

BYLAWS OF THE CZECH HERITAGE SOCIETY OF TEXAS, INC.

These Bylaws (referred to as the "Bylaws") govern the affairs of The Czech Heritage Society of Texas, Inc., a non-profit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act") and being tax-exempt under the provisions of the Internal Revenue Code Section 501(C)(3) and related sections.

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the Corporation in the State of Texas shall be located at 250 W. Fairgrounds Rd., La Grange, Texas, 78945. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Trustees may determine. The Board of Trustees may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Trustees may change the registered office and the registered agent as provided in the Act.

ARTICLE 2

BOARD OF TRUSTEES

Functions of the Board of Trustees

2.01. In accordance with Article 1396-2.14(D) of the Act, the Board of Directors shall be called the Board of Trustees in accordance with prior customs, usage, and tenets of the Corporation.

2.02. The function of the Board of Trustees is to formulate policies and procedures used in the management of the Corporation. The Board of Trustees shall be responsible for the real and personal property of the Corporation, the audit of the books of the Corporation and the approval of the Budget. The Board of Trustees shall affirm any actions of the Executive Committee that involves the financial commitment of the corporation and shall authorize the President and Secretary and any other proper officer to sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed.

Number, Qualifications, and Tenure of Trustees

2.03. The number of Trustees shall be at least six but not more than eight. The President of the Czech Heritage Society of Texas, Inc. shall be a voting member of the Board of Trustees. The President's attendance shall be used to determine a quorum. Each Trustee shall serve for a term of three years and may be elected to two consecutive terms. Out going Trustees will serve three years in an advisory capacity without a vote.

2.03a. Trustees must be active members of The Czech Heritage Society of Texas, Inc. Trustees need not be residents of Texas.

Nomination and Election of Trustees

2.04. At any meeting at which the election of a Trustee occurs, *a member of the Executive Committee* may nominate a person with the second of any other member.

2.04a. A person who meets qualification requirements to be a Trustee and who has been duly nominated by the Executive Committee, may be elected as a Trustee. Trustees shall be elected by the vote of the Board of Trustees of The Czech Heritage Society of Texas at their annual meeting. Trustees that are elected shall be ratified at the next general membership meeting. Each Trustee shall hold office until a successor is elected and ratified. A Trustee may be elected to two (2) consecutive terms as Trustee. Trustees not ratified by the general membership are removed from office on the Board of Trustees

Officers of the Board of Trustees

2.05. The Board of Trustees shall elect the following officers: a Chairman of the Board and a Vice-Chairman of the Board who shall act in the absence or inability of the Chairman to fulfill the position of Chairman, and a Recording Secretary. The Recording Secretary may or need not be a member of the Board of Trustees but must be an officer of the Corporation.

Vacancies

2.06. Any vacancy occurring in the Board of Trustees and any Trustee position to be filled due to an increase in the number of Trustees shall be filled by the Executive Committee. A Trustee elected to fill a vacancy shall be elected and ratified at the next general membership meeting with proper notification to the general membership.

2.06a. Any Trustee who resigns, dies or is not ratified will have his position filled by action of the Executive Committee. The new Trustee will serve for the duration of the tenure from the time of appointment of the resigned, deceased or not ratified trustee. The Trustee may then be elected to the Board for a full term. This method allows Trustees to be appointed or elected using staggered terms. This paragraph will apply to new Trustees who will take office after the adoption of these bylaws. Current Trustees will complete their current terms.

Annual Meeting

2.07. The annual meeting of the Board of Trustees shall be held on the third Saturday of September of each and every year at La Grange, Fayette County, Texas, or any other location, day or time the Board of Trustees may designate in writing with 30 days notice to all of the Board of Trustees. Unless otherwise designated by the Board of Trustees, the annual meeting shall be at the registered office of this Corporation.

Regular Meetings

2.08. The Board of Trustees may provide for regular meetings by resolution stating the day, time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Trustees stating the time and place of the meetings.

Special Meetings

2.09. Special meetings of the Board of Trustees may be called by or at the request of the Chairman of the Board of Trustees or any two Trustees. One Trustee may call a special meeting if the Trustee is the sole remaining Trustee. A person or persons authorized to call

special meetings of the Board of Trustees may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Trustees as required in the Bylaws.

Notices

2.10. Written or printed notice of any special meeting of the Board of Trustees shall be delivered to each Trustee not less than three nor more than thirty days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. A verbal notice may be used if an emergency meeting is called by the Chairman of the Board of Trustees or any two trustees and such notice is ratified by the Board at the emergency meeting.

