

BY-LAWS OF H.M.S.C. CORPORATION

ARTICLE I. CORPORATE NAME

Pursuant to its Articles of Incorporation under the laws of the State of Texas, the name of the organization shall be "**H.M.S.C. Corporation**" aka "**The Houston Margarita Society**" and shall be a nonprofit 501(c)3 corporation. The organization shall be hereinafter referred to as The Houston Margarita Society, H.M.S.C., or the Corporation.

ARTICLE II. CORPORATE PURPOSES

- A. The purposes for which the Corporation is organized and the nature of the business to be carried out by it is exclusively for charitable purposes as follows:
1. To be a benefit to charities for children's causes in the Houston area through donations raised at the Annual Margarita Charity Ball and various other fundraisers;
 2. To encourage member participation in local charity events;
 3. To perform charitable duties in its area of operation through various fund-raisers, annual ball, mixers, silent auctions, and the like;
 - a. Moneys generated from such events shall be distributed to any qualified charitable organizations (under section 501(c)(3) or the Internal Revenue Code or the corresponding section of any future code) in amounts and frequency as recommended by the Board of Directors and approved by the general membership; and
 4. To be an organization for the entire community, barring all prejudices.

ARTICLE III. MEMBERSHIP

SECTION 1. COMPOSITION OF THE CORPORATION AND DUES

- A. The Corporation consists of its members, holding any type of membership authorized by these articles that have paid their dues and are in good standing.
- B. The amount of dues shall be prescribed in the Standing Rules and Procedures.
- C. .Membership Renewal:
1. The purpose of this Section is to provide for a uniform renewal date for all members;
 2. Memberships expire on December 31 of each calendar year.
 3. Membership renewals are to be paid no later than February 1st of each membership year.
- D. Non-Payment of Dues:
1. .Suspension of Membership:
 - a. Members who have not paid their annual dues will have their membership suspended until payment is received by the Corporation;
 - b. Any Director whose membership has been suspended shall not be entitled to vote until they are reinstated; and
 2. Termination of Membership:
 - a. Members who fail to pay the annual dues for more than thirty(30) days from the due date may have their memberships terminated, and their old membership number shall be retired;
 - b. Terminated members shall have no rights or privileges in the Corporation whatsoever; and
 - c. Terminated members must reapply for a new membership and pay the dues and fees then in effect. The Corporation shall assign a new membership number to any such member.

SECTION 2. MEMBERSHIPS

- A. Director:
1. The business and affairs of the corporation shall be managed by the Board of Directors and the Directors.
 2. Director membership is intended for those individuals capable and willing to put forth the time and effort required to support the intended purpose and operation of the corporation.
 3. The Board of Directors and Committee Chairpersons shall be made up of Directors.
 4. Director's dues shall be \$200 annually.
 5. The number of directors shall be limited to thirty-five (35).
 6. Directors that are not part of the board of directors are required to actively serve on at least 1 committee.
- B. General Member:
1. Members assist the Directors to implement the corporate purpose.
 2. Members may not hold offices or chair positions.
 3. Member's dues shall be \$100 annually.
 4. The number of members shall be limited to one hundred (100).

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5. Members are required to actively serve on at least 1 committee.

SECTION 3. ACCEPTANCE, RIGHTS, AND PRIVILEGES OF MEMBERSHIP

A. Acceptance of Memberships:

1. Acceptance of memberships meeting the requirements of this Article shall not be withheld without good cause;
2. An application for membership shall not be held more than sixty (60) days without action;
3. A member shall serve in the organization at least one (1) year before they are eligible for a director's position;
4. A potential new Director or General member must be endorsed by two Directors in good standing and receive approval by vote of 51% of Directors in good standing.

