

RESTATED BYLAWS
OF
FROM THE HEART ROMANCE WRITERS

ARTICLE 1
Name

The name of this corporation (sometimes referred to as “FTHRW”) is **FROM THE HEART ROMANCE WRITERS**

ARTICLE 2
Purposes and Limitations

Section 2.1. The corporation is hereby organized for the following purposes:

2.1.1. To advance the interests of writers through networking and advocacy: means for such advancement include, but are not limited to, professional education, publications, contests and awards, and an annual conference; and

2.1.2. To carry on such other activities as are permissible for a nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (“IRC”).

Section 2.2. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6) or by a nonprofit corporation formed under the laws of the corporation’s state of incorporation (the “State Law”).

ARTICLE 3
Members

Section 3.1 Membership Eligibility. All individuals who have attained the age of 18 and who agree to accept the purposes of this corporation and to faithfully observe and be bound by the Bylaws of this corporation shall be eligible to apply for membership. Membership shall not be denied to adults because of race, color, gender, age, religion, national origin, marital status, sexual orientation, disability, or political affiliation.

Section 3.2 Membership Qualification. Membership in this corporation shall be granted only after the corporation's acceptance of a completed membership application and receipt of the required membership dues. The terms and conditions of membership in the corporation shall be determined exclusively by FTHRW.

Section 3.3 Membership Dues. The corporation's Board of Directors shall established annual membership dues. Such dues shall be paid in accordance with a schedule approved by the corporation's Board of Directors. A membership application is not considered accepted until the appropriate membership dues are paid. Dues are not refundable for any reason.

Section 3.4 Duration of Membership. The term of membership in this corporation shall be established by the corporation's Board of Directors and shall be automatically renewable upon timely payment of membership dues, as determined by the corporation's Board of Directors.

Section 3.5 Termination of Membership. Membership in this corporation shall be terminated if a member does not pay his or her corporation membership dues, in full, by the established due date. Membership in this corporation also shall be terminated by the death of a member or by the submission of an acceptable form of written notice of membership resignation.

Section 3.6 Compliance with the Corporation Code of Conduct. The corporation and its members must comply with the Corporation Code of Conduct.

Section 3.7 Voting Rights. FTHRW members in good standing shall be entitled to vote on all matters submitted to a vote of the corporation's membership, including, without limitation, the election of Officers/Directors, with each member entitled to one vote on each such matter.

ARTICLE 4 Board of Directors

Section 4.1 General Powers. Except as otherwise provided in the Articles of Incorporation the affairs of the corporation shall be governed by its Board of Directors/Officers (the corporation's Board of Directors is herein referred to as the "Board of Directors/Officers" and the individual members of the Board of Directors are herein referred to as "Directors/Officers"). It shall be the Board of Directors' duty to carry out the objectives and purposes of the corporation, and the Board of Directors may exercise all powers of the corporation except as otherwise reserved in these Bylaws and the Articles of Incorporation of the corporation.

Section 4.2 Composition. The Board of Directors shall be composed of the Officers/Directors of the corporation. The duties and voting rights of all Officers/Directors must comply with State Law and be outlined in the corporation's policies. The total composition of the corporation's Board of Directors shall not exceed ten Officers/Directors.

Section 4.2.2. Directors. The Directors of this corporation shall be the President, Vice

President-Programs, Vice President-Communications, Treasurer, and Secretary. These are the Officers positions.

Section 4.2.2.1 President. The President shall serve as spokesperson for the corporation; call, propose the agenda for, and preside over all meetings of the Board of Directors (except that meetings may also be called by a majority of the Directors as described in Article 9) and the membership; appoint, with the approval of the Board of Directors, chairpersons of and liaisons to all committees; serve as a nonvoting ex-officio member of all committees; execute corporation business as specified by the Board; appoint, with Board approval, qualified members to fill any officer or director vacancies; and fulfill any other obligations designated by the Board of Directors.

Section 4.2.2.2. Vice President-Programs. The Vice President-Programs shall assume the duties of the President and preside over all meetings of the Board and members in the absence of the President; be responsible for planning and overseeing all program-related activities undertaken by the corporation, including those at regular meetings, workshops, and conferences; and fulfill any other obligations designated by the Board.

Section 4.2.2.3. Vice President-Communications. The Vice President-Communications shall be responsible for planning and overseeing all official corporation communications tools, including the corporation newsletter, website, and public relations; and fulfill any other obligations designated by the Board.

Section 4.2.2.4. Secretary. The Secretary shall be responsible for membership applications and an up-to-date list of corporation members; record attendance; record the minutes of all meetings of the Board of Directors and the membership; keep corporation records, including copies of newsletters, corporation business correspondence, committee reports, and all other official documents; mail notices; and fulfill any other obligations designated by the Board of Directors. The Secretary shall comply with the Corporation Record Retention Schedule.

