

NONPROFIT BYLAWS

ZAVALLA PRAIRIE COMMUNITY CONNECTIONS

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of ZAVALLA PRAIRIE COMMUNITY CONNECTION (ZPCC) ORGANIZATION. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of ZPCC ORGANIZATION, these Bylaws will be controlling.

ARTICLE I – PURPOSE

1.1 General. The purposes for which ZPCC ORGANIZATION is organized are:

1.1.1 ZPCC ORGANIZATION is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. Specifically, ZPCC ORGANIZATION shall work to strengthen nonprofits through consulting, education, networking, and resources.

1.1.2 To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. ZPCC ORGANIZATION is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, ZPCC ORGANIZATION shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE II – OFFICES

2.1 Principal Office. The principal office of ZPCC ORGANIZATION shall be located at 273 Cotten Lane, Zavalla, Texas, 75980.

2.2 Other Offices. ZPCC ORGANIZATION may have such other offices as the Board of Directors may determine or as the affairs of ZPCC ORGANIZATION may require from time to time.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers and Responsibilities. ZPCC ORGANIZATION shall be governed by a Board of Directors (“the Board”), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of ZPCC ORGANIZATION and shall delegate to the Executive Director and ZPCC ORGANIZATION staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

3.2 Number and Qualifications.

3.2.1 The Board shall have up to 5, but no fewer than 3, members. The number of Board members may be increased beyond 5 members or decreased to less than 3 members by the affirmative vote of a majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Texas.

3.2.2 In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections 6.8 and 6.8.1 of these

Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

3.4 Board Elections. The nominations for new and renewing

Board members shall be presented at the Board meeting immediately preceding the beginning of the next fiscal year. Recommendations shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

3.5 Term of Board. All appointments to the Board shall be for 5 year terms. No person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than 11 consecutive years. After serving a total of two terms or two terms and one year, as the case may be, a Board member may be eligible for reconsideration as a Board member after 1 years have passed since the conclusion of such Board member's service.

3.6 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

3.9 Meetings. The Board's regular meetings may be held at such time and place as shall be

determined by the Board. The Chair or any four regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them.

3.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to ZPCC ORGANIZATION to be placed in the minute books of ZPCC ORGANIZATION.

3.11 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of ZPCC ORGANIZATION and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

3.12 Quorum. At each meeting of the Board or Board Committees, the presence of the lesser of (a) 7 members, or (b) one-third of the members then serving on the Board (but in no case less than 3) or committee (but in no case less than 2) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the Chair shall be the deciding vote. The act of the majority of the Board members serving

on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

3.13 Proxy. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

3.14 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board Chair his/her commitment to ZPCC ORGANIZATION. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the Board.

ARTICLE IV – OFFICERS

4.1 Officers and Duties. The Board shall elect officers of ZPCC ORGANIZATION which shall include a Chair, a Chair Elect, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past Chair for a term of one (1)

year. One person may hold any two or more offices, except the Chair and Secretary.

4.2 Chair. The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of ZPCC ORGANIZATION. The Chair may sign contracts and other instruments on the organization's behalf.

4.3: Chair Elect. The Chair Elect shall have all powers and duties of the Chair during the Chair's absence, disability, or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board, or the Bylaws.

4.4 Past Chair. The Past Chair, if any, shall assist in advancing the goals and objectives of ZPCC ORGANIZATION through the application of knowledge gained through past Board experiences. The Past Chair shall be responsible for specific tasks delegated by the Executive Committee.

4.5: Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of ZPCC ORGANIZATION'S officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws.

4.6 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of ZPCC ORGANIZATION from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing ZPCC ORGANIZATION's net worth at the close of the fiscal year and cause a firm of outside certified public accountants to audit

the organization's books and records at the end of each fiscal year. The Treasurer shall cause all employees of the organization responsible for the handling of funds to be adequately bonded and shall report on the fidelity bonds of such employees to the Board annually.

4.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall be elected for a 3 year term. No officer shall be eligible to serve more than two consecutive terms in the same office. The officers of the Board shall be elected by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

4.8 Removal. Any officer or agent (e.g., Executive Director) elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V – COMMITTEES

5.1 Committee Chairs. The Chair may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the Chair.

5.2 Standing Committees. The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Development Committee, Governance Committee, and Marketing Committee.

5.2.1 Executive Committee. The Executive Committee shall be composed of the officers of ZPCC ORGANIZATION, the chairs of each of the Board committees and, at the Chair's discretion, two

additional voting Board members. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of the Executive Director. The Executive Committee shall meet at the discretion of the Chair.

5.2.2 Finance Committee. The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

5.2.3 Development Committee. The Development Committee shall be composed of three or more Board members. The Development Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance Committee and Marketing Committee.

5.3 Special Committees. The Chair may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the Chair (i.e, special fundraising events, etc.). The term of such committees shall not be more than one year.

5.4 Advisory Council. The Board may maintain an Advisory Council which shall not have nor exercise the authority, responsibility, or duties of the Board. Except as otherwise provided in such resolution, members of such Advisory Council need not be Board members. The Board Chair shall appoint the members thereof. Any member may be removed by the Board Chair whenever, in the Board Chair's judgment, the best interests of ZPCC ORGANIZATION shall be served by such removal.

5.5 Term of Office. Each member of a committee and the Advisory Council shall serve a term of 3 year, unless the committee is sooner terminated or unless a committee member is removed from such committee or Advisory Council.

5.6 Vacancies. Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.7 Quorum: Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.8 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI – MISCELLANEOUS

6.1 Fiscal Year. The fiscal year of ZPCC ORGANIZATION shall be from January 1st to December 31st.

6.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

6.3 Books and Records. ZPCC ORGANIZATION shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

6.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of ZPCC ORGANIZATION to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Director shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

6.5 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ZPCC ORGANIZATION shall be signed by such officer(s) or agent(s) of ZPCC ORGANIZATION and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board,

such instruments shall be signed by the Executive Director and co-signed by the Treasurer.

6.6 Deposits. All funds of ZPCC ORGANIZATION shall be deposited from time to time to the credit of ZPCC ORGANIZATION in such banks, trust companies, or other depositories as the Board shall select.

6.7 Acceptance of Gifts. The Board may accept on behalf of ZPCC ORGANIZATION any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of ZPCC ORGANIZATION.

Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by ZPCC ORGANIZATION would be consistent with and further the purposes of ZPCC ORGANIZATION.

6.8 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of ZPCC ORGANIZATION, members of the Board and officers of ZPCC ORGANIZATION may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of ZPCC ORGANIZATION involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit ZPCC ORGANIZATION'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of ZPCC ORGANIZATION if such contract, transaction, or act would result in denial of ZPCC ORGANIZATION'S exemption from federal income taxation under the Code and its regulations, as they

now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of ZPCC ORGANIZATION be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

6.9 Investments. ZPCC ORGANIZATION shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

6.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of ZPCC ORGANIZATION shall take any action or carry on any activity by or on behalf of ZPCC ORGANIZATION which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

6.11 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

6.12 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a

judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding

I do hereby certify that the above stated Bylaws of Zavalla Prairie Community Connections (ZPCC) were approved by the ZPCC board of directors on February 6, 2024 and constitute a complete copy of the bylaws of the Corporation.

Jaime West, Secretary

Date: _____