B. Rights and Privileges:

1. General Memberships (hereafter referred to as Member):
 - a. General Members shall receive an H.M.S.C. e-mail newsletter and any other regular mailings
 - b. General Members may participate in any and all organizational activities and are encouraged to attend meetings of organizational matters as a spectator only;
 - c. General Members shall not have any membership voting privilege on organizational matters;
 - d. General Members may not hold elected or appointed H.M.S.C. positions; and.
2. Director Memberships:
 - a. Director Members shall receive an H.M.S.C. e-mail newsletter and any other regular mailings
 - b. Director Members may participate in any and all organizational matters and activities;
 - c. Director Members shall have voting privilege;
 - d. Director Members may hold elected or appointed H.M.S.C. positions; and

C. Duties:

1. Members and Directors are expected to actively participate in activities and/or fundraising functions including but not limited to:
 - a. Solicitation of silent auction items;
 - b. Volunteer duties at the annual ball and other functions;
 - c. Promotion of events and activities;
 - d. Solicitation and recommendation of new members;

D. Discipline:

1. Members or Directors may be disciplined by the Board of Directors by means of reprimand, suspension, fine, or expulsion for not attending at least half (1/2) of the meetings as stated in Article IX Section 1.C;
2. Members or Directors may be disciplined by the Board of Directors by means of reprimand, suspension, fine, or expulsion for acting in flagrant disregard of the by-laws, the Standing Rules and Procedures, the Articles of Incorporation, or any duly enacted resolution by the general membership;
3. Members or Directors may be expelled by the Board of Directors for any attempt to bind or obligate the corporation or it's name to any extent whatsoever without the approval of the Board of Directors.
4. Members or Directors may be expelled by the Board of Directors for falsely representing themselves as an officer or representative of the corporation to any extent whatsoever without the approval of the Board of Directors.
5. Members or Directors may be expelled by the Board of Directors for engaging in any criminal activity or activity deemed undesirable that may damage the image or reputation of the corporation, while in service to the corporation or engaged in an activity of the corporation.
6. Before implementing any disciplinary action, the Board of Directors shall allow the member or Director in question thirty (30) days to appeal such action to the Board of Directors;
 - a. A member or director subject to a disciplinary action has the right to representation at any proceeding;
 - b. Members or directors exercising their right to representation shall so advise the Board of Directors at least fifteen (15) days before any proceeding; and
7. A two-thirds (2/3) majority of the general membership may override a Board of Directors recommendation for discipline.

E. Waiver of Liability:

1. Each application for membership shall contain a waiver of liability in which the member agrees to protect, indemnify, and hold harmless the Corporation from any and all damage, injury, or death that might occur to the member or the member's personal property in preparation for, during, or immediately following any function held by or for the benefit of H.M.S.C.; and
2. Such waiver shall be signed by each member as a condition for acceptance of the application for membership.

SECTION 4. MEMBERSHIP LIST

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- A. The Vice President of Membership shall maintain a list of all members of the Corporation. Such list shall contain at least the member's name, address, e-mail address, telephone number, membership number, membership type, and dues payment status.
- B. The membership list shall remain confidential and shall be used for official use of the Corporation only.
- C. Copies of the membership list may be distributed at the discretion of the Board of Directors.

ARTICLE IV. CORPORATE STRUCTURE

SECTION 1. BOARD OF DIRECTORS

- A. A. Composition:
 - 1. President;
 - 2. Vice President;
 - 3. Vice President of Membership;
 - 4. Secretary;
 - 5. Treasurer; and
 - 6. Standing Committee Chairpersons:
 - a. Fund Raising and;
 - b. Social and Entertainment;
 - c. Annual; and
 - d. Public Relations.
- B. Authority:
 - 1. The Board of Directors shall have the authority to take any action not inconsistent with these bylaws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Texas;
 - 2. Only the Board of Directors shall have the authority to bind this corporation through joining, representing, or affiliating with any other organization and only after approval by a majority of the Directors; and
 - 3. The Board of Directors, by vote of a majority thereof, may delegate to any committee or officer any portion of its power, subject to any limitation imposed by the by-laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, and the laws of the State of Texas.
- C. Duties and Responsibilities:
 - 1. The Board of Directors shall supervise and review the activities of all committees to ensure that each is in compliance with the by-laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general Directors, and the laws of the State of Texas;
 - 2. The Board of Directors shall ratify all appointments by the President by a majority vote;
 - 3. Each Board of Directors member shall communicate and cooperate with the general membership, and freely disseminate information concerning the Corporation to the general membership;
 - 4. Each Board of Directors member shall attend and participate in regularly-scheduled Board of Directors meetings;
 - 5. The Board of Directors shall make available all minutes and corporate records to the general membership;
 - 6. The Board of Directors shall review each committee's and officer's budget and provide a dollar threshold for expenditures that must be reviewed by the Board of Directors before a purchase is allowed to be made;
 - 7. The Board of Directors shall review all expenditures periodically to ensure all budgets are being adhered to .
- D. Voting Rights:
 - 1. Each Board of Directors member shall have one (1) vote and shall be entitled to exercise that vote in accordance with Robert's Rules of Order, Newly Revised;
 - 2. Board of Directors members may vote by absentee ballot executed in writing or by e-mail; such ballot to include:
 - a. Name;
 - b. Address;
 - c. Reason for absence;
 - d. The specific issue to be voted on;
 - e. A statement as to whether the member is voting for or against the issue;
 - f. Signature (an e-mail from the known Director's e-mail address shall be considered electronically signed); and
 - g. Date of execution;
 - 3. The Secretary, or a member of the Board of Directors acting in his or her stead, shall certify to the Board of Directors that the absentee ballot complies with the requirements of this Section. If the Secretary cannot so certify, the ballot shall be null and void; and

