

Bylaws of the Houston Peace Corps Association

Article I – Name

The name of the corporation is HOUSTON PEACE CORPS ASSOCIATION known as HPCA.

Article II – Purposes and Goals

The **purposes** of this organization as set forth in the Articles of Incorporation are:

Section A: To operate exclusively for educational purposes and to make donations for charitable and educational purposes.

Section B: To exercise all powers conferred upon corporations formed under the Texas Non-profit Corporation Act in order to accomplish the corporation's educational and charitable purposes.

Section C: To create an awareness among the American public concerning international cultures by teaching, organizing and otherwise facilitating the education of Americans regarding foreign countries, cultures, and development issues; to provide Returned Peace Corps Volunteers with informational, educational, social, and career services and advice; and to support and provide contributions for the beneficial functions that are performed by other non-profit assistance organizations.

The **goals** of the organization are:

Section A: To serve as an organization for bringing together Returned Peace Corps Volunteers to share their experiences with each other and the American public.

Section B: To assist currently serving Peace Corps Volunteers in whatever ways possible to make their Peace Corps Service more effective.

Section C: To support the Peace Corps organization in their local recruiting.

Article III – Membership

Section A: Membership is open to Returned Peace Corps Volunteers, current and former Peace Corps staff, prospective Peace Corps Volunteers, and friends of Peace Corps.

Section B: Members of HPCA may attend meetings of the Board of Directors although they will not be entitled to vote on matters coming before the Board. They may be asked to serve on standing or ad hoc committees established by the Board of Directors.

Article IV – Board of Directors

Section A: The Board of Directors of HPCA shall have the final responsibility for the formulation of the policies for the overall management of the HPCA. The Board may delegate its responsibilities to others as provided in these bylaws-or by resolution of the Board. The Board of Directors shall, as provided in these bylaws, elect the

officers of HPCA. The Board shall have authority to create standing and ad hoc committees at such times and under such circumstances as it deems appropriate.

Section B: The Board of Directors shall be composed of at least three but no more than nine members, of whom **one-half** shall be elected at each annual meeting for a term of **two** years.

Section C: The Board of Directors will meet at least two times a year. A board member may attend the board meetings virtually, by phone, internet, or some other means. The President may call meetings at any time upon reasonable notice to Board members. A special meeting shall also be called upon written request of one-third of the members of the Board of Directors. A majority of the total elected board, present in person or virtually, shall constitute a quorum in determining actions by the Board. The President may contact the Board members and receive their votes on proposed actions via phone, e-mail, or other electronic methods.

Section D: A majority of the total elected board, present in person or virtually, shall constitute a quorum in determining actions by the Board. The President may contact the Board members and receive their votes on proposed actions via phone, e-mail, or other electronic methods. Votes shall pass by a simple majority of the board members present and/or voting.

Section E: Any vacancies created by death, resignation, or inability to serve shall be filled by the Board of Directors for the unexpired term of the vacancy. Selection shall be by a majority vote of those members attending a Board meeting where a quorum is present.

Section F: Resignation of a Board member must be made in writing and submitted to the Chairman of the Board of Directors one month before the resignation is effective.

Section G: Any member of the Board of Directors who has failed to attend two consecutive Board meetings in person or virtually without just cause shall no longer be a member of the Board unless the Board votes to allow this member to remain. No dues-delinquent member shall be a member of the Board of Directors.

Section H: Upon resolution adopted by the Board of Directors, HPCA may provide indemnification of directors, officers, and/or committee members for expenses and costs incurred -by any such individual in connection with any claim asserted against such a person, by action in court or otherwise, by virtue of the position held as director, officer, or committee member of HPCA. Such indemnification may include insurance obtained by HPCA.

Article V – Officers

Section A: The officers shall be President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. The Board of Directors shall choose all officers from among its elected membership. Any vacancy in an office shall be filled by the Board of Directors from among- its elected membership and any officer elected to fill such vacancy shall serve for the unexpired term.

Section B: All officers shall serve a one-year term. Officers may serve an unlimited number of terms. An officer may be removed from office by a majority vote of the Board members attending a Board meeting at which a quorum is present. An officer may resign from office by submitting a written notice to the president one month in advance of the effective resignation date.

Section C: The officers shall turn over all records and correspondence belonging to HPCA to their successors within fifteen days after their term of office expires. An officer who resigns shall turn over all records to the President within fifteen days of the resignation.

