

Bylaws of
Wimberley Ray of Hope Foundation, Inc.

Article I Name and Location

The name of the Texas non-profit foundation shall be the *Wimberley Ray of Hope Foundation, Inc.*, hereinafter called "the Foundation". The principal address of the Foundation shall be PO BOX 2396, Wimberley, Hays County, TX, 78676.

Article II Purpose and Parties

The sole purpose of the Foundation is to provide a safe, perpetual, smoke-free meeting place for alcoholics dedicated to recovery from alcoholism, minimizing rent to the recovery group. The Foundation shall have no input into the day to day business of the recovery group(s) that lease meeting space.

The Foundation shall conduct all its operations in accordance of the letter and the spirit of the Texas Open Meetings Act.

Article III Membership

Sec. 1: Qualifications: The foundation shall have one (1) class of members. Any person who contributes time, energy, materials, services or money to the Foundation is eligible for membership.

Sec. 2: Membership Procedure: Any eligible person is a member when s/he asks to be included in Membership List, managed by the Secretary of the Foundation. Name and contact information of member shall be provided to the Secretary of the Foundation.

Sec. 3: Voting Rights: Any member is entitled to one vote on each matter submitted to a vote of the members.

Article IV Meetings of Members

Sec. 1: Annual Meeting: An annual meeting will be held during the month of January each year for the purpose of electing members to the Board of Directors and to transact other business as may be properly brought before the meeting. The President of the Board of Directors will preside at the annual membership meeting.

Sec. 2: Special Meetings: Special meetings of the entire membership of the Foundation may be called by the Board of Directors, or by petition of not less than 5 eligible members of the Foundation, to the Board, for such a meeting to be held. Any such requests shall be made in writing, shall describe the reason(s) and such reason(s) will constitute the only item(s) to be discussed at the meeting.

Sec. 3: Notification: At least 10 days before the annual meeting or any called special membership meeting, notification will be posted on the "Foundation Bulletin Board" at the meeting place for the recovery group. Any members of the Foundation, who are not members of the recovery group, will be notified by phone at least 10 days prior to the meeting. The purpose of the meeting will be stated in the notification.

Sec. 4: Manner of Acting: A majority of the votes to be cast on a matter to be voted upon by the members present at a meeting shall be necessary for the adoption thereof.

Article V Board of Directors

Sec. 1: General Powers: The affairs of the Foundation shall be managed by the Board of Directors.

Sec. 2: Number, Tenure and Qualifications: The initial Board of Directors shall be the four (4) officers listed on the original Articles of Incorporation of the Foundation. The Board shall be comprised of up to nine (9) members. Directors who are recovered alcoholics must have a minimum of two years sobriety.

Tenure shall allow each Director to serve for 2 years. Each Director shall serve until his/her successor has been elected and qualified. At each annual meeting of members, the Nominating Committee will present a list of candidates to be considered for election to the Board of Directors. Voting will be by ballot. Write-in candidates are acceptable. Ballots will be counted before the meeting of the Board of Directors immediately following the annual meeting of members.

Sec. 3: Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution. Regular meetings of the Board of Directors are open to all members of the Foundation.

Sec. 4: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may choose any place for holding any special meeting of the Board. Special meetings of the Board of Directors are open to all members of the Foundation.

Sec. 5: Notice: The Secretary or officer performing Secretary's duties shall give notice of special meetings to each Board Member at least four (4) days in advance of the meeting by mail, telephone or other accepted means.

Sec. 6: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Sec. 7: Manner of Action: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 8: Vacancies: Any vacancy on the Board of Directors will be filled by the affirmative vote of the majority of the Board of Directors present in person at a special or regular annual meeting. A Director elected to fill this vacancy shall be elected to fill the unexpired term of his predecessor until the next annual meeting of members of the Foundation at which an election of Board of Directors is held.

Sec. 9: Informal Action by Directors: Any action required to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Sec. 10: Compensation: Directors as such shall not receive any compensation for attendance at meetings or any board related services rendered to the Foundation. Directors may be compensated for non-board related services.

Article VI Officers

Sec. 1: Officers: The Board of Directors shall elect from among its members a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Sec. 2: Election and Term of Office: Officers shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors. Officers shall be elected for a term of one (1) year, and be eligible for re-election. No Board Member may hold more than one office at a time. Officers shall assume their positions immediately after the annual meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Sec. 3: Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby.

Sec. 4: Vacancies: 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.

Sec. 5: President: The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she appoints members and chairpersons of committees. He/she may sign, with the secretary or any other proper officer of the Foundation authorized by Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have signatory authority, in conjunction with one other officer, on Foundation checks.

Sec. 6: Vice President: In the absence of the President or in the event of his or her inability or refusal to act at the direction of the Board, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Vice President shall have signatory authority, in conjunction with one other officer, on foundation checks.

Sec. 7: Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall keep and preserve proper records of Foundation accounts, which shall be open to the Board of Directors and available for audit at any time. The Treasurer shall present an annual financial report to the membership. The Treasurer shall have signatory authority, in conjunction with one other officer, on foundation checks.

Section 8: Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose and submit copies to the Board for approval; shall maintain records of all official actions of the Board; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Foundation records; keep a register of the contact information of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary shall have signatory authority, in conjunction with one other officer, on foundation checks.

Section 9: Assistant Treasurers and Assistant Secretaries: The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII Committees

Section 1: Nominating Committee

The President shall appoint three (3) members to serve on the Nominating Committee. The Nominating Committee shall present a list of candidates to be considered at the annual meeting of members for election to the Board of Directors. Each candidate must be qualified and willing to serve on the Board and be in no way related to any other Board member during his/her term of service.

Section 2: Other Committees

The President may appoint members to serve on committees as the affairs of the Foundation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the President may determine from time to time.

Section 3: Term of Office

Each member of a committee shall serve at the pleasure of the President.

Section 4: Chairman

One member of each committee shall be appointed chairman by the President.

Section 5: Rules

Each committee is autonomous and may adopt rules for its own operation not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII Checks, Deposits, Funds and Contracts

Section 1: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by one (1) officers of the Foundation.

Section 2: Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3: Gifts

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Foundation.

-

Section 4: Contracts

The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. If an expense may exceed \$2,000.00, the board will seek at multiple bids.

ARTICLE IX Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep a record giving the names and contact information of the members entitled to vote. All books and records of the Foundation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE X Fiscal Year

The fiscal year of the Foundation shall begin on January 1st and end on December 31st in each year.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Foundation Act or under the provisions of the Articles of Incorporation or the by-laws of the Foundation, 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 deemed equivalent to the giving of such notice.

ARTICLE XII Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting at which there is a quorum, if at least four (4) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XIII Duration and Dissolution

The period of the Foundation is perpetual as shown by the Articles of Incorporation, filed on December 9, 2005, with the Texas Secretary of State. In the event of the dissolution of the Foundation, all assets will be liquidated, all hard property will be sold at market value and existing monies will be donated to a qualifying non-profit organization under Section 501(c)(3) of the Internal Revenue Code as agreed upon by the Board of Directors.

ARTICLE XIV Adoption of By-laws

The foregoing Bylaws of this Foundation are hereby adopted by the undersigned, being all the Board of Directors of such Foundation named in the Articles of Incorporation on _____, 2006.

Bylaws amended 9/8/15