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4. No board member may give a blanket proxy vote to another member.
- E. Removal:
 1. Members of the Board of Directors may only be removed from office by a vote of two thirds (2/3) of the Directors at large and only for good cause;
 - a. Good cause shall include but not be limited to any of the following:
 - 1) Dereliction of duties;
 - 2) Acting in flagrant disregard of the by-laws, the Standing Rules and Procedures, the Articles of Incorporation, any duly enacted resolution by the general membership, or the laws of the State of Texas;
 - 3) Misconduct in office; or
 - 4) Absence from more than three (3) consecutive Board of Director meetings in a year without good cause.

SECTION 2. INDEMNIFICATION, INSURANCE, AND FIDELITY BOND

- A. H.M.S.C. shall indemnify and hold harmless all directors, officers, committee chairpersons, and committee members from all liabilities, obligations, claims, causes of action or expenses of any kind, including, without limitation, attorneys' fees, that may arise or be incurred by them as a result of the performance of their duties for or on behalf of H.M.S.C., to the full extent allowed by law.
- B. H.M.S.C. shall purchase and maintain a Directors and Officers liability policy, in an amount no less than three million dollars (\$3,000,000), that provides coverage in accordance with Paragraph A of this Section.

SECTION 3. PARLIAMENTARY AUTHORITY

- A. Governing Rules:
 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the conduct of business of the Corporation in all cases in which they are applicable and in which they are not inconsistent with the by-laws or Standing Rules and Procedures of this Corporation.
- B. Statement of Intent:
 1. It is anticipated that the Corporation shall run its meetings in good order and that the membership shall conduct itself accordingly. Should a majority of the Board of Directors or the general Directors believe that a Parliamentarian would facilitate such meetings, it may appoint a member to fill this position, either on a one-time or continuing basis.

ARTICLE V. VOTING PROCEDURES

SECTION 1. ELIGIBILITY FOR ELECTED OFFICE AND TERM OF OFFICE

- A. Eligibility and Qualifications for Holding an H.M.S.C. Elected Office:
 1. All active Directors in good standing and who have completed a minimum of one (1) year of continuous membership may be eligible to run for any office of the Corporation;
 2. Directors wishing to run for office may have no outstanding debts to the corporation at the time they stand for office;
 3. No Director may hold more than one (1) elected office nor may be appointed to an office while holding an elected or appointed H.M.S.C. office; and
 4. Only individual Directors are eligible to hold an office.
- B. Term Of Office:
 1. Terms of office shall be one (1) year
 2. All elected officers of the Corporation may serve for no more than three (3) consecutive terms, including filling a vacancy, in the same office.

SECTION 2. ELECTED OFFICES

- A. Offices in Accordance with These By-Laws:
 1. President;
 2. Vice President;
 3. Vice President of Membership;
 4. Secretary;
 5. Treasurer;
 6. Fund Raising and Sponsorship Committee Chairperson;
 7. Annual Ball Committee Chairperson;

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8. Social and Entertainment Committee Chairperson;
 9. Public Relations Committee Chairperson; and
- B. Creation of Standing Committees:
1. The Board of Directors may create standing committees upon ratification by a majority vote at a properly-constituted general membership meeting; and
 2. The chairperson of the new standing committee must be elected following the procedures for filling vacancies described in this Article, and will have no vote on the Board of Directors until the position is adopted at the Annual By-Laws Meeting.

