, etc.
- (c) shall make or procure on his or her behalf an annual monetary contribution paid within ninety (90) days after the Annual Meeting. The Executive Board will set the contribution rate annually as part of the budget process.
- (d) attend at least 75% of the regularly scheduled meetings of the Board; a list of called meetings will be presented at the beginning of each administrative year
- (e) actively serve on at least one (1) Board Committees.
- (f) complete a *Round Rock Area Arts Council Conflict of Interest Statement* and honor the intent and letter of the statement in their work with the organization, and
- (g) monitor the community and professional image of the organization and present themselves as an ambassador for the Round Rock Area Arts Council.

Any Board Member who fails to meet the above listed responsibilities in any given fiscal year may not be eligible to be re-elected to the Board. Additionally, the Executive Committee may recommend to the Board of Directors the removal of a Board Member prior to the end of the administrative year if these responsibilities are not being fulfilled. Notwithstanding the foregoing, the responsibilities listed above for a Board member may be waived in the appropriate case by the Executive Committee.

3.11 EX OFFICIO BOARD MEMBERS

The Director of Arts and Culture serving the City of Round Rock shall be an ex officio, non-voting member of both the Executive Committee and Board of Directors

An Executive Director of Round Rock Area Arts Council, if hired, will serve as an ex officio non-voting member of both the Executive Committee and Board of Directors.

3.12 OTHER REMOVAL

In addition to not meeting the requirements of Board Member outlined in 3.10, a Member may be removed from office, with or without cause, by the Board of Directors upon recommendation by the Executive Committee.

3.13 RESIGNATION

A Board Member may resign by either providing written notice of such resignation to the Corporation or verbally informing an Executive Committee member of such resignation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

3.14 ANNUAL MEETING OF BOARD OF DIRECTORS

The annual meeting of the Board of Directors shall be held in March at a date, time, and location determined by the Executive Committee. At this meeting the Board of Directors shall elect officers for the next fiscal year to take office beginning January 1 and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Board Member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Board Member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such Board Member to compel the holding of such annual meeting.

3.15 PLACE OF BOARD OF DIRECTORS MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

3.16 COMPENSATION

Board Members shall not receive any compensation for their services as Board Members. However, a Board Member shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Members of committees may be allowed similar compensation and reimbursement of expenses.

3.17 COMMITTEES OF THE BOARD OF DIRECTORS

Unless stated otherwise as part of a description of a standing committee, the President, Executive Committee, or Board of Directors may designate and appoint one or more committees, each of which shall consist of one or more Board Members and community members. No committees shall have the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any Board Member or officer of the Corporation; amend or restate the Certificate of Formation; adopt a plan of merger or adopt a plan of consolidation with another Corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings thereof; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Board Member, of any responsibility imposed by law upon the Board of Directors or upon any individual Board Member.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

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

Unless recorded in the minutes otherwise by the Board of Directors when appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

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

3.17.1 NOMINATING COMMITTEE FOR BOARD MEMBERS AND OFFICERS

The Executive Committee will appoint two Board Members four months prior to the election of members and officers of the Board of Directors to serve as the Nominating Committee. The role of the Nominating Committee is to present a slate of Board members and officers to the Executive Committee for review. The Nominating Committee should also consult with the Board of Directors about the skills needed for the organization to meet forthcoming demands.

The Nominating Committee will announce a call for potential Board Members describing the process, due dates for applications, and the interview process. They will also set up the timeline up to the date of the election and share it with all Board Members at a Board of Directors meeting at least three months before the Board election held the month prior to the Fiscal and Administrative Year noted in Article 7.9.

The Nominating Committee will also review the requirements expected of current Board Members and determine if such Members meet the requirements and are eligible for continued service.

The Nominating Committee will act independently and will present their recommendations to the Executive Committee two months prior to the annual meeting. The Executive Committee will review the recommendations and consult with the Nominating Committee as needed.

Based on review of the recommendations from the Nominating Committee and any additional conversation with the Committee, the Executive Committee will announce the recommended slate of Board Members and Officers to the Board of Directors at the regularly scheduled board meeting one month prior to the annual meeting. In addition, the Executive Committee will announce the number of board positions open at this same meeting.

At the annual meeting, the same slate of Board of Directors and Officers will be presented. Nominations may be made from the floor, with those assembled, and with a quorum, approving the nominations. The maximum number of board openings will remain fixed for the year regardless of the number of names presented for consideration. The Board Members receiving the most votes for the number of positions open will serve on the Board of Directors.

