



**BYLAWS OF  
SEEDS OF STRENGTH GIVING CIRCLE**

**Effective July 1, 2022**

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## **BYLAWS OF SEEDS OF STRENGTH GIVING CIRCLE**

These bylaws (referred to as the "Bylaws") govern the affairs of The SEEDS OF STRENGTH GIVING CIRCLE (referred to as "SoS") a nonprofit corporation organized under the Texas Non-Profit Corporation Act (referred to as the "Act"). The purpose for which SoS exists is to encourage and promote philanthropy within the greater Georgetown, Texas community.

SoS is organized exclusively for charitable purposes under section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings of SoS shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that SoS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of SoS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SoS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, SoS shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of SoS, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of SoS is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The SoS Board of directors (referred to as "Board") may, in its discretion, direct the activities of SoS in carrying out the purposes of the organization. In no event shall a director, officer, or member of the organization be given anything of value except as provided in ARTICLE 4 – SOS BOARD, as amended. Further, gifts will not be given by the organization to any individual for other than strictly charitable purposes recognized under IRS 501 (c) (3).

SoS shall abide by a set of ethics that adhere to any and all laws in the State of Texas pertaining to its operation, through practice of integrity, transparency, honesty and accountability in pursuit of our mission.

## **ARTICLE 1 - OFFICES AND FISCAL YEAR**

**1.01. Principal Office.** The principal office of SoS is 624 South Austin Avenue, Suite 101, Georgetown, TX 78626. The registered office of SoS is located at McFarland Legacy Law, 1616 Williams Drive, Georgetown, TX 78628. SoS may also have an office at the legal residence of the duly elected chairperson of the Board (referred to as “President”) and such other offices, either in Texas or elsewhere, as they may determine. The Board may change the location of any office of SoS, the registered office and registered agent as provided in the Act.

**1.02. Compliance with the Act.** SoS shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas.

**1.03. Fiscal Year.** The fiscal year of SoS (referred to as “Fiscal Year”) shall begin on the first day of July and end on the last day of the following June.

**1.04. Insurance.** SoS reviews, obtains, and maintains the necessary insurance in its name to cover its liability in performing its functions.

## **ARTICLE 2 - MEMBERSHIP**

**2.01. Membership Contributions.** Membership in SoS is open to all women who wish to further the mission and goals of SoS through financial support. The annual membership contribution amount varies by the number of ballot choices the member is allowed at the annual grant award event. The membership contribution includes a required operating fee. The Board may set and change the amount of the membership contributions payable to SoS. Contribution amounts made in excess of the membership contribution are listed and specified on the Membership form.

**2.02. Membership Due Date.** The membership due date is specified on the SoS membership form.

Only those members whose contributions are paid in full by the membership due date will be eligible to cast ballot choices for that year. It is the responsibility of each member to ensure payments are received to guarantee membership and to qualify as a voting member when voting is appropriate.

**2.03. Methods of Payment.** Contributions may be paid by check, credit card, or via distributions from a member’s financial organization. Members must complete the SoS membership form either on the SoS website or by completing a paper form that shall be mailed as indicated on the SoS membership form, “c/o SoS Treasurer”. Method of payment must be indicated on the SoS membership form.

**2.04. Admission of Members.** The Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership pending Board approval.

**2.05. Voting Rights.** Each natural person member shall be entitled to one vote on each matter submitted to a vote of the membership of SoS, except for the case when the number of ballot choices allowed at the annual grant award event is determined by contribution amount as described in section 2.01. Membership Contributions.

**2.06. Disputes.** In any dispute between members relating to the activities of SoS, all parties involved shall cooperate in good faith to resolve the dispute for the benefit of SoS. If the parties cannot resolve the dispute between themselves, each member or group of members on each side of the issue, shall choose a disinterested third party from the membership to serve as a mediator to meet with both sides to resolve the dispute by agreement. If no timely resolution of the dispute occurs through mediation, then each side shall select one disinterested person from the membership to serve as an arbitrator. The two persons selected shall then select a third person who shall serve as chair of the panel. The panel shall serve as an arbitration panel and resolve the issue, after hearing from both sides.

