

CORPORATE BYLAWS
OF
REGENCY FICTION WRITERS, INC.

Effective September 28, 2020.
Amended November 4, 2022

ARTICLE 1
Name and Location

Section 1.1. Name. The name of this corporation (sometimes referred to as “RFW” or the “Organization”) is Regency Fiction Writers, Inc.

Section 1.2. Location. The Organization shall maintain in the State of Texas a registered office and registered agent at such office and may have other offices within or without the State of Texas, as shall be determined by the Board of Directors.

ARTICLE 2
Purposes and Limitations

Section 2.1. Purposes.

Regency Fiction Writers, Inc. is organized and will be operated exclusively for purposes within the meaning of Sections 501(c)(6) of the Internal Revenue Code as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”). The Organization’s purposes include, but are not limited to, any purposes set forth specifically in its Certificate of Formation, as may from time to time be amended (the “Certificate”). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Organization is dedicated to advancing the professional interests of writers of the extended Regency era 1780-1840 through inclusion, networking, advocacy, and education.

Section 2.2. Limitations.

2.2.1. The Organization shall not carry on any other activities prohibited by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

ARTICLE 3
Members

Section 3.1. Members.

3.1.1. General. Membership in the Organization will be open to all persons who write Regency-set fiction.

3.1.2. Membership Eligibility. All individuals who are writers of Regency-set fiction, who have attained the age of 18, and who agree to accept the purposes of this

Organization and to faithfully observe and be bound by the Bylaws of this Organization and its Code of Conduct, Code of Ethics, and Anti-Harassment Policy will be eligible to apply for membership pursuant to procedures established by the Board. Membership shall not be denied to adults because of race, color, sex, sexual orientation, gender identity or expression, body size, age, religion, ancestry, national or ethnic origin, immigration status, employment status, marital status, pregnancy status, ability or disability, genetic information, veteran status, socioeconomic status, and political affiliation. Membership in this Organization will be granted only after the Organization's acceptance of a completed membership application and receipt of the required membership dues. The terms and conditions of membership in the Organization will be determined exclusively by the Organization.

Section 3.2. Determination of Membership Dues and Obligation to Pay. The Organization's Board will fix the amount of annual membership dues and/or assessments. Such dues and/or assessments must be paid in accordance with a schedule approved by the Organization's Board. Membership in the Organization carries a definite obligation to pay membership dues as well as any assessments established by the Organization's Board. Dues and assessments are not refundable for any reason.

Section 3.3. Duration of Membership. Each Member's membership shall last for one (1) year beginning on the date the Organization receives payment of their initial Membership Dues and shall be automatically renewed annually upon timely payment of Membership Dues.

Section 3.4. Termination of Membership. Membership in this Organization will be terminated if a member does not pay their Organization membership dues, in full, by the established due date. Membership in this Organization will also be terminated by the death of the member, or by the submission of an acceptable form of written notice of membership resignation. Membership may be terminated by the Board if so necessary to carry out the resolution of an ethics violation.

Section 3.5. Compliance with the Code of Conduct. All Organization members, Officers, and Directors must comply with the Code of Conduct.

Section 3.6. Voting Rights. Members in good standing as of the date of a vote shall be entitled to vote on all matters submitted to a vote of the Members, including, without limitation, the election of Officers and Directors. Each Member is entitled to one vote on each such matter. A Member is in good standing if their membership and their Membership Dues are current.

ARTICLE 4 Board of Directors

Section 4.1. General Powers. Except as otherwise provided in the Articles of Incorporation, the affairs of the Organization will be governed by its Board. The Board is responsible for the supervision, control, and direction of the Organization, and the Board will have the duties of a board of directors under Texas Law, including but not limited to the duty to carry out the

objectives and purposes of the Organization. The Board may exercise all powers of the Organization under Texas Law except as otherwise reserved in these Bylaws and the Articles of Incorporation of the Organization.

