

# SCRIPTWRITERS-HOUSTON

## BYLAWS

### ARTICLE 1 – NAME AND PURPOSE

1. **Name:** This non-profit corporation shall be known as Scriptwriters-Houston.
2. **Purpose:** The purpose of Scriptwriters-Houston shall be to further the cause of and an interest in professional quality writing for stage and screen through critiques, educational programs developmental workshops, seminars, and showcases of member's work.
3. **Registered Office and Registered Agent:** The principal and registered office of Scriptwriters-Houston shall be in the City of Houston, County of Harris, State of Texas, and the office of the registered agent shall be at the identical address. The name of the registered agent shall be designated by the Board of Directors and may be changed from time to time by the Board of Directors. Change of name and address shall immediately be filed with the Secretary of the State in accordance with the Texas Nonprofit Corporation Act.
4. **Fiscal Year:** Fiscal Year of Scriptwriters-Houston shall run January 1<sup>st</sup> through December 31<sup>st</sup>.
5. **Dues:** The date of collection and the amount of dues shall be established by the Board of Directors.

### ARTICLE II - MEMBERS

1. Membership shall be open to all persons regardless of race, handicap, religion, gender, sexual orientation, or national origin who subscribe to the purposes of Scriptwriters-Houston and who pay the annual dues. Members shall be entitled to vote, hold office, attend all meetings and receive general publications. Classifications of membership may be established by the Board of Directors.
2. Membership privileges may be terminated by a failure to pay annual dues in a timely manner as determined by the Board of Directors.
3. A member may be expelled from Membership at the option of the Board of Directors for any infraction by the Bylaws, Rules and/or Regulations of this organization or any good and valid reason as the Board of Directors shall determine. The expelled Member shall have no recourse to any procedural or substantive due process, with the exception of having the right to be heard in self-defense before the vote. The expelled Member may not reapply for Membership for a period of two (2) years following expulsion and acceptance of their application would be at the discretion of the Board of Directors.

### **ARTICLE III – MEMBERSHIP**

1. **Annual Meeting:** There shall be an Annual Meeting of the Members at such a time and place as may be designated by the Board of Directors prior to the end of the fiscal year of Scriptwriters-Houston. Such meeting shall be for the purpose of electing Officers and Chairs, hearing reports and conducting such other business as may properly come before Scriptwriters-Houston.
2. **Regular Meetings:** Scriptwriters-Houston shall meet regularly at a place and time as designated by the Board of Directors. The purpose of the meetings shall be to read scripts as scheduled and/or to present a program on scriptwriting. Meetings shall also accommodate a time for announcements of special and general interest, including resolutions of matters of concern presented by the Board of Directors or by the Members.
3. **Notice of Annual or Special Meetings:** Notice stating the place, day and hour of the Annual or any Special Meeting of Members shall be sent to all Members no less than fourteen (14) days nor more than forty-five (45) days prior to the date of the meeting, by or at the direction of the Board of Officers or persons calling the meeting. For a Special Meeting the purpose or purposes of the meeting shall be limited to the purpose as stated in the notice.
4. **All meetings of the Membership shall be open to the public:** All other meetings, including Board meetings, will be open to Members unless otherwise specified by the Board of Directors.
5. **Quorum of Members:** Members holding fifteen (15) percent of the votes entitled to be cast, represented in person or by written proxy or by advance balloting, shall constitute a quorum. The vote of the majority of the votes entitled to be cast shall be the act of the Members meeting.
6. **Voting of Members:**
  - A. Any Member who has paid their dues shall be entitled to one (1) vote on each matter submitted for a vote at a meeting of the Members.
  - B. The Board of Directors shall meet in October to appoint a Nominating Committee composed of one Retiring or Ex-Board member plus two (2) active Members for the purpose of nominating one candidate for each of the Board Officers. The Committee Chair will announce the slate of candidates at the Membership meeting in November and will notify all Members by mail or email.
  - C. The Committee Chair, after announcing the slate of Board Officers, will open the process to further nominations from the Members. Such nominations may be made either in person at that meeting or subsequently by contacting the Chair. Each nomination from a member must be seconded by another Member and shall include a statement by the person nominated that if elected he/she will serve in the capacity to which he/she is nominated.