**2.07. Sanctions.** The Board may impose reasonable sanctions on a member, or suspend or expel a member from SoS, for good cause, after a hearing. Good cause includes a material and serious violation of SoS' articles of incorporation, Bylaws, rules, or of law. The Board may impose sanctions, suspend a member, or expel a member by vote of a 2/3 majority of Board members who are present and voting. Suspended or expelled members are not entitled to a refund of membership contributions paid.

**2.08. Reinstatement.** A suspended or expelled member of SoS may submit a written request for reinstatement of membership. The Board, or a committee designated by the Board to handle the matter, may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

**2.09. Resignation.** Any member may resign from SoS by submitting a written resignation to the secretary. The resignation need not be accepted by SoS to be effective. Resigned members are not entitled to vote nor have a refund of membership contributions paid.

**2.10. Transfer of Membership.** Membership in SoS is not transferable or assignable. Membership terminates on the dissolution of SoS or the death of a member. Membership in SoS is not a property right that may be transferred after a member's death.

**2.11. Waiver of Interest in SoS Property.** All real and personal property, including all improvements located on real estate acquired by SoS, shall be owned by SoS. A member shall have no interest in specific property of SoS. Each member hereby expressly waives the right to require partition of all or part of SoS' property.

### **ARTICLE 3 - MEMBERSHIP EVENTS AND MEETINGS**

**3.01. Annual Meeting.** The annual meeting of the members shall be at the annual grant award event or at another time and place that the Board designates. The nominating committee shall provide notice of the proposed slate of Board members, including officers, to the entire membership, electronically, no later than thirty (30) days prior to the annual meeting. Members will vote for the slate by e-ballot by the date specified in the notice, and the election will be decided by a majority of votes cast by members

**3.02. Special Meetings.** Special meetings of the members may be called by the chair of the Board, (hereinafter the President) or not less than 25 percent of the voting members.

#### **ARTICLE 4 – SOS BOARD**

**4.01. Governance.** SoS shall be governed by a Board which is responsible for the leadership and affairs of the organization. The Board shall develop policies and procedures to the ongoing vision and strategies of the Board, clarify member duties and responsibilities and establish committee charters to define committee chair and member duties and responsibilities. The Board President shall be the chief executive officer of SoS. The President shall supervise and control all the business and affairs of SoS.

**4.02. Composition of the Board.** The Board is composed of elected officers and directors. All are members of SoS. The number of Board members shall be a minimum of 7 and a maximum of 13. Officers are defined in Article 5 – OFFICERS. Directors are defined in Article 6 – DIRECTORS.

**4.03. Term of Office.** Board terms are one year beginning on the first day of the fiscal year as defined in Article 1.03 Fiscal Year. Board members may be elected to not more than three (3) successive terms in the same position. The case for making an exception can be brought to the Board by the nominating committee.

**4.04. Nomination of Board Members.** Any member in good standing may nominate another member, herself, or a non-member for consideration as a Board member by notifying the chair of the nominating committee. The nominating committee shall present a slate of proposed Board members to the seated Board for approval at least 7 days prior to the Board meeting wherein the members shall vote approval. If the nominating committee includes a non-member on the proposed slate, the non-member must have agreed to become a member of SoS by agreeing to pay dues no later than the first day of the term for which she is nominated.

**4.05. Election of Board Members.** Once the slate has been approved and nominated by the Board, it will be sent to full membership for vote as described in Article 3.01 Annual Meeting.

**4.06. Vacancies.** Any vacancy occurring on the Board shall be filled by the Board. A vacancy is filled by the affirmative vote of a majority of the remaining Board members, even if it is less than a quorum of the Board, or if it is a sole remaining Board member. A Board member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

**4.07. Regular Board Meetings.** The Board will hold regular meetings on the day and time agreed to by the Board at the first meeting of the Fiscal Year. The meetings will be posted on the website stating the time and place of such meetings. Unless designated otherwise, regular Board meetings are open to all SoS members although only Board members may make motions and vote at Board meetings. The President may designate all or part of a Board meeting as closed or restricted to Board members only if the agenda contains items of a sensitive or confidential nature.



**4.08. Committee Chair and Advisory Council Meetings.** Two councils advise the SoS Board. For definitions, see ARTICLE 7 – COMMITTEES and ARTICLE 8 – ADVISORY COUNCIL.