Section 4.2. Composition. The Board will be composed of the Officers and Directors of the Organization. Officers and Directors need not be Texas residents. The duties and voting rights of all Officers and Directors must comply with Texas Law and be outlined in the Organization's policies. The total composition of the Organization's Board will consist of no less than three and no more than eleven (11) Officers and Directors.

4.2.1. Officers. Officers of the Organization will be the President, President-Elect, Secretary, Treasurer, and such other officers as the Board deems desirable. Officers will take office no later than January 1 of the year following their election. The Officers will perform those duties that are usual to their positions and that are assigned to them by the Board and/or described in the Organization's policies.

4.2.2. Directors. The individual members of the Board will be known as "Directors." The Board will determine the number of Directors, not exceeding the total count of Officers and Directors of eleven (11).

4.2.3. Board of Advisors. A Board of Advisors may be formed by the President and approved by the Board. The Board of Advisors will attend Board Meetings as nonvoting members and provide their best advice to the Board.

4.2.4. Voting. The voting members of the Board of the Organization will consist of the four (4) elected officers of the Organization and up to seven (7) additional elected or appointed Officers or Directors. Nonvoting advisors may attend all Board meetings but cannot vote.

Section 4.3. Removal or Resignation of Officers or Directors.

4.3.1. Removal for Failing to Maintain Membership. Any Officer or Director who fails to maintain membership in the Organization will be removed from office after thirty (30) days' notice from the Board if membership status is not made current.

4.3.2. Removal for Cause. By the affirmative vote of the majority of the other voting members of the Board, any Officer or Director may be removed from office for cause, which will be defined to mean gross misconduct or material refusal or material failure to perform any of their duties and responsibilities as an Officer or Director, including, without limitation: (a) refusal to comply with any lawful directive or policy of the President and/or the Board of Directors of which the Officer or Director has actual knowledge, which refusal is not cured by the Officer or Director within 30 days of such written notice from the Organization; (b) if the Officer or Director acts (including a failure to act) in a manner which constitutes willful misconduct, gross negligence, or insubordination; (c) upon the Organization's determination that, in the reasonable judgment of the President and/or the Board of Directors, the Officer or Director has:

(i) committed an act of fraud, personal dishonesty, or misappropriation relating to the Organization, or (ii) committed any other act causing material harm to the Organization's standing or reputation, or any act of dishonesty, embezzlement, unauthorized use or disclosure of confidential information or other intellectual property or trade secrets; (d) upon a material breach or violation by the Officer or Director of these Bylaws, the Organization's policy manual, the Organization's Code of Conduct, the Organization's Code of Ethics, or any fiduciary duty to the Organization; or (e) upon the Officer or Director's arrest, indictment for or conviction (or the entry of a plea of a nolo contendere or equivalent plea) in a court of competent jurisdiction of a felony or any misdemeanor involving material dishonesty or moral turpitude. Any Officer or Director proposed for removal will be given advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing before the Board of Directors' decision, and final written notice of the Board of Directors' decision.

4.3.3. Resignation. Any Officer or Director may resign at any time by delivering written notice to any other member of the Board. Any such resignation will 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 or newly created Officer or Director position will be filled by appointment by the President, subject to approval by the Board, as promptly as reasonably possible. Any such appointee to a vacant position will serve the remainder of the unexpired term for that position. If the office of President becomes vacant, then the position will be filled in accordance with Texas Law by the President-Elect. If the Organization does not have a sitting President-Elect, the Board will identify a member who meets the qualifications set forth in Section 5.2.1 of these Bylaws. A membership special election will be held to elect that new president.

4.4.1. Eligibility. Candidates eligible for appointment to a vacant position must be members who otherwise meet the position requirements as defined in these Bylaws and Organization's policy manual.

Section 4.5. Resolution of Disputes. The Board will make the final decision in all disputes among committees, Officers, Directors, and/or others concerning the Organization's functions and business. Any Officer or Director involved in a dispute must recuse themselves from the Board's decision-making process in resolving such a dispute.