Vacancies will be filled through the year as needed using the same process as **electing** Board Members during the annual meeting.

ARTICLE IV - OFFICERS

4.1 OFFICERS

The officers of a Corporation shall consist of a president, secretary, and treasurer and may also consist of one or more vice-presidents and such other officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors upon the recommendation of the Executive Committee. The functions of up to two officers may be performed by a single officer, excluding the function of president and secretary.

4.2 ELECTION OF OFFICERS AND TERM OF OFFICE

The process of identifying officers for election is discussed in Section 3.17.1 of these bylaws. All officers shall be elected at the regular annual meeting of the Board of Directors for the coming fiscal year. No Board Member may serve in the same executive committee role for more than two consecutive years.

4.3 REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Board of Directors whenever the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.4 POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors and in accordance with adopted job descriptions.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

4.5 PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all Executive Committee and Board of Directors meetings. The President shall see that all orders and resolutions of the board are carried out, subject however, to the right of the Board Members to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation in accordance with the approved job description of President.

The President or Treasurer shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or Treasurer may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.

The President shall be an ex-officio member of standing committees.

The President will consult with and evaluate the Executive Director or other lead staff, if such positions are hired as a paid position. The President will consult with the members of the Executive Committee on the retention or dismissal of such personnel.

4.6 VICE-PRESIDENT(S)

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Executive Committee, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

4.7 SECRETARY

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature. The Secretary will also maintain books and records as delineated in Section 7.2.

In the absence of the Secretary, the minutes of all meetings of the board shall be recorded by such person as shall be designated by the President and forwarded to the Secretary for safe custody.

4.8 TREASURER

The primary function of the Treasurer is to ensure that income and expenses are processed in a timely manner, make reports at each board meeting as to the financial standing of the organization, ensure that all financial reports to the local, state, and federal level of government are complete, and when so desired by the board, oversee the work of any paid book keeper retained to record the income and outflow of funds. The Treasurer may also consult with the Board on the appointment of an Assistant Treasurer, who may or may not be a Board Member, to assist in the tasks of the Treasurer or consult with the President on the feasibility of the Executive Director or other paid staff member to assist with certain tasks.

The Treasurer shall perform or oversee the following functions:

- (a) Ensure that the chart of accounts is accurate and income and expenses are booked to the appropriate account
- (b) Ensure that all income is deposited and all expenses are paid within 14 days of receipt.
- (c) Ensure that all 1099s, W-2s, W-9s, and other Federal documents are received by the Federal government on time
- (d) Ensure that state government financial reports, such as sales tax reporting and payment of sales taxes, are completed by the state government's timetables

- (e) Ensure that donors receive annual donation statements by January 31 following the close of the preceding calendar year
- (f) Notify the Executive Committee of any irregularities that may be found

The Treasurer will assist Board Members, Officers, the Executive Director, and Committee Chairs by:

- (a) Compiling data when requested for applying for or reporting on grants
- (b) Compiling data related to the programs and projects of the Board and its Committees
- (c) Compiling any other data of a financial nature
- (d) Creating an annual budget to be submitted for consideration at the annual meeting
- (e) Providing any Board Member with information about the status of any account, bank account balance, deposits or expenses

The Treasurer shall provide to the Board of Directors the following reports:

- (a) Monthly Profit and Loss Statement, Balance Sheet, Detailed Reconciliation Statement
- (b) Monthly report of charitable donations received, including board donations
- (c) Quarterly Expense/Income to Budget report
- (d) Annual report including Profit and Loss against budget, Balance Sheet, and Final reconciliation Statement at the annual meeting and at the close of the fiscal year
- (e) Annual audit as specified in Section 7.1.

4.10 EXECUTIVE COMMITTEE

The Executive Committee shall consist of all elected officers. The primary responsibilities of the Executive Committee are to:

- (a) Create the budget to be presented to the Board of Directors at the Annual Meeting
- (b) Ensure that the organization's financial standing is secure and that all income is deposited and all expenses paid as outlined under the Treasurer's responsibilities.
- (c) Ensure that an audit is performed as directed in Section 7.1
- (d) State annually the dollar amount of checks requiring two signatures and the positions which may sign such documents.
- (e) Review the expenditures and income against budget prior to presenting the status of the budget each quarter
- (f) Hire or remove the Executive Director or other paid staff after reviewing the recommendations of the board President.