Meetings of the Committee Chair Council will be held as needed on a day and time agreed to by the Committee Chairs but will provide necessary reports to the Board in sufficient time to allow for questions/comments.

Advisory Council will meet as needed, at least once during the fiscal year.

**4.09. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two Board members.

**4.10. Notice.** Written, printed or electronic notice of any regular or special meetings of the Board shall be delivered to Board members not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

**4.11. Quorum.** A majority of the number of Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

**4.12. Duties of Board Members.** Board members shall discharge their duties in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of SoS as further defined by the SoS Board Member Agreement, signed by every Board member. A Board member is not relying in good faith if the Board member has knowledge concerning a matter in question that renders reliance unwarranted. Board members are not deemed to have the duties of trustees of a trust with respect to SoS or with respect to any property held or administered by SoS, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**4.13. Duty to Avoid Improper Distributions.** Board members who vote for or assent to improper distributions are jointly and severally liable to SoS for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of SoS are not thereafter paid and discharged. Any distribution made when SoS is insolvent, other than in payment of corporate debts, or any distribution that would render SoS insolvent is an improper distribution.

**4.14. Interested Board members.** Contracts or transactions between Board members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Board member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

**4.15. Actions of Board.** The Board shall try to act by consensus. However, the vote of a majority of Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the Bylaws. A Board member who is present at a meeting and abstains from a vote is considered to be present and not voting for the purpose of determining the decision of the Board.

**4.16. Proxies.** A Board member may vote by proxy if executed in writing by the Board member. No proxy shall be valid after eleven (11) months from the date of its execution. A Board member's proxy shall not be counted for the purpose of establishing a quorum.

**4.17. Ex Officio Members.** On occasion, the Board may invite a member with particular expertise or perspective to attend Board meetings for a period of time. Such a member will be designated as an ex officio member of the Board. They may fully participate in Board meetings but shall not be entitled to vote unless duly elected as a Board member.

**4.18. Compensation of Board Members.** Board Members shall not receive compensation for their services as a Board member. However, the Board may adopt a resolution providing for reimbursement of expenses to Board members for required attendance or training outside of Board meetings. A Board member may serve SoS in any other capacity and receive compensation for those services, commensurate with the services performed and reasonable in amount.

**4.19. Resignation of Board Members.** Any Board member may resign by giving a written notice of such resignation to the Board President. Absence from three (3) regular Board meetings in a year, for which the Board member did not provide advance notification to the President of the reason for the absence, shall be deemed a resignation from the Board. The President shall notify the absentee Board member of the deemed resignation in writing and the place of the member shall be considered vacant.

**4.20. Removal of Board Members.** The Board may vote to remove a Board member at any time for good cause. Good cause for removal of a Board member shall include, but is not limited to, violation of the terms of the SoS Board Member Agreement or any provision of these Bylaws.

## **ARTICLE 5 - OFFICERS**

**5.01. Officer Positions.** The SoS Board officer positions consist of the President, the Secretary, the President-Elect, the Immediate Past President, and the Treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer.

**5.02. Election of Officers.** The officers of SoS shall be elected by the vote of the membership as described in Article 3.01 Annual Meeting.

**5.03. Removal of Officers.** Any officer may be removed by the Board in accordance with Article 4.20 Removal of Board Members.

**5.04. Vacancies.** A vacancy in any officer position may be filled by the Board for the unexpired portion of the officer's term.

**5.05. President.** The President shall preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. However, the President may not execute instruments on behalf of SoS if this

power is expressly delegated to another officer or agent of SoS by the Board, the Bylaws, or statute. The President shall perform other duties prescribed by the Board and all duties incident to the office of President. The President shall appoint all committees with the advice and consent of a majority of the Board and the President shall be an Ex Officio (non-voting) member of every standing and ad hoc committee. All meetings of the Board and committees shall be conducted according to “Robert’s Rules of Order”.

Each Board President shall continue to serve on the Board for at least one (1) year after her term, so that her knowledge of the mission of SoS may be shared with the new members of the Board and the new President.

