

By-Laws of M.O.V.E. TEXAS ACTION FUND

Adopted on: December 22, 2015

Updated on: July 10, 2018

Article I. Name, Purpose, and IRS Status

- A. Name: The name of the organization is M.O.V.E. Texas Action Fund (Mobilize, Organize, Vote, Empower) and may be designated, where appropriate, “M.O.V.E. Texas Action Fund,” “MOVE Texas Action Fund,” or “MOVE TX Action Fund.”
- B. Purpose and IRS Status: The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(4), and the Texas Tax Code, Section 11.18, to provide for, specifically:
 - a Mission Statement: MOVE Texas Action Fund is a grassroots, nonpartisan nonprofit organization building power in underrepresented youth communities through civic education, leadership development, and issue advocacy.
 - b IRS Status: M.O.V.E. Texas Action Fund will not participate or intervene in any political campaign on behalf of, or in opposition to, any candidates for public office to extent that would disqualify it from being recognized as tax-exempt under section 501(c)(4) of the Internal Revenue Code.

Article II. Corporate Offices and Registered Agent

- A. The principal offices and place of business of M.O.V.E. Texas Action Fund shall be proposed by the Executive Director and approved by the Board of Directors.
- B. The registered office and registered agent may, but need not be, identical to the corporate principle office in Texas. The Board of Directors may change the registered office and registered agent as provided in the Code.
- C. The registered agent shall be the Executive Director of MOVE Texas Action Fund as named by the Board of Directors.

Article III. Board of Directors

A. Composition, Election, Term of Office, and Duties of the Board of Directors

1. The Board shall consist of five (5) to twenty-one (21) members. Fifty-one (51) percent of the initial board will begin with two (2) year terms
2. Initial composition of the Board will include Directors elected to serve one (1) and two (2) year terms. At the end of the initial terms, members will shall be elected to staggered two (2) year terms.
3. The Board of Directors shall oversee the financial standing and long-term strategic direction of the organization.
4. The Board of Directors may impose additional duties and responsibilities for service on the Board.

B. Compensation

No member of the Board of Directors of M.O.V.E. Texas Action Fund shall be entitled to receive any compensation for their services to M.O.V.E. Texas Action Fund in such capacity; however, nothing herein shall prevent any member of the Board of Directors from serving M.O.V.E. Texas Action Fund in any other fully-disclosed capacity, and receiving compensation therefore, upon approval of the Board of Directors.

C. Regular and Special Meetings

The Board of Directors shall meet at least once every quarter at a time and location to be fixed by the Board of Directors. Special meetings may be called by the Chair or upon the request of two (2) of the Directors.

D. Annual Meeting

The Board of Directors shall hold its annual meeting for the purpose of electing Officers and conducting necessary business no more than 30 days after the commencement of the fiscal year.

E. Attendance

Each Director is expected to be present at all meetings of the Board.

1. Participation through conference call is acceptable, provided all Directors can hear one another. Such participation constitutes attendance.
2. If a Board member misses two or more regular meetings in a given calendar year, they will be placed on probation, with voting rights in suspense until such time that a majority of the Board votes to fully reinstate them.

F. Vacancies

The Board of Directors may add its own members at any time to fill vacant seats, as it sees fit, for the remainder of the term created by the vacancy.

Filling a vacancy requires a two-thirds (2/3) vote of the Board of Directors.

G. Removal of a Director or Member

The Board of Directors has the power and authority to expel a Director for cause by a two-thirds (2/3) vote of the Board.

H. Resignation

Should a member of the Board wish to resign, they may do so by composing a letter to the Board Chair and Executive Director. Resignations can be made effective immediately or on a schedule outlined by the outgoing member.

I. Quorum

For the purposes of meetings of the Board of Directors, two-thirds (2/3) of the voting membership shall be sufficient for quorum.