ARTICLE 5 Elections

Section 5.1. Vote and Election Schedule. Officers and Directors shall be elected by either a majority vote of the Members present in person or remotely and voting at any annual general meeting or special meeting of the Members at which a quorum is present (in person, phone conference, or online), or by a vote conducted using electronic means only in which a quorum of eligible members have cast a vote. Voting is typically conducted during the fourth quarter of the Organization's fiscal year. Refer to Section 6.1.5 for the definition of "quorum."

Officers and Directors will take office on the first day of the new fiscal year, subject to any timely filed challenges. The President-Elect shall be elected annually and shall serve a one-year term as President-Elect, then in the following year, shall serve a one-year term as President.

The Treasurer shall be elected in even-numbered years. The Secretary shall be elected in odd-numbered years. The terms of the remaining Officers and Directors shall be staggered to allow for half of them to be elected each year. Officer and Director terms of service will be detailed in the Policy Manual.

Section 5.2. Qualifications. In order to be eligible for an Officer or Director position (whether elected or appointed), a candidate must: (1) be a member of RFW; (2) not have a material conflict of interest that would disqualify the person from holding the intended office; and (3) not have been determined by the Board to have violated at any time the Code of Conduct, Code of Ethics, or Anti-Harassment Policy. Candidates for specific positions must also have the following qualifications:

5.2.1. President-Elect. Candidates for President-Elect must have been a member of the Organization for a minimum of the 12 months before taking office and must meet any other qualifications applicable to such position set forth in the Organization’s policies.

5.2.2. Treasurer. Candidates for Treasurer must possess strong business and financial skills and must have been a member of the Organization for a minimum of the 12 months before taking office and must meet any other qualifications applicable to such position set forth in the Organization’s policies.

5.2.3. Other Officers and Directors. Candidates for Secretary, other Officer roles, or Director must meet any other qualifications applicable to such position set forth in the Organization’s policies.

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. Officers and Directors may run for office while serving on the Board. Terms will be no longer than two years in length and commence on the first day of the fiscal year. Term limits must comply with Texas Law and be outlined in the Organization’s policies.

**ARTICLE 6
Meetings**

Section 6.1. Meetings of the Members.

6.1.1. Annual General Meeting. All Organization members will be welcome to attend the annual general meeting of the Organization, which will be held at a time and place determined by the Board. Meetings may be held in person or remotely using conferencing technology.

6.1.2. Special Meetings. Special meetings of the members may be called by the President, the Board, or by at least 10 percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of the membership who are listed on the Organization membership roster as of the date the special meeting is called, by petition signed by such members and delivered to any Board member. The Board will fix the time and place for all special meetings, provided that a special meeting called by the membership must be held not later than 90 days after receipt of a petition properly filed by members.

6.1.3. Record Date. The Board may fix in advance a reasonable record date for determining the members entitled to notice of, or to vote at any meeting of the members or in any member vote (including an election) held outside of a meeting of the members, which record date must be not more than 60 days prior to the date of the meeting. If no record date is otherwise fixed by the Board, the record date for determining the members entitled to vote will be the date on which the meeting is held.

6.1.4. Notice. Reasonable notice of all elections and all votes and meetings of the members will be given to members no less than 15 days prior to the date of such election, vote, or meeting. For meetings, each such notice must include the time, place, and, in cases of a special meeting, the purpose(s) and proposed agenda for which the meeting is called. For votes and elections outside of meetings of the members, the notice must include the matter(s) being voted on and the dates and times voting will be held.

6.1.5. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast will constitute a quorum for the transaction of business requiring a vote at any meeting of the members.

6.1.6. Manner of Acting. The act of the majority vote of the members present in person or remotely, at a duly called meeting of the members at which a quorum is present will be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The members may also act outside of meetings of the members by member vote on any matter (including elections), which vote may be conducted by mail, fax, electronic message or other electronic communication system, electronic voting (to the extent permitted by law), or by any combination of those methods.