**5.06. President-Elect.** When the President is absent, is unable to act, or refuses to act, the President-Elect shall perform the duties of the President. When the President-Elect acts in place of the President, the President-Elect shall have all the powers of and be subject to all the restrictions placed upon the President. The President-Elect shall perform other duties as assigned by the President or Board. At the end of the President’s term, the President-Elect shall succeed to the position of Board President for the following term. The President-Elect will serve as the chair of the Governance committee.

**5.07. Immediate Past President.** The Immediate Past President continues to serve on the Board and is available to the President. When the Immediate Past President acts in place of the President, the Immediate Past President shall have all the powers of and be subject to all the restrictions upon the President. The Immediate Past President shall perform other duties as assigned by the Board. The Immediate Past President serves as chair of the Nominating committee.

**5.08. Treasurer.** The Treasurer is also the chair of the Finance committee and is responsible for all financial transactions as required by the State of Texas nonprofit corporations.

**5.09. Secretary.** The Secretary is responsible for all Board communications, record-keeping, and other duties as assigned by the Board.

## **ARTICLE 6 – DIRECTORS**

**6.01. Directors.** The Directors must be members of SoS and have sufficient time, talent, and skills to benefit the organization. As Board members, Directors should use their professional expertise in various fields to analyze, evaluate and provide direction for SoS. A Director may not also serve as a committee chair during her term as a Director.

**6.02. Election of Directors.** Directors are elected by vote of the membership as described in Article 3.01 Annual Meeting.

**6.03. Terms of Office.** Directors may fill a term of one, two or three years as determined at the time of nomination to the slate. A vacancy in any Director position may be filled by the Board for the unexpired portion of the Director’s term.

## ARTICLE 7 - COMMITTEES

**7.01. Establishment of Committee Chairs.** Chairs will be nominated as successors by current committee chairs and approved by the Board. Chairs serve to execute the operations of SoS. The Board delegates authority to the committee chairs to hold meetings and conduct business of the committee charters. Committee chair and members include persons who are not Board members. The establishment of a committee or the delegation of authority to it shall not relieve the Board, or any individual Board member, of any responsibility imposed by the Bylaws or otherwise imposed by law.

On occasion, the President shall appoint ad hoc committees and the Board must adopt a resolution consenting to this appointment. The appointment will define the ad hoc committee chair, the charter, and responsibilities together with the estimated tenure of the ad hoc committee.

A Committee Chair Council will be established of all committee chairs and report to the President.

**7.02. Authorization of Specific Committees.** There shall be at a minimum the following standing committees:

- a. **Membership committee.** The membership committee is responsible to secure the current and future years' membership of SoS.
- b. **Communications Technology committee.** The communications committee ensures that all information, both internal and external, is in keeping with SoS' mission and goals. This committee monitors and maintains the website, e-mail, social media, CRM and data base platforms.
- c. **Grants committee.** The grants committee is responsible for a fair, objective and effective process for awarding grant funds to nonprofit organizations through SoS.
- d. **Events committee.** The events committee is responsible for the planning and implementation of all events established and scheduled by the Board to ensure that all events are within budget.
- e. **Nominating committee.** The nominating committee identifies prospective Board members and officers and presents a slate of the proposed Board membership for the year.
- f. **Compliance committee.** The compliance committee ensures contract compliance and creates a communication link with grantees.
- g. **Finance committee.** The finance committee oversees the SoS accounts, recommends and oversees the SoS operations budget and makes all IRS and state filings.
- h. **Governance committee.** The Governance committee is responsible for (1) ensuring that the Board and its committees are operating efficiently and effectively, (2) determining the efficacy of the strategic plan, policies, procedures and charters and (3) recommending changes to the Bylaws for Board and membership approval.

**7.03. Committee Chairs.** The committee chair shall call and preside at all meetings of the committee and serve on the Committee Chair Council. The committee chair shall deliver a committee report to the Board at Board meetings or as otherwise requested by the Board.

**7.04. Term of Office.** Each member of a committee shall continue to serve on the committee until the end of the year as defined in Article 1.03, Fiscal Year, and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an

appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

**7.05. Notice of Meetings.** Written, printed or electronic notice of a committee meeting shall be delivered to each member of the committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. The meetings will be posted on the website stating the time and place of such meetings.

**7.06. Quorum.** One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the committee chair may adjourn and reconvene the meeting one time without further notice. A quorum may be reached electronically if individual ID of the member is verified.