- D. Members shall be entitled to vote for the Board only if they have paid their dues and have been Members for at least thirty (30) days prior to the election.
- E. The election of Board of Directors shall be held and the results announced at the Membership meeting in December. Members may register their votes for each of the individual Officers in one of four (4) ways: 1) in person at the meeting, 2) by written proxy delivered at the meeting, 3) by mail (to be received on or before the meeting day) and 4) or by email (received prior to the meeting). Email votes will be printed out for counting purposes, and all ballots will be retained thirty (30) days for verification in case of a recount. Election results will be announced to all Members at the meeting and by mail or email.
- F. If more than two (2) candidates are nominated for a single position, the ballot shall direct the Members to vote for their first choice and their second choice. (The second choice cannot be the same as the first.) If one of multiple candidates does not win a majority of votes on the first ballot, the secondary votes for the two leading candidates shall be added to the original totals to determine the winner, whether by majority or plurality. If the vote between two candidates is a tie, a vote of the Board of Directors shall determine the winner.
- G. Failure of the Board of Directors or any other person responsible for the elections to substantially comply with the provisions herein regarding elections will render the elections to be null and void.

#### **ARTICLE IV – BOARD OF DIRECTORS**

1. **Duties:** The Board of Directors shall manage the affairs of Scriptwriters-Houston, which duties shall include, but shall not be limited to, the establishment of policy and procedures, committees, panels, foundations, fiscal decisions, etc. The Board may refer any matter whatsoever to the Membership and may empower the Membership to make any decision the Board of Directors is authorized to make.
2. **Classification of Directors:** The Board shall be: The five (5) Officers of Scriptwriters-Houston, which are elected, and three (3) Chairs which are appointed by the President with a majority vote of the Board of Directors. The President can appoint a Chair with the majority vote of the Board of Directors. Any two (2) or more offices may be held by one person except the office of President and Corporate Secretary.
  - A. **The Board Officers:** Shall be elected and have the right to execute an emergency vote. Board Officers Chairs can schedule regular board meeting, may call an emergency Board meetings and appoint Chairs. The Board of Officers may appoint no more than two (2) additional Chairs at their discretion with full voting rights for the Board's term of office.

- a. The PRESIDENT shall preside at all meetings of the Board and General Membership. Finding and securing Artistic Directors when needed for special productions of Members work. With exception of the Nominating Committee on which the President shall not serve, the President shall serve ex-officio on all committees. The President can appoint a Chair with the majority vote of the Board of Directors.
- b. The 1<sup>st</sup> VICE PRESIDENT shall assume the duties of the President in the absence of the President and shall head the Publicity/Public Relations Committee.
- c. The CORPORATE SECRETARY shall be the keeper of the corporate seal, charter Bylaws of Scriptwriters-Houston and shall record and keep the minutes of the Board and Membership, and shall keep an accurate roster of all Members and shall serve as head of the Membership Committee.
- d. The CORRESPONDING SECRETARY shall be responsible for all correspondence of the Board and shall head the Communications Committee, which shall oversee the dissemination of any newsletters approved by the Board.
- e. The TREASURER shall maintain banking account(s), collect all dues and other receivables, pay bills, retain documentation such as bills and bank statements, keep a complete and accurate written record of all receipts and disbursements, submit a monthly treasurers report to the Board, make available the report to any Member upon written request, and present a final written report at the first Membership meeting in November.

## **B. Board Chair**

- a. Program Director coordinates special programs and seminars.
  - b. Reading Director schedules all Member readings.
  - c. Historian maintains and keep scrapbooks and web presence.
3. **Terms of Board of Directors:** All Officers shall be elected for two (2) fiscal years. Board Chairs shall be appointed for two (2) fiscal years. An Officer may be elected to succeed himself/herself in that office for a subsequent term, provided that no Officer shall serve no more than two (2) consecutive terms in any one office.
  4. **Terms of Chair:** A Chair may be appointed to succeed himself/herself in that office for a subsequent term, provided that no Chair shall serve more than two (2) consecutive terms in any one office.
    - a. A Chair who shall have served six (6) consecutive years on the Board in various capacities must rotate off the Board for a period of at least one (1) year. Chairs shall serve until their successors are installed or appointed.