- (g) Appoint two individuals from the Board of Directors to serve on the Nominating Committee three months prior to the annual meeting.
- (h) Review the recommendations of the Nominating Committee for board members and officers, and make a recommendation to the Board of Directors prior to the annual meeting.
- (i) Ensure that all appointed committees are functioning as directed.

ARTICLE V - INDEMNIFICATION AND INSURANCE

5.1 INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

5.2 INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, Board Member, Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Board Member, Officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Board Members approving the insurance or arrangement to liability, on any ground, regardless of whether Board Members participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI - FINANCIAL MATTERS

6.1 ACCOUNTING

The Board shall approve an accounting system in accordance with generally accepted accounting principles that is adequate for the requirements of the operation of the Corporation and require proper records to be maintained of all business transactions. An internal review of the books and accounts of the Corporation will be performed at least every three years and a report submitted to the Board.

6.2 BOOKS AND RECORDS

The Corporation must keep correct and complete books and records of accounts of the

Corporation. To that end, the Secretary will keep such books and records, which will include, without limitation:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State or any other similar department of a foreign jurisdiction relating to the Corporation, including, but not limited to, the Certificate and any amendments or restatements thereof and statements of change of registered office or registered agent;
- (b) a copy of these Bylaws and any amendments or restatements thereof;
- (c) minutes of the proceedings of the Members, the Board and Board Committees;
- (d) a register of the names and mailing addresses of all Board Members, Board Committee members and officers of the Corporation;
- (e) a financial statement showing the income and expenses of the Corporation, specifically identifying all contributions over \$100 made to the Corporation;
- (f) all rulings, letters and other documents relating to the Corporation's federal, state and local tax status; and
- (g) the Corporation's federal, state and local information or income tax returns for the last seven (7) of the Corporation's most recent tax years.

6.3 RIGHT TO INSPECT

Any individual may inspect such books, records or minutes for any proper purpose at any reasonable time as required of non-profit organizations by state law.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 CONTRACTS

The Board of Directors or the Executive Committee may authorize any Board Member, Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Any Board Member, Officer, or Executive Director must have specific authorization from the Executive Committee or the Board of Directors to execute contracts with fiscal impact which are not reflected in the annual budget of the Corporation.

7.2 DEPOSITS

All funds of the Corporation are to be deposited within 14 days to the credit of the Corporation in federally insured accounts at such banks, trust companies or other depositories as the Board or Executive Committee may select.

7.3 GIFTS

Except to the extent prohibited by Section 2.03, the Board may accept on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.4 EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Board Member, Board Committee member, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and reasonable payments and distributions may be made in furtherance of the Corporation's purposes).

7.5 DISBURSEMENT OF FUNDS

Any unbudgeted transaction of more than \$1000 shall require authorization of the Board or the Executive Committee. This dollar threshold may be adjusted at any time and from time to time by action of the Board or the Executive Committee.

7.6 INDEBTEDNESS

No Board Member, Officer, or employee of the Corporation has the power to incur any indebtedness on behalf of the Corporation, unless he or she has obtained documented advance authorization to do so from the Board or the Executive Committee.

7.7 CHECKS AND DRAFTS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation may be signed by the President, the Treasurer, or such other officer or officers, agent or agents of the Corporation and in such manner as determined, from time to time, by resolution of the Executive Committee or the Board of Directors. The Board of Directors shall annually set the dollar amount requiring two signatures.

7.8 BUDGET

The Board shall approve the annual budget of the Corporation at the annual meeting. The budget will be reviewed quarterly by the Executive Committee to prepare for the quarterly report to the Board of Directors.

7.9 FISCAL AND ADMINISTRATIVE YEAR

The fiscal and administrative year of the Corporation shall be April 1 through March 31 annually.

ARTICLE XIII - MISCELLANEOUS

8.1 WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Board Member of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8.2 SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

ARTICLE IX - CONSTRUCTION

9.1 PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

9.2 INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X - AMENDMENT OF BYLAWS

10.1 AMENDMENTS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

Adopted by the Board of Directors on January 8, 2009.

Revision 7 adopted by the Board of Directors on August 16, 2018.

Secretary

August 16, 2018

Modification dates and resultant version:

January 17, 2011 (version 2)

June 29, 2011 (version 3)

September 17, 2012 (version 4)

February 24, 2015 (version 5)

August 9, 2016 (version 6)

August 16, 2018 (version 7)