SECTION 3. MEMBERS' ELIGIBILITY TO VOTE

- A. The right to vote in any election of the Corporation shall be reserved for all Directors in good standing;
- B. Directors under suspension shall have no voting rights;
- C. Verification of eligibility shall be made by the Secretary.

SECTION 4. ELECTION OF OFFICERS

- A. Election of officers and Standing Committee chairpersons shall be by ballot in accordance with this Article.
- B. Elections shall be held by mailed ballots, e-mailed ballots, in-person balloting, or a combination thereof.
- C. Unless the total number of votes cast for all candidates for one office is at least equal to the number of members required to make up a quorum for a general membership meeting, a new election for that office shall be held.
- D. The Election:
 1. A quorum as defined under Article IX shall be present before an election may take place. A quorum shall include the total number of members present and eligible to vote plus the number of valid mailed-in ballots eligible to be counted;
 2. Ballots will be distributed to members as they arrive at the election meeting. A member must sign for the ballot;
 3. Members who have already voted by mail, may recast their vote by reclaiming their previously executed ballot and signing for a new one;
 4. The President or meeting chair shall announce whether a quorum has been reached; and
 5. As soon as a quorum has been reached all business taking place at the meeting shall cease and the election shall take place.
- E. Determining the Election Results:
 1. If only one (1) candidate is running for an office, to be elected the candidate must receive at least a majority of the votes cast in the number prescribed in Section 4 Paragraph D of this Article;
 2. If two (2) candidates are running for the same office, the candidate receiving a majority of the votes cast in the number prescribed in Section 4 Paragraph D of this Article will be elected;
 3. If more than two (2) candidates are running for the same office, the candidate with a plurality of the votes but: 1) at least forty percent (40%) of the votes cast in the number prescribed in Section 4 Paragraph D of this Article and 2) three (3) more votes than the nearest candidate shall be elected;
 4. In the case of a tie, a run-off election shall be held between the two (2) candidates receiving the plurality of votes. The candidate receiving a majority of the votes then cast shall be declared elected; and
 5. If three (3) or more candidates are tied for a position or did not receive the minimum number of votes required to elect, all of the candidates shall participate in a run-off election with the candidate receiving the plurality of votes cast being elected.
- F. Term of office shall commence January 1 and terminate on December 31 of each calendar year.

SECTION 5. ANNUAL ELECTION MEETING

- A. The Annual Election Meeting shall take place after the annual Ball and before the end of the calendar year on a date prescribed by the Board of Directors.
- B. The date of the Annual Election Meeting shall be published by e-mail or mailed at least thirty (30) days in advance of the meeting.
- C. The Annual Election Meeting shall be chaired by the current President.

SECTION 6. FILLING VACANCIES IN ELECTED BOARD POSITIONS

- A. President:
 1. Vacancies in the office of President of the Corporation shall automatically be filled by the Vice President of the Corporation.
- B. Notice of Vacancy:

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1. All vacancies in elected positions shall be announced at the next general membership meeting; and
 2. Vacancies shall be published in the next H.M.S.C. e-mail newsletter.
- C. Interim Appointments:
1. Shall be made by the Board of Directors; and
 2. Shall serve until a replacement is elected.
- D. Nominations:
1. Nominations to fill a vacancy shall be made in accordance with this Article and the Standing Rules and Procedures.

ARTICLE VI. DUTIES OF OFFICERS AND COMMITTEE CHAIRPERSONS.