Section 4.2.2.5. Treasurer. The Treasurer shall be responsible for collecting dues; notify the Board of delinquent members; supervise the collection and disbursement of corporation funds; keep the financial records of the corporation in good order; work with the Secretary in maintaining the list of corporation members; provide an accurate and up-to-date financial statement to the Board at least every two months; present the annual audited report to the members and fulfill any other obligations designated by the Board of Directors. The Treasurer shall comply with the Corporation Record Retention Schedule.

Section 4.3 Removal or Resignation of Directors.

Section 4.3.1. Removal for Cause. By the affirmative vote of at 50% + 1 of the voting members of the Board of Directors, any Officer/Director may be removed from office for cause, which shall be defined to mean gross misconduct or gross dereliction of duty as a director. Any such vote and removal shall occur only following a hearing conducted pursuant to the procedures set forth in the then- most current edition of Robert's Rules of Order Newly Revised (and shall, in any event, specifically include the right to 10 days' prior notice of such hearing and the right to attend, present evidence, and vote at such hearing). Any Officer/Director shall have the right to appeal to the Board of Directors to reconsider such removal within 10 days after the date of such hearing, pursuant to reasonable procedures determined by the Board of Directors and consistent with the then-most current edition of Robert's Rules of Order Newly Revised.

Section 4.3.3. Recall. Any Officer/Director may be removed from office by membership recall election, as described in Section 5.4 of these Bylaws.

Section 4.3.4. Resignation. Any Officer/Director may resign at any time by delivering written notice via mail, email, courier, or facsimile transmission to any other member of the Board of Directors. Any such resignation shall be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date.

Section 4.4. Vacancies. Any vacated Officer/Director position shall be filled by appointment by the President, subject to approval by the Board of Directors, as promptly as reasonably possible. Any such appointee to a vacant position shall serve the remainder of the unexpired term for that position.

Section 4.4.1 Eligibility. Candidates eligible for appointment to a vacant position shall be members who otherwise meet the position requirements as defined in these Bylaws.

Section 4.4.2. Vacancy in the office of the President. If the office of President becomes vacant, the Vice President-Programs shall assume the office of President, and the position of Vice President-Programs shall be filled by appointment in the manner described above. If at any time both such positions are vacant, the Board of Directors shall appoint a new President (who may, but need not be a member of the Board of Directors at the time of appointment) and a new Vice President-Programs to serve until the next regular election.

Section 4.5. Resolution of Disputes. The Board of Directors shall make the final decision in all disputes among committees, Officers, Directors, and/or others concerning corporation functions and business.

ARTICLE 5

Elections

Section 5.1 Election Schedule. Elections shall be conducted during the fourth quarter of the corporation's fiscal year. Officers and Directors shall take office on the first day of the new fiscal year, subject to any timely filed challenges.

Section 5.2 Qualifications. In order to be eligible for a Board position (whether elected or appointed), a candidate must: (1) be a member of the corporation; (2) have been a member of the corporation for a minimum of three months before taking office; (3) not have a material conflict of interest that would disqualify the person from holding the intended office, such as concurrently serving on another chapter Board; (4) not have been found guilty of a Code of Ethics violation. Candidates for specific positions must also have the following qualifications:

Section 5.2.1. President. Candidates for President must have been a member of the corporation for a minimum of three months before taking office.

Section-5.2.2. Vice-President of Programs. Candidates for Vice-President of Programs must have been a member of the corporation for a minimum of-three months before taking office

Section 5.2.3. Vice-President of Communications. Candidates for Vice-President of Communications must have been a member of the corporation for a minimum of three months before taking office.

Section 5.2.4. Secretary. Candidates for Secretary must have been a member of the the corporation for a minimum of three months before taking office.

Section 5.2.5. Treasurer. Candidates for Treasurer must possess strong business and financial skills and must have been a member of the corporation for a minimum of three months before taking office.

Section 5.3. Term Lengths and Limitations. An individual may hold only one position on the Board at any time. No candidate may run for more than one position at a time. Directors may run for office while serving on the Board. Terms shall be no longer than three years in length and commence on the first day of the fiscal year. An individual may serve no more than two consecutive full terms in any one office, except in such cases in which a replacement has not been elected or appointed and State law requires the individual to remain in office.

Section 5.4 Recall Elections. Any member of the Board of Directors may be removed from office by a membership recall election. Any Officer/Director may be removed from office for cause, which shall be defined to mean gross misconduct or gross dereliction of duty as a director.

Section 5.4.1. Initiation. A recall election shall be initiated by filing a petition for recall

with the Board of Directors.

Section 5.4.2. Petitions to Recall Officers/Directors. Petitions to recall Officers/Directors shall be signed by ten percent (10%) of the members listed on the corporation membership roster as of the date the petition is filed.