Article VI – Duties of Officers

The powers and duties of the officers shall be as follows:

The President shall be the principal executive officer of HPCA and serve as chairman of the Board of Directors. They shall preside at meetings of the Board of Directors and serve as an ex-officio member of all committees. The President, with the approval of the Board of Directors, shall create and appoint chairpersons of such standing committees as are necessary to conduct the affairs of HPCA subject to direction and supervision of the Board of Directors, the President shall be responsible for the execution of the policies and programs of the Board, and for the administration of the affairs of HPCA, including ensuring 501(c)(3) and any other legal compliance.

The Vice President shall perform such duties as may be assigned from time to time by the Board of Directors, or the President. In the event that illness or other disability prohibits the president from performance, the Vice President shall have the power to perform the duties that are ordinarily the responsibility of the President.

The Secretary shall keep accurate and complete minutes of meetings of the Board of Directors shall give notices of all meetings as required; shall have the usual powers and duties of a Secretary and shall perform such other duties as may be assigned from time to time by the Board of Directors, or the president.

The Treasurer shall have general charge and supervision of the books and records of accounts of HPCA and, subject to the direction of the Board of Directors, shall have charge of and be responsible for all cash and securities of HPCA. The Treasurer shall have the usual powers and duties of Treasurer, including the power to give receipts for cash, securities, or other property delivered to HPCA and the power to disburse funds as authorized by the Board of Directors; and shall perform such additional duties as may be assigned by the Board of Directors, or the President. The Treasurer will be responsible for depositing all money in the name of the society in an insured depository designated by the Board.

The outgoing Treasurer shall be responsible for seeing that the appropriate incoming officers are listed on the bank signature card(s) and are authorized to sign checks on all HPCA accounts.

Article VII – Committees

Section A: Committee Chairpersons shall serve a term of one year and may serve for an unlimited number of terms. They shall name the members of their committees. Committee members shall serve for one year and until their successors have been appointed and qualified. The size of a committee shall be determined by the Committee Chairperson.

Section B: Special purpose committees should be appointed with an understanding that the committee will cease to exist once their specific task is completed.

Article VIII – Membership Meetings

Section A: General membership meetings of HPCA are to be held as needed. The day and time will be established by the Board of Directors and communicated to members via the website: peacecorpshouston.org. No quorum is required at general meetings unless the Board of Directors is presenting a matter that requires a vote by the membership. In that case, a quorum of the membership is required for that action to be considered approved by the membership.

Section B: The annual meeting is designated by the Board of Directors. The membership must receive at least six weeks advance notice of this meeting. A quorum of at least twenty-five percent of the eligible membership must be present either in person or virtually. Written/mailed/mailed/internet ballots may be used to meet the required quorum, with the supreme consideration of maintaining the anonymity of the ballot where necessary.

Section C: The Board of Directors shall be elected by a majority of the eligible voting members. At the discretion of the Board ballots may be mailed or emailed to all members in good standing at least twenty days prior to the annual meeting and must be returned postmarked no later than seven days preceding the meeting, brought to the meeting by the member attending, or returned electronically at least one day before the meeting. If this procedure is used, the Board will plan so that integrity of the ballots and the anonymity of the voter is preserved.

Article IX – General Provisions

Section A: The Fiscal year of HPCA shall be January through December.

Section B: Checks shall require one signature for amounts under \$1,000.00 and two signatures for amounts equal to or above that amount. Designation of signatories shall be made by resolution of the Board of Directors.

Section C: As a primary source of reference for definitions and acceptable activities, the HPCA shall use the Internal Revenue Service (U.S. Treasury Department) rules and procedures that were accepted by HPCA when application was made to become a tax-exempt organization - 501(c)(3). No "material change shall be made that is "inconsistent with exemption, in the character, the purpose, or method of operation of the organization." page 4, Pub 557-Tax-Exempt status for your organization

Section D: For matters that are not covered by the above materials (instruction booklets, forms, etc.), the next source of reference shall be these By-laws, followed by Texas law.

Article X – Amendments to the Bylaws

Section A: These Bylaws may be amended at any general meeting by a majority vote of the members present and voting, provided that notice of the proposed amendment is given-in writing to all of the members at least ten days before said meeting, and provided that a quorum is present.

Article XI - Dissolution

Section A: Upon dissolution of the corporation, the assets remaining after payment or provision for payment of liabilities of the corporation, shall be distributed exclusively to organization(s) qualifying as a non-profit organization under Section 501(c)3 of the Internal Revenue Code.

Article XII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern HPCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that HPCA may adopt.