SECTION 1. OFFICERS

- A. President:
1. Shall be the principal executive officer of the Corporation;
 2. Shall administer the affairs of the Corporation;
 3. Shall preside at all meetings of the Board of Directors, and General Membership meetings except the Annual By-laws Meeting;
 4. May sign as the duly authorized agent of the Corporation and Board of Directors:
 - a. Certificates;
 - b. Upon authorization of the Board of Directors:
 - 1) contracts; and
 - 2) agreements;
 5. May sign with the Treasurer or any other officer of the Corporation:
 - a. Checks, except for those checks made payable to the President;
 6. Shall prepare and present to the Treasurer an operating budget for the Office of the President and Ad Hoc Committee activities for inclusion in the annual operating budget of the Corporation;
 7. Shall appoint chairpersons to all Ad Hoc committees subject to the ratification of the Board of Directors;
 8. Shall administer all Ad Hoc committees and prepare a report on their activities in the absence of the Chairperson of the committee;
 9. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time;
 10. Shall have an independent audit of the books of the Corporation performed annually; and
 11. Shall prepare a budget for the execution of their office and submit to the Board of Directors for review and approval.
- B. Vice President:
1. Shall perform the duties of the President:
 - a. In the absence of the President;
 - b. Inability of the President to perform;
 - c. Refusal of the President to act; or
 - d. At the direction of the President;
 2. May sign with the Treasurer or any other officer of the Corporation:
 - a. Checks, except for those checks made payable to the Vice President;
 3. Shall conduct and administer any special activities for the Corporation as directed by the Board of Directors;
 4. Shall prepare and present to the Treasurer an operating budget for the office of the Vice President for inclusion in the annual operating budget of the Corporation;
 5. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors; and
 6. Shall prepare a budget for the execution of their office and submit to the Board of Directors for review and approval.
- C. Vice President of Membership:
1. Shall perform the duties of the Vice President:
 - a. In the absence of the Vice President;
 - b. Inability of the Vice President to perform;
 - c. Refusal of the Vice President to act; or
 - d. At the direction of the President;
 2. Shall actively solicit new members;
 3. Shall be responsible for maintaining a membership roster/ mailing list and reporting the same to the Secretary;
 4. Shall serve as the liaison to the Board of Directors representing the membership's concerns, needs, and suggestions regarding the Corporation;
 5. Prior to any election, shall produce a listing of members eligible to run for office and eligible to vote in elections;

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6. Shall undertake other membership activities as may be deemed necessary;
7. Shall produce and distribute a membership card to each H.M.S.C. member in good standing, including renewal cards or renewal indicia;
8. Shall e-mail an updated membership list to H.M.S.C members; and
9. Shall prepare a budget for the execution of their office and submit to the Board of Directors for review and approval.

D. Secretary:

1. Shall keep the minutes of meetings of the general membership and Board of Directors;
2. Shall maintain minutes in one or more books provided for that purpose;
3. Shall provide ample copies of the minutes of the previous month's Board of Directors and general membership meetings at each Board of Directors and General Membership meeting;
4. Shall be the custodian of the Corporate records and corporate seal;
5. Shall handle or cause to be handled all correspondence and communications as deemed necessary;
6. Shall inform the Board of Directors and the General Membership of any incoming and outgoing correspondence;
7. Shall see that special notices are duly given in accordance with the by-laws;
8. Shall interact with the Membership Committee to maintain a current membership mailing list;
9. Shall prepare an operating budget for activities of the Secretary for inclusion in the annual operating budget of the Corporation;
10. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors; and
11. Shall prepare a budget for the execution of their office and submit to the Board of Directors for review and approval.

E. Treasurer:

1. Shall be responsible for all funds of the Corporation, including groups or functions sponsored by or using the H.M.S.C. name;
2. Shall receive all funds and give receipts for and payable to the Corporation;
 - a. Funds from functions held by groups sponsored by or using the H.M.S.C. name shall be tendered to the Treasurer within thirty (30) days of such functions;
3. Shall deposit all funds in the name of the Corporation in insured financial institutions with the approval of the Board of Directors;
4. May sign President or Vice President of the Corporation:
 - a. Checks, except for those checks made payable to the Treasurer;
5. Shall be responsible for preparing the annual budget of the Corporation;
6. Shall be responsible to ensure that expenditures and proposed expenditures of the Corporation are consistent with the approved annual budget;
7. May appoint and chair an Ad Hoc Finance Committee;
8. Shall prepare an annual statement of expenses and income commonly referred to as the annual financial report for distribution to the general membership no later than forty five (45) days after the end of each fiscal year;
9. Shall perform all duties incident to the office and such other duties as may be prescribed from time to time by the Board of Directors;
10. Shall prepare and submit a monthly report on income and expenses of the Corporation to the general membership;
11. Shall cause to be prepared and shall file all federal, state and local tax returns; and
12. Shall prepare a budget for the execution of their office and submit to the Board of Directors for review and approval.