6.1.7. Minutes. Written minutes of each meeting of the members will be recorded by the Secretary and will contain the results of the deliberations of the members. Within thirty (30) days after the meeting, the minutes must be submitted to the Board for approval. Promptly following such approval, the approved minutes will be available for the members through electronic publication and messaging by any electronic communication device or system that the Organization utilizes.

Section 6.2. Meetings of the Board of Directors. Regular meetings of the Board will be held at least four times each year at such time and place as set by the President. Special meetings of the Board may be called by the President or by a majority of the voting Officers and Directors.

The person or persons who call a particular special meeting of the Board may fix the time and place for such special meeting.

6.2.1. Notice. Each member of the Board will be notified of any Board meeting not less than three (3) days before the date of such meeting. Such notice must include the time and place of the meeting. Such notice need not specify the purpose of the meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) contracts or transactions of the Organization with interested persons, (ii) removal or suspension of an Officer or Director; or (iii) a vote to amend these Bylaws.

6.2.2. Quorum. A majority of the voting members of the Board then in office, present in person or remotely, will constitute a quorum for the transaction of business at any meeting of the Board.

6.2.3. Manner of Acting. The act of a majority of the voting members of the Board present in person or remotely at a duly called meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. Proxy voting is not permitted.

6.2.4. Action without Meeting. As and to the extent provided for in the Organization's Articles of Incorporation, any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (which includes email and other electronic means of communication), setting forth the action to be taken, is signed by all Officers and Directors and the written consents are filed with the records of the meetings of the Board. Such consents will be treated for all purposes as a vote at a meeting.

6.2.5. Minutes. Written minutes of each meeting of the Board will be recorded by the Secretary and will contain the results of the deliberations of the Board. Within 30 days after the meeting, the minutes must be submitted to the Board for approval. Promptly following such approval, the approved minutes will be available for the members through electronic publication.

Section 6.3. Meetings by Telephone Conference or Other Remote Communications

Technology. To the extent permitted by Texas Law, Officers and Directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including audio- or videoconferencing technology or the Internet, or any combination, but only if the system provides access to the meeting in a manner or using a method by which each Officer or Director participating in the meeting can communicate concurrently with every other participant and can be clearly audible to one another. Regular and special meetings of the members must be held in person to the extent reasonably possible, but may be held remotely using an electronic communications system as described in this Section that allows each member to be able to communicate concurrently with every other participant and to be clearly audible to each other in the event an in-person meeting of the members is not possible.

Section 6.4. Waiver of Notice. Whenever any notice is required to be given under the provisions of Texas 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, will be deemed equivalent to the giving of such notice. Attendance at a meeting will 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. The President will appoint the committee chairs, subject to the approval of the Board, unless otherwise indicated in these Bylaws. Committees will perform the duties assigned to them by the Board.

7.1.1. Standing Committees. The Board may establish various standing committees to carry on the affairs of the Organization. Standing committees will be listed in the Organization's policies.

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

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

Section 7.3. Quorum and Manner of Acting. Unless the Board otherwise determines, committee meetings will be held at such places and at such times as the chair of such committee determines. Unless otherwise provided in these Bylaws or in the resolution of the Board designating a committee, a majority of the voting members of the committee will constitute a quorum, and the act of a majority of the voting members present at a meeting (online, phone conference, or in person) will constitute the act of the committee.

Section 7.4. Committee Minutes and Reports. If committees take minutes of their meetings, the committee chairs or their designees will submit such minutes to the Secretary for retention. Committees must report to the Board quarterly or as otherwise requested by the Board.

ARTICLE 8 Compensation and Reimbursement of Expenses

No Officer, Director or committee member will receive any salary or compensation for their services as an Officer, Director, or committee member; however, the Organization may reimburse certain Organization-related expenses incurred by Officers, Directors and committee members, as determined by the Board. Any member who provides a contracted service to the

Organization may be reimbursed if costs are negotiated up front and are commensurate with other such services outside the Organization.

**ARTICLE 9
Inurement**

No part of the net earnings of the Organization will inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Organization will 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 Organization funds may be used for any “hardship” or similar fund pursuant to which Organization membership dues (or any similar expense) of any individual Organization members are paid, but the Organization can agree to administer any such fund if it is funded entirely through donations by individual members or others.