Section 5.4.3. Recall Outcome. Promptly following receipt of a valid recall petition, the corporation shall hold a recall election. An Officer/Director shall be removed from office if a majority of the eligible recall election votes cast are in favor of the recall. The election results shall be effective immediately.

ARTICLE 6 Meetings

Section 6.1 Meetings of the Membership.

Section 6.1.1. Corporation Meetings. All corporation members shall be welcome to attend corporation meetings, which shall be held online at a time and date determined by the Board of Directors. Notice of each meeting shall be posted on-line for all members to view.

Section 6.1.2. Minutes. Written minutes of each meeting of the membership shall be recorded by the Secretary and shall contain the results of the deliberations of the membership. The minutes shall be submitted to the Board of Directors for approval by the next meeting. The approved minutes shall be forwarded to the membership through electronic publication and messaging by any electronic communication device that the corporation utilizes.

Section 6.2. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such time and date, as set by the President. Special meetings of the Board of Directors may be called by the President or by a majority of the voting Officers/Directors. The person or persons who call a particular special meeting of the Board of Directors may fix the time, and date, for such special meeting.

Section 6.2.1. Notice. All BOD meetings for the year, are posted on the website for the all members and Board of Directors to view

Section 6.2.2. Quorum. A majority of the Board of Directors present, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.2.3. Manner of Acting. The act of a majority of the Board of Directors

present at a duly called meeting at which a quorum is presented, shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 6.2.4. Meetings by Telephone Conference or Other Remote

Communications Technology. To the extent permitted by State Law, Officers/Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination the system provides access to the meeting in a manner or using a method by which each Officer/Director participating in the meeting can communicate concurrently with each other participant.

Section 6.2.5. Action without Meeting. As and to the extent provided for in the corporation Articles of Incorporation, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is agreed by majority of Officers/Directors.

Section 6.2.6. Attendance by Members. Members shall be allowed to attend meetings of the Board of Directors as observers but must vacate the Board Room during Executive Session.

Section 6.2.7. Minutes. Written minutes of each meeting of the Board of Directors shall be recorded by the Secretary and shall contain the results of the deliberations of the Board of Directors. The minutes shall be submitted Board of Directors for approval before the next scheduled board meeting.

Section 6.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the State Law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE 7

Committees

Section 7.1. Committees. Committees may be designated in policy or a resolution adopted by the Board of Directors. The President shall appoint the committee chairs, subject to the approval of the Board of Directors, unless otherwise indicated in these Bylaws. All committees shall have at least two members unless otherwise indicated in these Bylaws. Committees shall perform the

duties assigned to them from the Board.

Section 7.1.1. Standing Committees. The Board of Directors may establish various standing committees to carry on the affairs of the corporation. Standing committees shall be listed in the corporation's policies.

Section 7.1.2 Special Committees. The Board of Directors may form special committees (including task forces) as necessary with approval by a majority of the Directors voting where a quorum is present.

Section 7.2. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.3. Manner of Acting. The majority of the committee shall constitute a quorum and all the committee shall be presented to the Board of Directors for approval.

Section 7.4. Committee Reports. Committee chairs or their designees shall submit minutes to the Secretary for retention and shall report to the Board monthly, or as otherwise requested by the Board.

ARTICLE 8

Compensation and Reimbursement of Expenses

No Officer/Director or committee member shall receive any salary or compensation for his or her services as an Officer/Director, or committee member; however, the chapter may reimburse certain corporation-related expenses incurred by Officers/Directors and committee members, as determined by the Board of Directors.

ARTICLE 9

Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Officers/Directors, committee members, employees, or other private persons, except that the chapter shall be authorized and empowered to pay reasonable compensation for services rendered by employees, contractors, and others, and to make payments and distributions in furtherance of the purposes set forth herein. No corporation funds shall be used for any "hardship" or similar fund pursuant to which the corporation membership dues (or any similar expense) of any individual corporation members are paid, but the corporation can agree to administer any such fund if it is funded entirely through donations by individual members or others.

ARTICLE 10

Finances

Section 10.1. Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31, or such other period established by the Board of Directors and approved by the IRS.

Section 10.2. Corporation Funds. All corporation funds must be deposited in an account designated by the Board of Directors, and the corporation shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard corporation funds.

Section 10.3. Operating Budget. Each year, the Treasurer shall oversee the preparation of the corporation's operating budget for the ensuing fiscal year. Promptly following Board approval, the budget shall be made available to the membership. The budget may be amended by the Board of Directors when necessary.

Section 10.4. Contracts. The Board of Directors may authorize any Officer/s so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of this corporation. Such authority may be general or confined to specific instances.