SECTION 2. STANDING COMMITTEES

A. A. General Duties of Chairpersons:

1. To engage in open communications, cooperation, and dissemination of all information regarding the Corporation to the general membership;
2. To assemble a committee of a minimum of three (3) active H.M.S.C. members in good standing within fifteen (15) days of election or appointment;
3. To register the names of the committee members with the Secretary;
4. To submit to the Treasurer an operating budget for the activities of the Committee 30 days prior to the beginning of the next fiscal year in a form as prescribed by the Treasurer of the Corporation;
5. To submit for the Board of Directors' approval any proposed events, activities, or contractual agreements;
6. To hold a committee meeting at least once each calendar month for a minimum of seven (7) months;

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7. To submit a written report to the Board of Directors prior to the close of the following board meeting concerning the activities of the committee, as requested by the Board of Directors; and
 8. Shall prepare a budget for the operation of the committee and submit to the Board of Directors for review and approval.
- B. Fund Raising and Sponsorship Committee:
1. Shall be responsible for the raising of funds necessary for the operation of the Corporation, and recommending and supervising events throughout the year to raise funds for the corporation in coordination with other standing committees;
 2. Shall be responsible for soliciting and recommending sponsors desiring and capable of supporting H.M.S.C. in it's endeavors;
 3. Shall be responsible for organizing the silent auction at the ball and soliciting contributions to it; and
 4. Shall be responsible for attending any event at which H.M.S.C. is the recipient charity;
- C. Social and Entertainment Committee:
1. Shall be responsible for proposing and arranging for the entertainment necessary at any function or fundraising events of the Corporation;
 2. Shall be responsible for arranging regular social mixers that promote the corporation's image and endeavors (including fundraising);
 3. Shall be responsible for arranging social events for the general membership; and
 4. Shall arrange the social and entertainment activities for the H.M.S.C. Annual Ball;
- D. Annual Ball Committee:
1. Shall be responsible for developing instruction and training programs for the general membership to prepare them for participation in the Annual Ball,
 2. Shall be responsible for conducting the Annual Ball, and procuring the proper facilities and decorations,
 3. Shall be responsible for acquiring, maintaining, and overseeing equipment for the Annual Ball;
 4. Shall have dialogues with other groups around the country to help foster reciprocity and attendance; and
 5. Shall coordinate member volunteers and public volunteers for duties of operation at the ball.
- E. Public Relations Committee:
1. Shall serve along with the President as a principal spokesperson of the Corporation;
 2. Shall be responsible for developing, producing, and disseminating advertising and promotional materials for all H.M.S.C. events;
 3. Shall oversee contests, if any, for the development of promotional materials. Such contests shall be conducted in accordance with the Standing Rules and Procedures;
 4. Shall oversee the production of programs, invitations and tickets for H.M.S.C. events or fundraising functions;
 5. Shall obtain retail outlets to sell tickets to H.M.S.C. events;
 6. Shall coordinate the creation and dissemination of positions and policy statements, as directed by the Board of Directors; and

SECTION 3. AD HOC COMMITTEES

- A. Creation:
1. In accordance with Article V of these by-laws, the Board of Directors may create Ad Hoc committees; and
 2. The President shall appoint chairpersons from Directors in good standing.
 3. The Chairperson may populate the committee with any member in good standing.
- B. Purpose:
1. The purposes of Ad Hoc committees are to take on tasks not specifically assigned to any standing committee; and
 2. To perform tasks as requested by the Board of Directors or any of its officers.

SECTION 4. PERMANENT COMMITTEES

- A. Purpose and Limitation:
1. The purpose of this Section is to establish committees that have functions necessary to the operations of the Corporation but that do not operate on a regular basis; and
 2. Permanent committee chairpersons shall not have voting representation on the Board of Directors.
- B. By-Laws Committee:
1. The By-Laws Committee shall be convened when necessary by vote of 2/3 of Directors in good standing.
 2. The purpose of the By-Laws Committee is to collect, review, and submit suggested revisions to the H.M.S.C. by-laws and the Standing Rules and
 3. Procedures to the general membership for consideration at the Annual By-Laws Meeting;

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4. The Chairperson, who shall be a Director and shall not be a member of the Board of Directors, shall be selected by the President and ratified at the next regularly-scheduled meeting of the Board of Directors following the Annual By-Laws Meeting; and
5. The By-Laws Committee shall consist of the Chairperson and four (4) other persons, two (2) of whom shall be members of the Board of Directors;
 - a. The By-Laws Committee chairperson shall submit these four (4) names to the general membership at the second regularly-scheduled membership meeting following the Annual By-Laws Meeting;
 - b. H.M.S.C. Directors may place additional names in nomination; and
 - c. Ratification shall be by a majority of those in attendance and shall be in two parts with a vote on each individual nomination:
 - 1) for the two (2) members who are from the Board of Directors; and
 - 2) for the two (2) Directors who are from the general membership.