**7.07. Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and not voting for the purpose of determining the act of the committee.

**7.08. Proxies.** A committee member may vote by proxy if executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution. A committee member's proxy shall not be counted for the purpose of establishing a quorum.

**7.09. Compensation.** Committee members shall not receive compensation for their services. The Board may adopt a resolution providing for payment of the expenses of committee members for attendance at each meeting of the committee. A committee member may serve SoS in any other capacity and receive compensation for those services. Any compensation that SoS pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

**7.10. Rules.** Each committee may adopt rules for its own operation not inconsistent with the Bylaws, with rules adopted by the Board, or with "Robert's Rules of Order".

**7.11. Removal of Committee Chairs.** The Board may vote to remove a Committee Chair at any time for good cause. Good cause for removal of a Committee Chair shall include, but is not limited to, violation of the terms of the SoS Chair Member Agreement or any provision of these Bylaws

## **ARTICLE 8 -- ADVISORY COUNCIL**

**8.01. Establishment of Advisory Council.** Establishment and Definition. The Board will establish an Advisory Council comprised of non-members and SoS members to help advocate for and support the

mission of SoS. They report to the President. The members of the Advisory Council shall serve for at least one year, but may serve multiple, successive terms.

**8.02. Scope.** The Advisory Council is not a voting body and has no governing function over the SoS organization. It is a structured and collaborative method by which the organization can engage with external advisors. They do not make any SoS decisions but serve to provide critical thinking and analysis to increase community confidence in the organization.

**8.03. Compensation.** Advisory Council members are not compensated for their SoS work.

## **ARTICLE 9 – TRANSACTIONS OF SOS**

**9.01. Contracts.** The Board may authorize any officer or agent of SoS to enter into a contract or execute and deliver any instrument in the name of and on behalf of SoS. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

**9.02. Deposits.** All membership contributions shall be deposited into banks, trust companies, or other depositories that the Board approves.

**9.03. Gifts.** Gifts may be accepted by SoS. Gifts can be specified for general purposes or special purposes. A gift is defined as any donation of money or property (not membership contribution) made voluntarily with no material benefit to donor and without expectation.

The Board may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining SoS' federal and state tax status.

**9.04. Potential Conflicts of Interest.** All Board members and all committee members must abide by the SoS Board or Committee Conflict of Interest Agreement. SoS shall not make any loan to a Board member or officer of SoS. A member, Board member, officer, or committee member of SoS may lend money to and otherwise transact business with SoS except as otherwise provided by the Bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with SoS has the same rights and obligations relating to those matters as other persons transacting business with SoS. SoS shall not borrow money from, or otherwise transact business with, a member, Board member, officer, or committee member of SoS unless the transaction is described fully in a legally binding instrument and is in the best interests of SoS. SoS shall not borrow money from or otherwise transact business with a member, Board member, officer, or committee member of SoS without full disclosure of all relevant facts and without the approval of the Board including the vote of any person having a personal interest in the transaction.

**9.05. Prohibited Acts.** As long as SoS is in existence, and except with the prior approval of the Board or the members, no member, Board member, officer, committee member, or Advisory Council member of SoS shall violate any of the specified bylaws, rules, or laws of the State of Texas established for nonprofit organizations.

## **ARTICLE 10 - BOOKS AND RECORDS RETENTION**

**10.01. Required Books and Records.** SoS shall keep correct and complete books and records of account. SoS' books and records shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to SoS, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- c. Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- d. A list of the names and addresses of the members, Board members, officers, and any committee members of SoS.
- e. A financial statement showing the assets, liabilities, and net worth of SoS at the end of the three (3) most recent Fiscal Years.
- f. A financial statement showing the income and expenses of SoS for the three (3) most recent Fiscal Years.
- g. All rulings, letters, and other documents relating to SoS' federal, state, and local tax status; and
- h. SoS' federal, state, and local information or income tax returns for each of SoS' three (3) most recent tax years, including an annual 990.