5. **Officer Vacancies:** In the event of a vacancy within the Board of Directors, the remaining Board of Directors shall appoint a Member to fulfil the remaining term of the vacated office.
6. **Removal of Any Board of Director:** A Board Member may be removed from office at any time when it is believed that the best interest of Scriptwriters-Houston would be served by such removal. The Officers will consider removing any member of the Board of Director who misses more than three (3) consecutive Board meetings. A Board Member may be removed from office for good cause at a special meeting by a two-thirds (2/3) of all Board Members. The good cause is solely within the discretion of any Board Member voting to remove, and any Board Member to be removed shall not have any right to any procedural or substantive due process unless afforded to that Board Member by the Board.
7. **Qualification of Officers:** No person may be nominated to or elected as an Officer on the Board of Scriptwriters-Houston who is not or has not been an active Member for at least six (6) months prior to nomination.
8. **Board Meetings:** There must be at least two (2) meetings annually of the Board, but there may be more if necessary to carry out the functions of Scriptwriters-Houston. Meetings shall be called or scheduled upon the request of the President or any three (3) Members. Notice of all meetings of the Board shall be given to each Director at least seven (7) days prior to the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called, and the business of the meeting shall be limited to the purpose(s) stated in the notice. Board meetings may be attended by any Member of the organization, but the Member may not participate without the approval of the Board of Directors.
  - A. **Quorum:** A quorum for the transaction of business at any meeting of the Board shall consist of the presence of half of all the voting Directors of the Board. Except as otherwise expressly provided by law or the Articles of Incorporation or the Bylaws, 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.
  - B. **Board Action Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors are polled by telephone or by other means and consent to such actions is obtain either orally or in writing from a majority of all Directors. Such action taken shall be recorded at the next meeting of the Board.
9. **Honorary Directors:** Honorary Directors may be appointed by the Board and shall be individuals who have shown an interest in the purposes of SCRIPTWRITERS-HOUSTON through donation of their time and/or resources. The Honorary Directors shall make up the Advisory Committee and may be called upon to help with special projects and events.
10. **Adding Board Positions:** Elected Board position may be added upon amendment of the bylaws.

## **ARTICLE V - COMMITTEES**

1. The Board of Directors may install the following committees as needed.
  - A. Development – charged with developing the organization through grants and fundraising.
  - B. Membership – charged with recruiting new members and maintaining membership rolls.
  - C. Communications – charged with communicating with the members and general public through newsletters and electronic means
  - D. Publicity – charged with the dissemination of special programs and events to the general public
  - E. Readings – charged with securing and scheduling readings of plays by members
  - F. Programs – charged with securing and scheduling monthly speakers of interest, special programs, seminars
  - G. Web Presence – charged with working with the communications and publicity committee chair and members in maintaining website and electronic archives.
2. The Board shall appoint any other committees the Board deems necessary to the proper function of Scriptwriters-Houston.

## **ARTICLE VI – PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rule of Order, Revised, shall govern Scriptwriters-Houston and shall be the parliamentary authority at all annual meetings of any of its designated bodies in all cases in which they apply and in which they are not inconsistent with laws, the Articles of Incorporation or the Bylaws.

## **ARTICLE VII – AMENDMENT**

Except as otherwise permitted herein, these Bylaws may be amended by two-thirds (2/3) vote of all Members present (or voting by written proxy, mail, or e-mail) who are entitled to vote at a meeting called for that purpose, provided that notice of the meeting shall be sent to all Members at least fourteen (14) days prior to the date of the meeting. To amend the Bylaws, a Bylaws Committee shall first be appointed by the Board for the purpose of studying proposed changes. The Bylaws Committee shall make its recommendations to the Board for approval before the amended Bylaws are presented to the Membership for final approval.

## **ARTICLE VIII – DISSOLUTION**

In the event of dissolution of SCRIPTWRITERS-HOUSTON, the Assets will be applied and distributed to a non-profit arts organization (501c3), and such distribution of funds and dissolution shall be approved by two-thirds (2/3) vote of eligible members.