J. Executive Session

Any meeting of the Board of Directors, the Executive Committee,

1. Standing Committees, or of any Special Committees so authorized by the Board of Directors may be in executive session, open only to its members and those staff or visitors invited to remain.
2. Executive sessions can be declared by the chairman of the body or by majority vote of the body.

3. Matters relating to personnel and matters relating to litigation shall normally be discussed in executive session.
4. During executive session, minutes shall be maintained outlining decisions made.
5. Except upon a vote of the body or under advice of counsel, these minutes will be available to the public.
6. Records kept confidential will be kept with counsel, but will be available to Directors for confidential review upon request.

K. Minutes

1. Minutes of all meetings of the Board of Directors must be taken by the Secretary and maintained by the Vice Chair of the Board, or another member designated by the Chair in case of absence of the Vice Chair.
2. Such minutes will record matters discussed and actions taken, but not the content of the discussions.
3. Names of individuals making motions shall be included in the minutes.
4. Written minutes of meetings, once approved, shall be the official record of such meetings. The Board of Directors will approve the meeting minutes from the most recent Board meeting at the next meeting.

L. Voting

1. Voting by proxy is prohibited.
2. Votes through email must be announced at least three (3) business days before a vote will be taken and be left open for at least three (3) business days.
3. In cases of exigency, the Board may, with a 2/3 majority, suspend the requirement of three (3) days notice and/or three days (3) day voting period.
4. All matters require a majority vote for approval unless otherwise noted in the bylaw.

M. Treasurer's Report

At each meeting of the Board of Directors, the Treasurer shall report on the financial standing of the corporation.

Article IV. Officers

A. Officers of the Board

Officers of the Board are elected by the body of the whole and serve for one (1) year. Officers will oversee and provide direction, in coordination with the body of the whole respecting the activities of the organization

1. **Chair:** The Chair of the Board shall provide leadership and policy guidance and management direction to M.O.V.E. Texas Action Fund and its members, and shall perform such other duties as may properly be assigned to them by the Board of Directors. The Chair shall preside at Board meetings, maintain communication among the Board of Directors between meetings, and serve as Board liaison to the staff unless otherwise noted.
2. **Vice-Chair:** The Vice-Chair will work with other Directors to set objectives and enforce policies of the organization; create public awareness initiatives and ensure the organization is visible to the public, and assume the role of the Chair if the Chair is unable to do so.
3. **Secretary:** The Secretary will record and maintain all minutes for meetings of the Board of Directors and shall coordinate with the Executive Director to insure all required filings for the organization are current with the appropriate state and federal regulatory bodies.
4. **Treasurer:** The treasurer will oversee all budgets and financial actions of the organization. They will present budget reports at all Board meetings, and will maintain the Corporation's bank account. The Treasurer should also be actively involved with the organization's bookkeeper and have read-only access to the organization's bank account online.

B. Election and Removal of Officers from the Board

1. The officers of the Board shall serve one-year terms and are elected at the annual board meeting on a secret ballot.
2. In the event of a vacancy in an Officer's position, the Executive Committee shall make an interim appointment to complete the remainder of the term, subject to confirmation by the Board of Directors at its next scheduled meeting.
3. The Board of Directors has the authority to recommend an Officer be removed. Removal of an officer requires two-thirds (2/3) vote of all Board members. An officer's removal does not affect the individual's standing as a member of the Board. Such action takes a two-thirds (2/3) vote of all Board members. Officers recommended by the Board for removal will not vote.

Article V. Standing Committees

A. Executive Committee

1. The Executive Committee will consist of the Board Chair, Vice Chair, Secretary, and Treasurer. The Executive Committee should be the main contact for the staff in the event of an emergency.
2. The Executive Committee is responsible for seeking new interested candidates for the Board of Directors prior to elections, and for nominating those candidates to fill vacant seats.
3. The Executive Committee is responsible for overseeing the budget of the organization, assisting with fundraising plans, and engaging in long-term financial strategic planning.