Quorum

2.11. Three voting Trustees or one-third of the number of Trustees then in office, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. In the event there is a sole remaining Trustee, then and in that case, that Trustee shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The Trustees present at a duly called or held meeting at which a quorum is present may continue to transact business even if several Trustees leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the Trustees required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Trustees present may adjourn and reconvene the meeting one time without further notice

Duties of the Board of Trustees

2.12. The Board of Trustees shall establish broad and basic policies and procedures for the Corporation and shall be responsible for the protection and control of all property of the Corporation. The Board of Trustees shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Trustees of this Corporation, Trustees shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Trustees shall not take any action they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Trustee shall not be liable if, in the exercise of ordinary care, the Trustee acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Trustees

2.13. The Board of Trustees shall try to act by consensus. However, the vote of a majority of Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Trustees unless the act of a greater number is required by law or the bylaws. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decisions of the Board of Trustees.

Honorary Trustees

2.14. The Board of Trustees may from time to time designate and appoint Honorary Trustees to serve for an indefinite term. Such Honorary Trustees shall have all rights of membership including participation at all Board of Trustees meetings. The Honorary Trustee shall not have any voting rights.

Ex Officio Members

2.15. Ex officio members of the Board of Trustees are the Vice-President, Secretary and Treasurer of the Executive Committee. Ex officio members shall not have any voting rights.

Removal of Trustees

2.16. The Executive Committee may vote to remove a Trustee any time with or without good cause. Good cause for removal of a Trustee shall include the unexcused failure to attend three consecutive meetings of the Board of Trustees. A meeting to consider the removal of a Trustee may be called with notice following the procedures provided in the bylaws. The notice of the meeting shall state that the possible removal of the Trustee will be on the agenda. The Trustee shall have the right to present evidence at the meetings why he or she should not be removed, and the Trustee shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Executive Committee shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Trustee. A Trustee may be removed by the affirmative vote of two-thirds (2/3) of all of the members of the Executive Committee.

ARTICLE 3

MANAGEMENT OF THE CORPORATION

Executive Committee

3.01. The operations of the Corporation shall be managed by the Executive Committee. The Executive Committee shall be composed of officers elected by the General Membership, members of the Board of Trustees, Chapter Presidents, Appointed Positions and Chairpersons of all Standing State Committees and shall in general supervise and control all of the business affairs of the corporation. All members of the Executive Committee shall have full voting rights.

OFFICERS

Elected Officer Positions

3.02. The elected officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and a Reporter.

Election and Term of Office

3.03. The officers of the Corporation shall be elected for a two (2) year term by the membership at the regular annual meeting of the organization. If the election of officers is not held at this meeting, the election shall be held as soon as conveniently possible. Each officer shall hold office until his or her successor is duly nominated and elected. An officer may be elected to succeed himself or herself in the same office for one additional term with the exception of the State Treasurer who may be elected to succeed himself or herself as long as they are willing to serve and their services are beneficial to the Texas Czech Heritage Society. The State Elected Officers may appoint interim officers to complete the terms of those officers' position left vacant by resignation, termination, illness, death, or retirement.

Annual Meeting

3.04. The annual meeting of the Executive Committee shall be held on the third Saturday of September of each and every year at La Grange, Fayette, County or any other Saturday at a date, time and location the President may designate in writing with 30 days notice to all of the

Executive Committee. Unless otherwise designated by the President, the annual meeting shall be at the registered office of this Corporation.

Removal of Officers

3.05. The State Elected Officers may vote to remove an Officer any time with or without good cause. Good cause for removal of an Officer shall include the unexcused failure to attend three consecutive meetings of the Executive Committee. A meeting to consider the removal of an Officer may be called with notice following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the Officer will be on the agenda. The Officer shall have the right to present evidence at the meetings why he or she should not be removed, and the Officer shall have the right to be represented by an attorney at and before the meeting. At the meeting, the State Elected Officers shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Officer. An Officer may be removed by the affirmative vote of two-thirds (2/3) of the State Elected Officers.

Vacancies

3.06. A vacancy in any State Elected office may be filled by appointment by the State Elected Officers for the unexpired portion of the officer's term.

President

3.07. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Executive Committee. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Vice President

3.08. In the absence of the President or in the event of his or her inability or refusal to act, 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. The Vice-President is responsible for the educational program and coordination of the State Meetings.

Treasurer

3.09. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6.02 of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the President.