**10.02. Inspection and Copying.** Any member, Board member, officer, or committee member of SoS, may inspect and receive copies of all books and records of SoS required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in SoS and if the person submits a request in writing. A person entitled to inspect SoS' books and records may do so at a reasonable time no later than five working days after SoS' receipt of a proper written request. The Board may require that persons inspecting or receiving copies execute a nondisclosure agreement and may establish reasonable fees for copying SoS' books and records by members. The fees may cover the cost of materials and labor, but may not exceed \$1.00 per page. SoS shall provide requested copies of books or records no later than five (5) working days after SoS' receipt of a proper written request.

**10.03. Audits.** Any member shall have the right to have an audit conducted of SoS' books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. A member may not exercise these rights to compel audits so as to subject SoS to an audit more than once in any fiscal year. SoS may require that the member and the accounting firm conducting the audit execute a nondisclosure agreement.

## **ARTICLE 11 – INDEMNIFICATION**

### **11.01. When Indemnification is Required, Permitted, and Prohibited**

- a. SoS shall indemnify a Board member, committee member, employee, or agent of SoS who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in SoS. For the purposes of this article, an agent includes one who is or was serving at the request of SoS as a Board member, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, SoS shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in SoS' best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. SoS shall not indemnify a person who is found liable to SoS or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- b. In addition to the situations otherwise described in this paragraph, SoS may indemnify Board member, member, committee member, employee, or agent of SoS to the extent permitted by law. However, SoS shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article 9.01a, above.
- c. Before the final disposition of a proceeding, SoS may pay indemnification expenses permitted by the Bylaws and authorized by SoS. However, SoS shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in any proceeding brought by SoS or one or more members, or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

## **ARTICLE 12 - NOTICES**

**12.01. Notice by E-Mail, Facsimile, or Mail.** Any notice required or permitted by the Bylaws to be given to a member, Board member, officer, or member of a committee of SoS may be given by e-mail, facsimile, or mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of SoS, with postage prepaid. A person may change his or her address by sending an email to SoS at an address given on our website or by sending written notice using the postal address on the website.

**12.02. Signed Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

**12.03. Waiver of Notice by Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.



## **ARTICLE 13 - SPECIAL PROCEDURES CONCERNING MEETINGS**

**13.01. Meeting by Telephone / Video Conference.** The members, Board, and any committee of SoS may hold a meeting by telephone conference or by video conference in which all persons participating in the meeting can hear each other. The notice of such a meeting must state the fact that the meeting will be held by telephone conference or video conference, provide directions to access the conference as well as provide all other matters required to be included in the notice. Participation of a person in such a conference constitutes presence of that person at the meeting.

**13.02. Decision without Meeting.** Any decision required or permitted to be made at a meeting of the members, Board, or any committee of SOS may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in SOS' minute book and kept with SOS records by the Secretary.

## **ARTICLE 14 - AMENDMENTS TO BYLAWS**

The power to alter, amend or repeal these Bylaws will be initiated by the Board and will require the approval by simple majority of SoS members. The notice of any Board meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. After Board approval, the President shall provide notice to membership of Bylaw alterations, amendments or repeals together with text of existing provisions proposed to be altered, amended, or repealed, no later than thirty (30) days prior to the last day to vote. Members will vote for Bylaw changes by e-ballot by the date specified in the notice and will be decided by a majority of votes cast by members. Alternatively, the notice to the Board or membership may include a fair summary of those provisions.

## **ARTICLE 15 - MISCELLANEOUS PROVISIONS**

**15.01. Legal Authorities Governing Construction of Bylaws.** The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended' from time to time.

**15.02. Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**15.03. Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**15.04. Gender.** Wherever the context requires, all words in the Bylaws in a gender shall be deemed to include the all or neuter gender, all singular words shall include the plural and all plural words shall include the singular.

**15.05. Seal.** The Board may provide for a corporate seal.

**15.06. Execution of Corporation Instruments.** A person may execute any instrument related to SoS by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of SoS to be kept with SoS records.

**15.07. Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the members, Board members, committee members, employees, and agents of SoS and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

#### **CERTIFICATE OF PRESIDENT AND SECRETARY**

We certify that we are the duly elected and acting President and Secretary of SoS and that the foregoing Bylaws constitute the Bylaws of SoS. These Bylaws were duly adopted at a meeting of the Board held on March 24, 2022.

DATED: \_\_\_\_\_

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Susie Logan  
President of SoS

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Janelle McNeill  
Secretary of SoS

The signed copy is filed at Seeds of Strength.