ARTICLE VII. MEETINGS

A. Statement of Intent:

1. It is the intent of this Corporation that meetings be held on a regular basis, that members have adequate notice thereof, and an opportunity to participate. Members have the right to attend any meetings of the Corporation except closed sessions of Board of Directors meetings.

SECTION 1. GENERAL MEMBERSHIP MEETINGS

A. Frequency and Notice:

1. General Membership meetings (consisting of all Directors and members) shall be held once each calendar month for a minimum of ten (10) months; and
2. The general membership shall be notified by e-mail of the location, date, and time of the meeting at least fifteen (15) days in advance of the meeting;

B. Special General Membership Meetings:

1. By the Board of Directors:
 - a. A Special General Membership Meeting may be called by the Board of Directors with the approval of a majority of the Board of Directors;
 - b. At least forty eight (48) hours notice shall be given to the general membership. Such notice may be by e-mail; and
 - c. Pursuant to such notice, a Special General Membership Meeting may be held in conjunction with but not in lieu of a regularly-scheduled General Membership Meeting.
2. By the Membership:
 - a. The general membership may call for a Special General Membership Meeting by petition;
 - b. No petition shall be valid unless the number of members signing such petition is no less than the equivalent of forty percent (40%) of the members, a petition circulated by e-mail is considered valid, and an e-mail reply of acceptance to the e-mail petition is considered signed.
 - c. The President must hold a Special General Membership Meeting within ten (10) calendar days of receipt of a valid petition;
 - d. At least five (5) days notice of any Special General Membership Meeting shall be given to the general membership. Such notice may be by e-mail or telephone; and
 - e. A Special General Membership Meeting shall not be held in lieu of a regularly-scheduled monthly General Membership Meeting.
3. Agenda:
 - a. The topic(s) /agenda for a special meeting must be published at the time of notification of the meeting;
 - b. The discussions in the special meetings shall be limited to only those topics listed on the agenda at notification.

C. Attendance:

1. Director's attendance at the meetings is considered mandatory. Directors are expected to attend at least one half (1/2) of the scheduled meetings unless:
 - a. Attending the meeting will interfere with job responsibilities,
 - b. Extenuating personal or family matters prevent attendance,
 - c. Illness or health issues prevent attendance or
 - d. Corporate business is being performed
2. Members are invited and encouraged to attend all open meetings.

D. Quorum:

BY-LAWS OF H.M.S.C. CORPORATION

1. A quorum consists of 40% of directors in good standing.

SECTION 2. BOARD OF DIRECTORS MEETINGS

- A. Frequency and Notice:
 1. The Board of Directors of the Corporation shall meet at least once each calendar month; and
 2. When possible, the general membership shall be notified by e-mail of the location, date, and time of the meeting at least fifteen (15) days in advance of the meeting.
 3. A Board of Directors meeting may be combined with a General Membership Meeting at the discretion of the Board of Directors.
- B. Special Board of Directors Meetings:
 1. By the President:
 - a. The President of the Corporation may call for a special meeting of the Board of Directors at any time; and
 - b. If feasible, the general membership shall be notified in advance of such a meeting; and
 2. By the Board of Directors:
 - a. A majority of the Board of Directors, excluding the President, may call for a special meeting of the Board of Directors;
 - b. The president shall convene such a meeting within ten (10) days; and
 - c. If feasible, the general membership shall be notified in advance of such a meeting.
- C. Quorum:
 1. A majority of the members of the Board of Directors is required to convene a meeting.

SECTION 3. STANDING COMMITTEE MEETINGS

- A. Frequency and Notice:
 1. Standing Committees shall meet at least once each calendar month for a minimum of seven (7) months; and
 2. The general membership shall be notified of the location, date, and time of the meeting when possible.