Duties:

- (a) Write checks and disburses funds to discharge obligations of the Corporation in accordance with the budget. Funds may not be drawn from the Corporation or its accounts without the signature of the Treasurer. Disbursements of One Thousand Dollars (\$1,000.00) or more shall require the signature of the Treasurer and the signature of the President or the Vice-President or a member of the Board of Trustees. Unbudgeted expenditures in any amount shall not be paid by the Treasurer without prior approval of The Board of Trustees.
- (b) Maintain the financial books and records of the Corporation.
- (c) Prepare financial reports for each Executive Committee meeting and Membership meeting, closing of the financial year and financial statements required by the Board of Trustees, President or any other governmental authority.
- (d) Perform other duties as assigned by the President or in the absence of the President, by the Vice-President.

Secretary

3.10. The Secretary shall:

- (a) Keep the minutes of the Executive Committee and The General Membership Meetings.
- (b) At his or her option, keep the minutes of the Board of Trustees Meetings if requested by the Board of Trustees.
- (c) See that all requested notices are duly given in accordance with the provisions of these by-laws or as required by law.
- (d) Be responsible for the corporate records and corporate seal and affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the post office address of each member that shall be furnished to the Secretary by the Membership Chairman.
- (f) 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 Trustees.
- (g) At the end of each fiscal year, send approved minutes, executed documents and other records to the principal office.

Reporter

3.11 The Reporter shall be the public relations officer and is responsible for disseminating all news of the organization to the news media and to promote the organization by attending functions and meetings of groups as requested. This is an elected position.

Appointed Positions

3.12. The appointed positions of the Corporation who may be appointed by the President and shall serve at the discretion of the President shall be one or more assistant secretaries or treasurers, one or more certified public accountants, a historian, a newsletter editor, one or more legal advisors, a genealogy coordinator, a chapter organizer, a membership coordinator, a

parliamentarian, a photographer, a publications coordinator, a mailing coordinator, and a youth activities coordinator. Any two or more appointed positions may be held by the same person.

Assistant Secretaries and Treasurers

3.13. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. 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 Trustees. This is an appointed position.

Certified Public Accountant

3.14. The duties of the Certified Public Accountant will be to advise the President of the Executive Committee and the Chairman of the Board of Trustees regarding the matters of taxes, taxation, accounting, fiscal affairs and budgets. The Certified Public Accountant will advise in other related duties regarding the financial management of The Czech Heritage Society of Texas, Inc. Only these persons are authorized to seek assistance or advice or opinions from the certified public accountant(s). The request may originate from the Board of Trustees or the Executive Committee, but the actual request shall be from these two designated persons. This is an appointed position.

Historian

3.15. The Historian will collect all historical material, organize the material, file the material and prepare the material for the archives and to do historical research as time permits. This is an appointed position.

Newsletter Editor

3.16. The newsletter editor shall be responsible for the publication of the Cesky Hlas. This is an appointed position.

Legal Advisers

3.17. The legal advisers will assist the President and Chairman of the Board of Trustees in the legal areas of the organization. Only these designated persons can request advice or opinions from the legal adviser(s). The request may originate with the Board of Trustees or Executive Committee, but the actual request shall be from the designated persons. This is an appointed position.

Genealogy Coordinator

3.18. The Genealogy Coordinator shall report on activities of other genealogy programs and organizations and help coordinate genealogical activities between the state, chapters and non-affiliated genealogical organizations. The Genealogy Coordinator will organize and plan genealogy programs for the Czech Heritage Society of Texas, Inc. This is an appointed position.

Chapter Organizer

3.19. The Chapter Organizer shall be responsible for the development of new chapters of The Czech Heritage Society of Texas, Inc. This is an appointed position.

Membership Coordinator

3.20. The membership coordinator shall be responsible for membership coordination and the maintenance of the roster and mailing list. The membership roster should contain each members e-mail address in addition to the current information. The roster should be available in printed or digital format to members. If members do not have a computer, they should be able to obtain a printed copy of the roster from their local chapter if they request to have a copy. This is an appointed position.

Parliamentarian

3.21. The Parliamentarian shall provide parliamentarian advice to the President or presiding officer according to Robert's Rules of Order Newly Revised. This is an appointed position.

ARTICLE 4

MEMBERSHIP AND DUES

4.01. Classes of Membership

The Corporation shall have several classes of members. The qualifications and rights of the members of such classes shall be as follows:

1. Regular Membership with Chapter affiliation or Member At Large shall have all of the rights and privileges of participating as a member. The Regular Member or Member at Large shall have full voting rights.

