

**BYLAWS
OF
THE NONPROFIT COUNCIL, INC.**

**Article I
NAME AND OFFICES OF CORPORATION**

Section 1.1. Definitions.

- a. Council means *The Nonprofit Council, Inc.*
- b. Board means *Executive Committee*
- c. Members means *dues-paying members of the Council*

Section 1.2. Name.

The name of the corporation shall be *The Nonprofit Council, Inc.* (the “Council”). The Council may operate under such other name or names as may be determined by the Executive Committee or members from time to time.

Section 1.3. Mission.

To Support, Connect and Strengthen the Executive Leadership of Nonprofit Organizations.

Section 1.4. Principal Office.

The principal office of the Corporation is located in Bexar County, Texas.

Section 1.5. Change of Address.

The designation of the county or state of the council's principal office may be changed by amendment of these bylaws. The Executive Committee may change the principal office from one location to another within the named county.

Section 1.6. Other Offices.

The council also may have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Executive Committee may, from time to time, designate.

Article II PURPOSES

Section 2.1. IRC Section 501(c)(3) Purposes.

The Council is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2.2. Corporation.

The Council was incorporated July 10, 2003, under the laws of the State of Texas as a nonprofit corporation.

Section 2.3. Specific Purposes.

The purposes for which the Council is organized are as follows:

- a. to utilize the nonprofit sector's influence to achieve a better quality of life in South Texas.
- b. to enhance the professional knowledge and capability of executives in the nonprofit sector.
- c. to plan for collaborative programs, grant applications and other nonprofit sector initiatives.
- d. to serve as an advocate for the agencies and populations served by expressing a collective voice in regard to issues of common concern to the nonprofit sector.

Article III MEMBERSHIP

Section 3.1. Voting Membership

A voting membership shall consist of the named Chief Executive Officer/Executive Director, President Pastor of an organization/agency that is a certified tax exempt 501(c)3 by the Internal Revenue Service.

Section 3.2. Non-Voting Membership

Non-voting membership categories shall be determined by the Executive Committee from time to time and approved by general membership.

Section 3.3. Dues

Membership in the Council requires payment of annual dues. Dues shall be determined and set from time to time by the Executive Committee. No portion of the dues paid by any members shall be refunded because the member resigns or the member's membership is terminated for any reason.

Section 3.4. Meetings

The voting membership of the council will meet at least three (3) times a year for regular council business matters.

Section 3.5. Voting

The Executive Committee may itself vote, and may authorize the members to vote, on the matters that may be voted upon by them, by means of mail ballot, facsimile transmission, electronic mail or messaging, internet-based voting system or any combination of those methods.

Section 3.6. Quorum

Those members of the Council present in person at a duly noticed meeting of the Council shall constitute a quorum for the transaction of business. Each Council member shall be entitled to one vote on each issue submitted. All matters shall be settled by a simple majority vote of those in attendance.

Section 3.7. Voting Rights

The voting privilege of a voting member expires ninety (90) days from non-renewal of membership.

Article IV EXECUTIVE COMMITTEE

Section 4.1. Eligibility and Number

The officers of the council shall serve as the Executive Committee. There shall not be less than five (5) nor more than ten (10) elected officers.

Section 4.2. Terms

The Executive Committee shall be elected for a two (2) year term, beginning after the year-end of the Council and shall serve until their successors are elected. No person shall be elected for more than two – two year consecutive full terms as an elected officer in the same position. Nothing shall prohibit the election of a former elected officer after the expiration of two (2) years from date of last service. There are no limits to the number of years an officer can serve on the committee in various positions.

Section 4.2.A Executive Director

The Executive Committee may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

The Executive Committee hereby delegates to the Executive Director the responsibility and authority to conduct the business of the agency.

Section 4.3. Attendance

Elected officers are expected to attend all Executive Committee meetings.

Section 4.4. Officers

The following shall be officers of the Council:

- a. Chair The Chair shall preside at meetings of the Executive Committee and shall have the power to call meetings. The Chair shall be responsible for leadership of the Executive Committee in discharging its powers and duties. The Chair shall be authorized to sign contracts and other instruments on behalf of the Council. The Chair shall be authorized to appoint members to Committee as needed. The Chair shall also preside at all meetings of the Council. The Chair shall serve as an ex-officio, non-voting member of all committees.
- b. Vice Chair The Vice Chair shall have all powers and duties of the Chair during the absence, disability or disqualification of the Chair, or during any vacancy in the position of Chair. The Vice Chair shall work with the

Executive Director to research and secure guest speakers for the membership meetings.