B. The Executive Committee can create other committees as needed by a majority vote, and can charge those committees with any of the responsibilities under its purview. The Executive Committee members may serve as ex-officio members of other committees created. Board membership is not a prerequisite for membership on a Board committee,

but any non-Directors appointed to a committee by the Executive Committee will require confirmation by a vote of the full Board.

Article VI. Rules of Order

The latest edition of Robert's Rules of Order Newly Revised shall govern deliberations at all meetings of Members, of the Board of Directors, and of the Executive Committee, unless specific exceptions are made.

Article VII. Bylaws

A. Adoption

These Bylaws shall be adopted and take effect upon the unanimous consent of the initial Board of Directors.

B. Amendments to Bylaws

1. Bylaws can be amended by the Board of Directors by:

- a. The amendment must have been proposed at least one week (5 business days) in advance of the Board meeting at which it will be voted on and be made generally available to the members of the corporation.
- b. The proposed amendment must be adopted by a vote of two-thirds (2/3) of Directors present at the meeting at which it is proposed.

Article VIII. Fiscal Year

The fiscal year of M.O.V.E. Texas Action Fund shall follow the calendar year.

Article IX. Authority to Execute Contracts or Other Legal Instruments.

A. Authority

No person shall have any authority to expend any corporate funds or nor legally bind the corporation by any contract or any other legal instrument unless so authorized by these Bylaws or by specific authorization of the Board of Directors.

B Authorization.

The Board of Directors may authorize, through a vote, any Officer, Director, or agent of M.O.V.E. Texas Action Fund to execute and deliver any binding contract or other legal instrument.

Article X. Applicable Law.

These bylaws shall be governed by the laws of the State of Texas.

Article XI. Private Interest in Corporate Property Prohibited.

No Officer, Director nor Staff Member shall have any right, title or interest in any of the assets or property of the Corporation, except a right to make use thereof in accordance with the rules, regulations, conditions or limitations adopted by the Board of Directors.

Article XII. Indemnification, Insurance and Limitation of Liability

A. Protection of Officers, Directors, and Committee Members.

No Officer, Director, or committee member of MOVE Texas Action Fund shall be held legally and personally liable for monetary damages for a breach of fiduciary duty in their individual official capacities, as long as the individual

1. engaged in good faith conduct; and
2. reasonably believed:
 - a in the case of conduct in the individual's official capacity with the corporation, that the conduct was in its best interests; and
 - b in all other cases, that the conduct was at least not opposed to its best interests; and
 - c in the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

B. M.O.V.E. Texas Action Fund shall indemnify and hold harmless each of its Officers,

Directors, and committee members, or former officials or agents, to the fullest extent permitted by law. The indemnification provided by this section shall not be deemed to be exclusive of any other rights to which any person may be entitled under any agreement, or as a matter of law, or otherwise, both as to action in a person's official capacity and to action in another capacity.

C. Limitation of Liability.

Notwithstanding any other provision hereof, the debts, obligations and liabilities of M.O.V.E. Texas Action Fund shall be solely the debts, obligations and liabilities of M.O.V.E. Texas Action Fund; and no Officer, Director, or member of any M.O.V.E. Texas Action Fund committee shall be obligated personally for any such debt, obligation or liability of M.O.V.E. Texas Action Fund solely by reason of being or serving as an Officer, Director, or committee member of M.O.V.E. Texas Action Fund.

D. Insurance.

The Executive Director and Executive Committee will identify and select the best insurance plans to protect Board members from liability. Directors and Officers insurance will be maintained as an expense of the organization.

Article XIII. Dissolution of the Corporation.

- A. In the event of liquidation, discontinuance, dissolution, or abandonment of the corporation, all of the property and assets of M.O.V.E. Texas Action Fund shall be transferred or conveyed by the Board of Directors by way of gift to one or more domestic corporations that are exempt from state and federal taxes as organized under Sec. 501(c)(3) or 501(c)(4) of the Internal Revenue Code and are engaged in activities similar to those of M.O.V.E. Texas Action Fund.
- B. Dissolution of the corporation requires unanimous consent of the Board.