2. Youth Membership (Less than 18 years of age with parent or grandparent membership): All participation in membership rights except the right to vote privilege. Youth members have voting rights involving participation in youth activities. Youth members do not receive the *Cesky Hlas* or the State Roster.

Chapter Dues

4.02. Chapter Membership: Dues structure for each chapter is determined by the individual chapter.

State Dues

4.03. General Annual Membership and Member at Large Dues unless designated as Lifetime Member:

1. Regular Membership Class or Member At Large
2. Youth Membership (Less than 18 years of age)
3. Contributing: \$25.00
4. Supporting: \$50.00
5. Patron: \$100.00
6. General Benefactor: \$250.00

7. Pioneer Benefactor: \$500.00 (Full Membership rights with certificate and write up in *Cesky Hlas*)
8. Individual Lifetime Benefactor: \$1,000.00 (Full Membership rights with bronze plaque and write-up in the *Cesky Hlas*)
9. Individual Lifetime Benefactor: \$2,500.00 (Full Membership rights with silver plaque and write-up in the *Cesky Hlas*)
10. Individual Lifetime Sustaining Member: \$5,000.00 (Full Membership rights with gold plaque and write-up in the *Cesky Hlas*)
11. Business or Corporate Associate Membership: \$500.00 (Annual)
12. Business or Corporate Fellowship Membership: \$1,000.00 (Annual)
13. Business or Corporate Contributing Membership: \$2,500.00 (Annual)
14. Business or Corporate Benefactor Sustaining Membership: \$5,000.00 (Annual)

Membership Requirements

4.04. Members shall be those individuals who apply for membership in the corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Executive Committee with membership approval.

Voting Rights

4.05. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Youth (defined as members under the age of eighteen (18) years having membership in the Czech Heritage Society of Texas, Inc. will not be entitled to voting rights except as to youth organized activities.

Termination of Membership

4.06. Membership may be terminated for non-payment of dues. Dues must be paid by the deadline set each year by the Executive Committee.

4.07. The Executive Committee, with due process being followed and by affirmative vote of two-thirds of all of the members of the Executive Committee, may suspend or expel a member for cause or without cause after an appropriate hearing.

Resignation

4.08. Any member may resign by filing a written resignation with the Secretary with a copy to the President.

Reinstatement

4.09. Reinstatement for failure to pay dues may be by payment of delinquent membership dues.

4.10. If removed by the Executive Committee and upon written request signed by a former member and filed with the Secretary, the Executive Committee may by the affirmative vote of

two-thirds of the members of the Executive Committee, reinstate such former member to membership upon such terms as the Executive Committee may deem appropriate.

Transfer of Membership

4.11. Membership in this Corporation is not transferable or assignable.

Annual Meeting of Members

4.12. An annual meeting of the members shall be held in November in each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Special Meetings of Members

4.13. Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth of the members having voting rights.

Time and Place of Meeting of Members

4.14. The Executive Committee may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Executive Committee or President. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Notice of Meetings of Members

4.15. Written notice stating the place, day and hour of any meeting of members shall be posted in the *Cesky Hlas* and mailed to each member's address or household that is eligible to receive the *Cesky Hlas* who is entitled to vote at such meeting or a written notice be delivered, either personally or by mail, to each member's address entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any notice posted in the *Cesky Hlas* and mailed to each eligible household will be constructive notice of the meeting to all members eligible to vote who reside at that household.

Informal Action by Members

4.16. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

4.17. Twenty (20) voting members present at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.18. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Cesky Hlas

4.19. As part of the membership dues, one copy of the *Cesky Hlas* (the official newsletter of The Czech Heritage Society of Texas, Inc.) will be sent to each household. Youth memberships are not entitled to individual copies. Individual copies may be purchased at a fee set by the Executive Committee.

ARTICLE 5

COMMITTEES

Establishment of Committees

5.01. The Board of Trustees or The Executive Committee may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. Except for the Nominating Committee, the President shall be an ex-officio member of all committees with full voting rights. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by the Bylaws or otherwise imposed by law. No Committee shall have the authority of the Board of Trustees to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of committee or a Trustee or officer of the Corporation
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.04 below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Trustees.

Authorization of Specific Committees

5.02. The Board of Trustees or The Executive Committee shall define the activities and scope of authority of each committee by resolution.

