

**RE-STATED BYLAWS OF
THE WORLD AFFAIRS COUNCIL
OF SOUTH TEXAS
As Amended August 2019**

**ARTICLE ONE
NAME**

The name of this educational, charitable and non-profit Council is “The World Affairs Council of South Texas” (hereinafter referred to as “The Council”).

**ARTICLE TWO
PURPOSE**

This Council is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The mission of the World Affairs Council of South Texas is to:

- empower citizens to participate in the national debate on world affairs
- build citizen support for American engagement in the world
- stimulate communities to interact effectively in the global economy
- help people relate their local concerns to global issues
- improve international education in South Texas
- foster international interests among America’s young people
- build strategic alliances with counterpart organizations

**ARTICLE THREE
MANAGEMENT**

The Council shall be governed by the Board of Directors, who hereafter is called the Board of Trustees. All officers, the executive committee, and other committees shall report to the Board of Trustees. Day-to-day management shall be accomplished by the Executive Committee.

**ARTICLE FOUR
MEMBERSHIP**

The Board of Trustees shall from time to time establish classes of membership; prescribe the procedures for admitting persons, Councils, and organizations to membership; set dues and determine privileges, services, and publications to be afforded to the several classes of members. The Board may provide for special privileges to persons, Councils or organizations that shall make contributions. Each member person over 18 years of age, member Council and member organization shall be entitled to one vote.

ARTICLE FIVE AFFILIATIONS OF THE COUNCIL

The Council is an affiliate of the World Affairs Councils of America.

The Council may, by vote of the Board of Trustees, affiliate with any other organization whose purposes are similar to those of the Council and which is exempt from federal income taxation. It may likewise authorize any such organization to become affiliated with it.

No affiliation by or with the Council shall be construed as an endorsement by the Council of the purpose, activities, or pronouncements of any affiliated organization.

Affiliation by and with the Council shall not confer privileges of membership upon the members, if any, of the affiliate, except and to the extent arranged for time to time by the Board of Trustees.

The secretary shall maintain and keep a current list of the Council's affiliations as an annex to these By-Laws.

ARTICLE SIX ANNUAL MEETING OF MEMBERS

The annual meeting of members shall be held each December, for the purpose of electing Trustees. The date, time, and place will be fixed by the executive committee. The time and place of the Annual meetings shall be mailed or emailed to the members not less than thirty (30) days prior to the annual meeting.

Special meetings of members may be called by the Chair with a mailing (or email) to the membership at least fifteen (15) days in advance, stating the time, place, and purpose of the meeting.

ARTICLE SEVEN OFFICERS

The officers of the Councils shall be President, Secretary and Treasurer. They shall serve for a period of one year or until their successors are named and seated.

The Treasurer shall be responsible for the management, budgeting, expenditure and accounting of corporate funds. The treasurer shall submit the Annual Budgets to the Board for appropriate action and be Chair of the budget committee.

The Secretary shall be responsible for the records of the actions of the Board meetings, executive committee meetings and annual membership meetings and that a

summary report is available at the next regular meeting. The Secretary will also be responsible for the corporate records and the record of membership.

The Executive committee may designate other officers and their job description.

ARTICLE EIGHT BOARD OF TRUSTEES

The Board of Trustees shall have a Chair and Vice Chair, both of whom shall be appointed by the Board of Trustees.

The Chair shall preside over the Board of Trustee meetings, Executive Committee meetings, and the annual meeting of the members. He/She shall, under the authority of the Board of Trustees, be responsible for the general direction of the policies and affairs of the Council. The Chair will sign the official corporate documents.

The Vice Chair shall assume of the duties of the Chair in the absence of the Chair.

The Board of Trustees shall consist of the officers named in Article Seven and not more than fifty (50) other members, the size and composition thereof being determined by the Executive Committee.

Trustees will serve a one to three-year term. They may be re-elected to a second three-year term. After completing two three-year terms they must be off the Board for one year before being eligible to serve again. There are no term limits for the five original Trustees.

As the Board is expanded, terms will be staggered so that as soon as possible, in any one year no more than one-third of the Trustees positions will be open for elections. Trustees serving a one-year term may serve two additional three-year terms. Trustees serving a two-year term may only serve one additional three-year term.

Trustees may be removed from office by a two-thirds vote of the Executive Committee for inactivity as a Trustee or for behavior unbecoming a Trustee. Trustee positions that are vacated may be filled or left vacant by the executive committee. The Trustee filling the vacated position will serve the balance of the term of the Trustee being replaced.

The Board of Trustees shall meet annually, immediately following the annual meeting of the members. A quorum shall be considered present if the Chair or the Vice Chair is present, since adequate notice will have been given of the Annual meeting of the Membership. Special meetings may be called by the Chair or any two (2) members of the Executive Committee. A quorum shall be considered present provided that notice of the substance of any proposed business has been mailed to all trustees at least fifteen (15) days

before such meeting. Only the business noted as the purpose in the notice for the meeting may be conducted at a special meeting.

At any meeting in which a quorum is present, a majority of those present may bind the Board. Proxy voting is not allowed.

The Board of Trustees shall govern the general affairs of the Council and may fill vacancies among the officers. It may remove any of its officers by a majority vote of the entire Board.

The Executive Committee shall appoint a nominating committee with a slate of candidates for the Board of Trustees. Such slate shall be sent to the Board of Trustees not less than 30 days prior to the annual meeting. The Board of Trustees shall select the new member(s) of the Board prior to the beginning of the annual meeting of members.

ARTICLE NINE EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chair, other elected officers and other Board members appointed by the Chair and approved by the Board of Trustees. In addition, the immediate Past Chair will serve on the Executive Committee for a period of one year following his/her term of office. Vacancies on the Executive Committee shall be filled upon the recommendation of the Chair and a vote of a majority of the Executive Committee present at any meeting in which a quorum is present. Such actions must be ratified at the next meeting of the Board of Trustees. The Executive Committee may hire staff and establish responsibilities of said staff as it deems necessary and appropriate. In addition, if an Executive Director is hired, then he/she will be a voting member of the Executive Committee and also a voting member of the Board of Trustees. The Chair will be the Chair of the Executive Committee, which will meet by call of the Chair. It shall have primary responsibility for routine expenditures and personnel and may make recommendations to the Board of Trustees as to the annual budget and other matters. It may act for the Council upon a matter which will not await the next regular meeting of the Board of Trustees. One half (1/2) of the membership of the Executive Committee shall constitute a quorum.

Action in-lieu of a meeting may be taken if unanimous consent is given by phone, email, or in writing.

ARTICLE TEN COMMITTEES

There shall be a committee on budget, chaired by the treasurer, and such other committees as the Executive Committee may deem it appropriate to establish. The Chair, with the approval of the Executive Committee, shall appoint the Chair of all other committees, who shall be Trustees but need not be members of the Executive Committee.

ARTICLE ELEVEN AMENDMENTS

These By-Laws may be amended by a vote of the Board of Trustees present at any regular or called meeting, provided that notice of the substance of any proposed amendment has been mailed to all Trustees at least fifteen (15) days before such meeting.

ARTICLE TWELVE DISSOLUTION

Upon the dissolution of the Council, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Council, dispose of all the assets of the Council exclusively for the purposes of the Council in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, or religious, or scientific purposes as shall at the time qualifying as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States law), as the Board of Trustees determine. First consideration shall be to transfer the assets to the World Affairs Councils of America. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Council 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.

ADOPTION

These Re-Stated By-Laws were adopted by the Board of Trustees at its quarterly meeting on August 14, 2019.

Donald M. Feferman, Chairman



Encl: Attachment A