- c. Membership Chair The Membership Chair is responsible for the development and implementation of the annual membership recruitment drive, including tracking and reporting of membership status.
- d. Advocacy Chair The Advocacy Chair is responsible for convening Advocacy Committee meetings and bringing forth recommendations for consideration by the Council.
- e. Secretary The Secretary shall scribe the minutes of the Executive Committee, Council meetings and proceedings to be recorded, shall certify to the accuracy of such minutes and actions, shall cause notice of all meetings to be given, shall certify to the accuracy of copies of documents and records, shall attest to the signature of officers of the Executive Committee and shall sign correspondence on behalf of the Executive Committee.
- f. Treasurer The Treasurer shall have custody of all funds and securities belonging to the Council. The Treasurer shall have access to records of all receipts, disbursements, assets and liabilities of the Council and shall report to the Executive Committee on the condition of such records and financial report for distribution at each regularly scheduled meeting of the Council. Prior to the beginning of the fiscal year, the Treasurer shall cause an annual budget to be prepared and presented to the Executive Committee for its approval. At the close of the fiscal year, the Treasurer shall cause to be prepared and submitted to the Executive Committee a financial statement of the Council and a report on the adequacy of internal controls. The Treasurer shall meet with the Executive Director monthly to review Council financials.
- g. Leadership Development Chair The Leadership Development Chair is responsible for convening Leadership Development Committee meetings and bringing forth recommendations for consideration by the committee.
- h. Immediate Past Chair The Immediate Past Chair shall function in an advisory capacity.
- i. Small Organization Chair The Small Organization Chair shall represent the small organizations of The Nonprofit Council
- j. Executive Director The Executive Committee has the authority to hire and release an Executive Director of the Council who shall direct and control operations of the Council. The Executive Director shall be an ex-officio non-voting member of the Executive Committee.

- k. At-Large Member Any consultants working under the direction of the Executive Director maybe invited to attend the Executive Committee meetings as a non-voting member

Section 4.5. Meetings

The Executive Committee shall meet the second Wednesday of every month, unless otherwise decided upon.

Section 4.6. Quorum

A simple majority of at least 51% shall constitute a quorum of the Executive Committee for the purpose of conducting its business and exercising its powers.

Section 4.7. Vacancies

If there is a vacancy in the Chair position, the Vice Chair assumes the duties of Chair for the remainder of the unexpired term. The Chair may fill other Officer vacancies. An Officer appointed by the Chair to fill a vacancy shall complete the unexpired term of his/her predecessor.

Section 4.8. Removal

Any Officer may be removed from membership on the Executive Committee upon a majority vote of the remaining Officers.

Section 4.9. Rules of Order

All meetings of the Executive Committee shall be conducted by, *Robert's Rules of Order*, latest edition, subject to the provisions of this document.

Article V COMMITTEES

Section 5.1. Nominating Committee

The Chair appoints the Nominating Committee. At least three (3) members from the eligible membership of the Council will be appointed. The Nominating Committee shall present to the Council, at the October Membership Meeting, a single slate of nominees for the Executive Committee (Officers of the Council).

Section 5.2. Advocacy Committee

The Advocacy Committee will be made up of no less than eight (8) individuals and no more than twenty (20), six of which may be at-large positions from the community. The Advocacy Committee will be knowledgeable of public policy concerns, screen issues, and make recommendations regarding issues the Council should consider for public action.

Section 5.3. Leadership Development Committee

This Committee, under the direction of the Leadership Development Chair, will work to identify training, coaching, peer-to-peer sharing and other activities that will connect, support and strengthen the executive leadership of TNC members.

Section 5.4. Membership Committee

This Committee, under the direction of the Membership Chair, will work on strategies to promote TNC and grow the nonprofit membership. Committee members will also act as TNC Ambassadors, introducing new members at all events and meetings.

Section 5.5. Special Committees

The Chair may, with Executive Committee confirmation, create and appoint special ad hoc committees. The term of such committees shall sunset at the end of the year, unless reappointed by the Chair for a subsequent year.

Article VI RESPONSIBILITIES AND POWERS OF THE EXECUTIVE COMMITTEE

Section 6.1. Employees and Services

The Executive Committee may employ and assign the duties, tenure and compensation of the Executive Director. The Executive Committee shall engage the services of other persons, firms, partnerships and corporations deemed necessary by the Executive Director.

Section 6.2. Fiscal Year

The Executive Committee shall fix the fiscal year of the Council.

Section 6.3. Depository

The Executive Committee may designate one or more banks to serve as a depository for the funds of the Council.

Section 6.4. Annual Budget

The Executive Committee shall adopt an annual budget that includes, but is not limited to, operations, exhibitions, programs, capital expenditures and support groups.

Section 6.5. Grants & Contracts

The Executive Committee may make contracts, leases and agreements, and may accept grants from any private, public or governmental entity. The Chair shall have authority to enter into such contracts and expend such funds on behalf of the Council as the Executive Committee may specify.

Section 6.6. Fundraising

The Executive Committee shall approve fundraising and fundraising activities for the Council.

Section 6.7. Policies

The Executive Committee shall adopt policies for the Council and shall cause such policies to be maintained in a Policy Manual.

Section 6.8. Planning

The Executive Committee shall cause long-range and short-range planning for the Council to be conducted, reviewed and revised on an annual basis.

Article VII
INDEMNIFICATION OF THE EXECUTIVE COMMITTEE

Section 7.1. Indemnification An Officer of the Council is not liable to the Council for Monetary damages for any act or omission by an Officer in his/her capacity as Officer except for:

- a. An Officer's breach of his/her duty of loyalty to the Council
- b. Bad faith act or omission involving intentional misconduct or a knowing violation of the law
- c. A transaction from which an Officer received an improper benefit
- d. An act or omission for which liability of an Officer is expressly provided for by statute.

The Council shall further indemnify any Executive Committee member (Officer of the Council) or former Officer for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his having been such Officer, except as provided hereinabove.

Article VIII
AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of those members present and voting at any duly noticed meeting of the membership, whether an Annual Meeting or special meeting, provided notice to amend has been given in writing at least two (2) weeks prior to the meeting.

THE NONPROFIT COUNCIL, INC.

Annette Rodriguez, Secretary

Date

revised February 2018