5.02a. There shall be four standing committees whose function, activity and scope shall be defined by the Board of Trustees. The Chairman of the Board of Trustees appoints the Trustees to these committees and the State President appoints the persons from the General Membership to these committees.

(1) The Budget Committee shall be responsible for the preparation of the annual budget. The Budget committee is the State Treasurer, State President, State Vice-President and two Trustees. In an election year, outgoing and incoming State Treasurers, Presidents and Vice-Presidents will serve on the Budget Committee.

(2) The Audit Committee shall be composed of two trustees and one person from the general membership and shall be responsible for the annual audit of the Corporation's financial records.

(3) The Nominating Committee shall be composed of two trustees and three persons from the general membership and shall be responsible for the selection of potential candidates for election to the positions of Officers of the Corporation as defined in Article 3 of these Bylaws.

(4) The Bylaw Committee shall be composed of two trustees and three persons from the general membership and shall be responsible for a periodic review of the Corporation's Bylaws and shall recommend such repeals, amendments, or revisions found necessary for adoption by the General Membership. The bylaw committee shall meet at least once every five years.

Term of Office

5.03. Each member of a committee shall continue to serve on the committee until the next annual meeting of the Corporation or for a length of time set for the Committee to function by the Board of Trustees or the Executive Committee. However, the term of committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the un-expired portion of the terminated committee member's term.

Chairperson and Vice-Chairperson

5.04. One member of each committee shall be designated as the chairperson of the committee and another member of each committee shall be designated as vice-chairperson. The chairperson and vice-chairperson shall be approved by the Board of Trustees or Executive Committee. The chairperson shall call and preside at all meetings of the committee. When the chairperson is absent, is unable to act, or refuses to act, the vice-chairperson shall perform the duties of the chairperson. When a vice-chairperson acts in place of the chairperson, the vice-chairperson shall have all the powers of and be subject to all the restrictions upon the chairperson.

Notice of Meetings

5.05. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten nor more than thirty days before the date of the meeting. The notice shall state the place, day, and time of the meeting and purpose or purposes for which the meeting is called.

Quorum

5.06. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if several committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Actions of Committees

5.07. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Compensation

5.08. The Board of Trustees or the Executive Committee may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Committee if adequate sums are available. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount when adequate funds are available.

Rules

5.09. Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Trustees or the Executive Committee.

ARTICLE 6

TRANSACTIONS OF THE CORPORATION

Contracts

6.01. The Board of Trustees may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

6.02. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Trustees selects.

Gifts

6.03. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Trustees may make gifts, grants for research and give charitable contributions that are

not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

6.04. The Corporation shall not make any loan to a Trustee or officer of the Corporation. A Trustee, officer, or member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Trustee, officer, or member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Trustee, officer, or member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Trustees, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

6.05. As long as the Corporation is in existence, and except with the prior approval of the Board of Trustees, no Trustee, officer, or member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 7

BOOKS AND RECORDS

Required Books and Records

7.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the Board of Trustees, Executive Committee, membership meeting, minutes of organization and committees.
- (d) A list of the names and addresses of the Trustees, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

7.02. Any Trustee, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than twenty (20) working days after the Corporation's receipt of a proper written request. The Board of Trustees may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed one dollar per page. The Corporation shall provide requested copies of books or records no later than twenty (20) working days after the Corporation's receipt of a proper written request. The location for inspecting and copying of such documents shall be in the county of residence of the proper officer who has custody of such documents.

Independent Audits

7.03. Any Trustee shall have the right to have an external independent audit conducted of the Corporation's books. The Trustee requesting the audit shall bear the expense of the audit unless the Trustees vote to authorize payment of audit expenses. The Trustee requesting the audit may select the accounting firm to conduct the audit. A trustee may not exercise these rights to compel audits so as to subject the Corporation to an external independent audit more than once in any fiscal year.

ARTICLE 8

FISCAL YEAR

8.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE 9

(Article 9 is reserved for further expansion.)

ARTICLE 10

INDEMNIFICATION

When Indemnification is Required, Permitted, and Prohibited

10.01. (a) The Corporation shall indemnify a Trustee, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Trustee, officer, partner, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a Trustee, officer committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Trustee, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.01(a), above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

10.02. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.02 (c), below. The Corporation may make these determination and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Trustees who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Trustees, designated to act in the matter by a majority vote of all Trustees, consisting solely of two or more Trustees who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Trustees by vote as provided in paragraph 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Trustees.