Section 10.5. Financial Audit. The annual report of the Treasurer shall be audited not less than annually by a three-person committee appointed by the Board of Directors or, upon a majority vote of the Board, may be audited by a professional.

ARTICLE 11

Books and Records; Property

Section 11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, its Board of Directors, and committees having any of the authority of the Board of Directors in accordance with the Chapter Record Retention Policy. The chapter must maintain a record of the names and addresses of all members. The books of account shall be open for inspection by any member or a member's legal representative at all reasonable times and with reasonable advance notice.

Section 11.2. Corporation Property. The following shall constitute corporation property and shall be used only as described and permitted herein:

Section 11.2.1. Membership List. The membership roster of this corporation may be used only to promote or stimulate interest in the corporation. It may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual, or given in whole or in part to any nonmember, unless

the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote efficiency in providing member services, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose.

Section 11.2.2. Name, Logo, Etc. The name “FROM THE HEART ROMANCE WRITERS,” the acronym “FTHR W,” the name of the **Words of the Heart *newsletter***, the name of the **Pages From The Heart**, the website address (www.fthrw.com), and the logo of **FTHR W** are the property of this corporation. This property shall not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception of normal, reasonable use of the names of the property in conversations and correspondence without Board approval.

Section 11.2.3. Property. Any books, publications, video or audio tapes, CDs or other media, corporation files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the corporation shall be considered the property of the corporation. Such property may be borrowed from the corporation by corporation members upon approval of the corporation’s Board as long as such borrowing is allowed under the copyright, End User License Agreement, and/or terms of use of the property. Procedures for borrowing corporation property as well as examples of acceptable use of the property by corporation members must be outlined in the corporation’s policies. Reproduction of such property is strictly forbidden unless such reproduction is allowed under the copyright, End User License Agreement, and/or terms of use of the property.

ARTICLE 12

Limitation of Liability and Indemnification

Section 12.1. Limitation of Liability. The personal liability of any present or former Officer/Director, and committee member of this corporation is hereby eliminated to the fullest extent permitted by State Law.

Section 12.2. Indemnification. To the fullest extent permitted by State Law, this corporation shall indemnify and hold harmless each Officer/Director, and committee member of this corporation against any and all liabilities, costs, and expenses (including attorneys’ fees and expenses) reasonably incurred by such individual or on his or her behalf in connection with any legal action or proceeding to which such individual may be a party by reason of such individual being or having been an Officer/Director, or committee member of this corporation, or by reason of any action alleged to have been taken or omitted by such individual in such capacity. Such indemnity shall be effective only in the event that the interested Officer/Director, or committee member provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of

any other rights to which those indemnified may be entitled under any bylaw, agreement, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors, or administrators of each Officer/Director, or committee member. The corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors. Such indemnity may be lost if the Officer/Director, or committee member does not act in good faith in the performance of his or her fiduciary duty.

ARTICLE 13

Duration and Dissolution

The duration of this corporation shall be perpetual, except that it may be dissolved in the manner provided by the State Law; provided, however, that no dissolution of this corporation shall be effected unless approved by the Board of Directors and the membership of this corporation as required by the State Law. Upon the dissolution of the chapter, and after paying or making provision for the payment of all the liabilities of the chapter.

ARTICLE 14

Amendments

The power to amend these Bylaws shall rest with, and may be exercised by, the members of the corporation. All proposed Amendments to these Bylaws may be proposed by (i) petition signed by at least two percent (2%) of the members listed on the corporation membership roster as of the date the petition is filed or (ii) the Board of Directors (by resolution approved by the affirmative vote of a majority of the members of the Board present at a duly called meeting of the Board or by written action without such meeting). These Bylaws may be amended only by either (A) the affirmative vote of a majority of the members present (in person or by proxy) and voting at a meeting of the membership or (B) the affirmative vote of a majority of the ballots cast by members in any member vote conducted by mail, facsimile transmission, electronic message, or any combination of those methods. Notice and text of any proposed Bylaw amendments shall be delivered to the President at least 120 days prior to the date of such meeting or other vote and sent to each member of the corporation at least 30 days prior to the date of such meeting or other vote. The Board of Directors may amend these Bylaws (without vote of the members) only to correct or classify ordering, wording, and punctuation as long as the meaning and intent of these Bylaws are not altered.

ARTICLE 15

Miscellaneous

Section 15.1 Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of

Texas.

Section 15.2. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Section 15.3. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 15.4. Parliamentary Authority. All Corporation Board, membership, and committee meetings shall be conducted according to the rules of parliamentary procedure set forth in the then-most current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this corporation, these Bylaws, or applicable law.

Section 15.5. Policy Manual. The Board of Directors may adopt any additional written policies or procedures for this corporation to the extent they are not inconsistent with or contrary to these Bylaws, State Law, or, to the extent applicable to corporation.