SECTION 4. AD HOC AND PERMANENT COMMITTEE MEETINGS

- A. Frequency and Notice:
 1. Ad Hoc and Permanent Committees shall meet as necessary; and
 2. To the extent possible, notice of the location, date, and time of Ad Hoc and Permanent Committee meetings shall be given to the general membership.

ARTICLE VIII. AMENDMENTS AND ADDITIONS

SECTION 1. AMENDMENT OF BY-LAWS

- A. Proposed amendments to the by-laws shall be submitted in writing at least sixty (60) days prior to the Annual By-Laws Meeting to the H.M.S.C. Secretary, who shall then immediately forward them to the Chairman of the By-Laws Committee.
- B. The membership shall be notified of the scheduled by-laws meeting by e-mail, mail for phone, at least 90 days prior.
- C. The By-Laws Committee will review and prepare all proposed changes to the by-laws for the review and approval of the Directors, including a statement as to whether the Committee recommends the proposed changes and the reasons thereof;
 1. Proposed changes to the by-laws shall be in the following format. New wording shall be underlined. Wording to be removed shall be struck through (struck through) or placed in brackets []. New wording shall be preceded by the name and number of the article, section, paragraph, and subsection, exactly identifying where the changes are to be made.
- D. The by-laws may be changed only at a scheduled by-laws meeting. Upon adoption of the first set of revised by-laws, a by-laws meeting may be called in four (4) months to make modification thereto and, thereafter, only once each calendar year.
- E. The annual by-laws meeting shall be held during the month of March of each year. The exact date shall be selected by the Chairman of the By-Laws Committee in consultation with the Board of Directors.
- F. Notice of the first modification meeting and subsequent annual by-laws meetings shall be e-mailed to all H.M.S.C. directors at least thirty (30) days prior to such meeting and include the date, time, and place of the meeting.
- G. All proposed modifications to the by-laws shall be mailed to the Directors at least thirty (30) days prior to any by-laws meeting.

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- H. The Chairman of the By-Laws Committee shall chair all by-laws meetings and the H.M.S.C. Secretary shall take the minutes.
- I. In order to amend the by-laws, two-thirds (2/3) of current Directors in good standing must vote to amend.
- J. The Directors may vote in person or by ballot. Voting by ballot shall be in accordance with Article VI.
- K. Order of Voting:
 - 1. Amendments that require the membership to fill in the blanks shall be voted on first;
 - 2. At the first modification meeting and all subsequent annual meetings, amendments shall be taken up in the same order as the by-laws; and
 - 3. Amendments to amendments shall be made in accordance with Roberts Rules of Order, Newly Revised.
- L. These Bylaws shall not be abridged, modified, changed, or interpreted except as specified herein.

SECTION 2. SPECIAL CIRCUMSTANCES

- A. Purpose:
 - 1. The purpose of this Section is to provide a means for the general membership to obtain interpretations of the by-laws.
- B. Procedure:
 - 1. Requests for interpretations of the by-laws shall be made to the Board of Directors and referred to the By-Laws Committee;
 - 2. The By-Laws Committee shall prepare a written response to requests for interpretations, which shall be presented to the Board of Directors at its next regularly-scheduled meeting, or within thirty (30) days of receipt of the request, whichever is longer;
 - 3. Only the By-Laws Committee may interpret the by-laws; and
 - 4. The Board of Directors shall include any such interpretations in its minutes and so shall advise the general membership and each person requesting the interpretation.

SECTION 3. STANDING RULES AND PROCEDURES

- A. These by-laws may be supplemented by the Standing Rules and Procedures.
- B. The Standing Rules and Procedures may be amended and adopted by approval of a majority vote at a properly-constituted general membership meeting.
- C. The Standing Rules and Procedures may define and supplement matters not covered by the by-laws, but may not serve to modify, change, or diminish the meaning or authority of the by-laws.

ARTICLE IX. DEPOSITION OF ASSETS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local unit of government, or to registered non-profit corporation, for a public purpose. Any assets not disposed of in this manner shall be disposed of by a court of competent jurisdiction on the county in which the principal office of the Association is then located, exclusively for purposes or to organization(s), as the court shall determine, which are organized and operated exclusively for these purposes