(iv) Majority vote of members, excluding Trustees who are named defendants or respondents in the proceeding.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination is that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members or the Board of Trustees that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 11

INSURANCE

11.01. Insurance may be purchased and maintained under the provisions of Article 1396-2.22A (R) under the Texas Non-Profit Corporation Act and as amended.

Purchase of Insurance

11.02. Insurance may be purchased at the expense of the organization for the compliance with Article 1396-2.22A. "Power to Indemnify and to purchase Indemnity Insurance; Duty to Indemnify".

General Insurance

11.03. Insurance may be purchased for general liability, Trustees and officers liability, casualty and property, performance bonds and any other insurance available for the protection of the organization, its assets and its participation in its activities.

ARTICLE 12

NOTICES

Notice by Mail, E-mail, Facsimile or Telegram

12.01. Any notice required or permitted by the bylaws to be given to a member, Trustee, officer, or member of a committee of the Corporation may be given by being posted in the Cesky Hlas and mailed to each member or his or her household who is eligible to receive the Cesky Hlas or written notice sent by the mail, e-mail, facsimile or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If an e-mail is not returned to sender, it shall be deemed to be delivered. If given by facsimile, a notice shall be deemed to be delivered upon proof of transmission and receipt. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation.

Change of Address by a Member

12.02. A member may change his or her address by giving written notice to the Treasurer, Secretary or President of the Corporation.

Signed Waiver of Notice

12.03. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

12.04. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 13

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

13.01. The Board of Trustees, State Elected Officers, Executive Committee and any committee of the Corporation may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting. In the event that a conference call is not possible, then in that event, the Chairman of the Board of Trustees or the President shall call each member and maintain minutes of the conversation. This will be presented in a written form for each Trustee or each Officer to sign saying that is what transpired at the telephonic conference.

Conducting Meetings by E-mail

13.01a The Board of Trustees, State Elected Officers, Executive Committee and any committee of the Corporation may hold a meeting and conduct business by e-mail. in which all persons participating in the meeting have a valid e-mail address.. The notice of a meeting by e-mail must state the fact that the meeting will be held by e-mail as well as all other matters required to be included in the notice. Participation of a person in an e-mail meeting constitutes presence of that person at the meeting. In the event that a participant does not have a valid e-mail address, copies of all e-mails will be sent to him by U.S. Postal Service mail. The results of an e-mail meeting will be sent to the State CHS secretary for inclusion in the Corporation's records.

Decision Without Meeting

13.02. Any decision required or permitted to be made at a meeting of the Board of Trustees, State Elected Officers, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute's book and kept with the Corporation's records.

Voting by Proxy

13.03. These Bylaws prohibit the use of a proxy for a Trustee, Officer or Member to cast his or her vote.

ARTICLE 14

NEW CHAPTER FORMATION

14.01. Ten or more interested persons in any County, not already having an organized chapter, may form a chapter of the corporation, upon approval of the Executive Committee. The bylaws of such chapter and all subsequent amendments to such bylaws must be consistent with the corporation bylaws.

ARTICLE 15

AMENDMENTS TO BYLAWS

15.01. The bylaws may be altered, amended, or repealed and new bylaws may be adopted by the General Membership by a vote of 2/3 of those present and voting. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice shall include a fair summary of those provisions. The amended bylaws must be approved by the General Membership at a regularly scheduled general membership meeting. Members shall be notified in the *Cesky Hlas* at least thirty (30) days prior to the presentation at the General Membership Meeting.

ARTICLE 16

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

16.01. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

16.02. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or un-enforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

16.03. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

16.04. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

16.05. The Board of Trustees may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words CZECH HERITAGE SOCIETY OF TEXAS, INC., "Texas," in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

Power of Attorney

16.06. A person may execute any instrument related to the Corporation by means of a power of attorney if the power of attorney is authorized by the Board of Trustees and an original executed

copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

Parties Bound

16.07. The bylaws shall be binding upon and inure to the benefit of the Trustees, officers, members, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

Abbreviations

16.08. These bylaws approve only one abbreviation for the Czech Heritage Society of Texas, Inc. The official and approved abbreviation is: "CHS".

Posting of Bylaws

16.09 The approved By-Laws of the Czech Heritage Society of Texas will be posted on the official CHS website

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of CZECH HERITAGE SOCIETY OF TEXAS, INC. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the general membership held on

November 12, 2016



Pat Parma, Secretary
The Czech Heritage Society of Texas

DATED: November 12, 2016



Secretary of the Corporation

(This is the last page of 21 pages of the Bylaws of the Czech Heritage Society of Texas, Inc.)