

Texas After Violence Project Bylaws

1. The Texas After Violence Project is a non-profit corporation, registered with the Texas Secretary of the State on April 10, 2007 (File Number 800799805).
2. The corporation is a non-member organization.
3. The mission of the Texas After Violence Project is to study the effects of capital punishment in Texas, primarily through qualitative research including oral history interviews, to share our findings with the public, and to explore models of transformative justice.

Board of Directors

4. There shall be no fewer than three (3) and no more than seven (7) directors.
5. The initial terms of board members shall be two, three, and four years, so that vacancies will not occur all at once. The assignment of the initial terms shall be done by agreement among the initial board members.
6. Subsequent terms shall be for four (4) years each.
7. Directors may be re-elected. There is no limit on the number of terms a director may serve.
8. Qualifications for directors. A director must
 - a) Agree with the mission of the Project.
 - b) Agree to fulfill the legal duties of directors of non-profit corporations.
 - c) Not be related to another director within the (3rd degree). "Related" in this context means related by blood, adoption, marriage, or the rough equivalent of marriage (such as life partnership).
 - d) Not be related to any current employee of the Texas After Violence Project.
 - e) Not be related to any contractor who the Texas After Violence Project has paid, or has planned to pay, more than \$100 in a fiscal year.

Filling vacancies

9. The board may appoint additional directors, if the majority of the board agrees, at whatever point there are vacancies and without the necessity of meeting in person. Officers shall ensure that at no time there are fewer than three directors.

Duties of the Board of Directors

Duty of Care

10. Each director shall act in good faith.

11. Each director shall use care that a person of ordinary prudence would use in same or similar circumstances.

12. Each director shall make decisions that she or he believes to be in the best interest of the corporation and the fulfillment of its mission.

13. The directors are to keep reasonably informed about the organizations' activities and pertinent issues; this duty of directors is to a large extent contingent on a reciprocal duty of the staff to inform the directors about the activities of the organization and pertinent issues.

Duty of Loyalty

14. Each director must have fair dealings with the Texas After Violence Project.

15. Each director refrain from participating in decisions where she or he has a personal or financial interest in the outcome or any interest other than the good of the project.

16. Transactions made when a conflict of interest existed are voidable.

Removal of Directors

17. A director may be removed if she or he

- a) Misses two or more consecutive scheduled board meetings for which written notice was provided at least two weeks before the meeting, without providing a reason for her or his absence within an appropriate period of time (according to the circumstances);
- b) Violates the confidentiality or privacy requests of any person interviewed by the Texas After Violence Project for the oral history project;
- c) Knowingly violates the board's conflict of interest policy or any federal or state law or regulation concerning the non-profit corporations; or

d) Otherwise egregiously fails to fulfill the duties of a director.

16. The method for removing a director shall be as follows:

a) An officer (or staff member designated by an officer of the board) brings the problem to the attention of the board member whose conduct appears to be grounds for removal. If possible, the first communication should be by phone call or personal conversation;

b) If the situation is not resolved to the satisfaction of the officers, the president of the board (or vice-president, if the person in question is the president) shall write a letter to the board member in question describing the problem and seeking to resolve it;

c) The board member whose removal is being considered shall have a reasonable opportunity to respond to the concerns before there is any discussion on the board about whether to remove her or him from the board; and

d) If the situation is still not resolved, the directors will attempt to come to a sense of the board about whether the board member shall be removed; and

e) A board member may be removed following a majority vote of the board, after attempts to solve a problem have been made as described above.

Meetings

17. There shall be at least one meeting of the board of directors every year.

18. The officers may call other meetings as they see fit on their own or at the request of the staff of the Texas After Violence Project.

19. The President is responsible for calling meetings of the board of directors; she or he may delegate this task to another officer or the Texas After Violence Project staff.

20. The President or her or his designee, must provide written notice of the annual board meeting to all directors at least thirty (30) days in advance of the meeting.

21. The President or her or his designee, must provide written notice of other board meetings to all directors at least fourteen (14) days in advance of the meeting, except in cases of emergency.

Quorum

22. A quorum of the Board of Directors is required to make decisions such as elections, removals, or amendments to the by-laws.

23. A quorum is 2/3 of the directors.

Amendments

24. These by-laws may be amended by the Board of Directors following a discussion, recommendation, and vote for the amendments by 2/3 vote, at a Board of Directors meeting that the President, or Vice-President of the Board, or her or his designate, has notified all Board members about, and at which there is a quorum.

These by-laws are adopted by the Board of Directors of the Texas After Violence Project on the 27 day of September, 2007.

Ben Kuipers, Secretary

Date