**ARTICLE 10
Finances and Transactions of Organization**

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

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

Section 10.3. Operating Budget. Each year, the Treasurer will oversee the preparation of the Organization’s operating budget for the ensuing fiscal year. Promptly following Board approval, the budget will be made available to the members. The budget may be amended by the Board when necessary.

Section 10.4. Contracts. The Board may authorize any Officer or Officers, in addition to the Officers 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 Organization. Such authority may be general or confined to specific instances, and unless so authorized by the Board, no Officer, agent, or employee will have any power or authority to bind the Organization by any contract or to pledge its credit for any purposes or to any amount. Notwithstanding the foregoing, unless otherwise limited by the Board, the President will have the power and authority to execute on behalf of and bind the Organization with respect to contracts in the ordinary course of the Organization’s business and activities.

Section 10.5. Financial Audit. The financial statements of the Organization shall be audited annually by an audit committee comprised of Members appointed by the President and approved by the Board.

Section 10.6. Loans. No loans may be contracted on behalf of the Organization and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Organization is prohibited from making loans (excluding advances made for legal defense made pursuant to the indemnification obligations of the Organization as set forth in these Bylaws) to its Directors or officers under any circumstances.

Section 10.7. Gifts. The Board may accept, on the Organization's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Organization's federal and state tax status.

Section 10.8. Grants and Contributions. In furtherance of the Organization's purpose, Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(6) of the Code. Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if Directors approve the request, shall authorize payment of such funds to the approved grantee. Directors shall require the grantee furnish a periodic accounting to show the funds were expended for the purposes which were approved by Directors, and Directors may, in its absolute discretion refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which the funds are requested.

Section 10.9. Property Devoted to Corporate Purposes. All income and properties of the Organization will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

Section 10.10. Potential Conflicts of Interest. The Organization may not make any loan to a Director or Officer of the Organization. A Director, Officer, or committee member of the Organization may lend money to—and otherwise transact business with—the Organization except as otherwise prohibited by these Bylaws, the certificate of formation, and applicable law. Such a person transacting business with the Organization has the same rights and obligations relating to those matters as other persons transacting business with the Organization. The Organization may not borrow money from—or otherwise transact business with—a Director, officer, or committee member of the Organization unless the transaction is described fully in a legally binding instrument and is in the Organization's best interests. The Organization may not borrow money from—or otherwise transact business with—a Director, officer, or committee member of the Organization without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

ARTICLE 11

Books and Records; Property

Section 11.1. Books and Records. The Organization must keep correct and complete books and records of account of the activities and actions of the Organization, including a minute book which must contain a copy of the Organization's application for tax-exempt status, copies of the IRS information return, and a copy of its Articles of Organization, Bylaws, and all amendments thereto. The Organization must also keep minutes of the proceedings of its members, its Board, and committees having any of the authority of the Board in accordance with the Organization's Record Retention Policy. The Organization must maintain a record of the names and addresses of all members. The books of account will 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. Organization Property. The following will constitute Organization property and must be used only as described and permitted herein:

11.2.1. Membership List. The membership roster of this Organization may be used only to promote or stimulate member engagement with the Organization or to provide services to its members. 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 or sold 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 or stimulate member engagement with the Organization or to provide services to its members, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose. In addition, member legal names, telephone numbers, and residential or mailing addresses are considered confidential information that will be provided to nonmembers only pursuant to a valid confidentiality agreement or with the member's express consent.

11.2.2. Name, Logo, Etc. The Organization's name, acronym, logo, website, and any other event or program names as outlined in Organization policy are the property of the Organization. This property must 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 (but not included as part of a letterhead) without Board approval.

11.2.3. Other Property. Any books, publications, video or audio tapes, CDs or other media, Organization files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the Organization will be considered the property of the Organization, and not the property of any individual member. Such property may be borrowed from the Organization by Organization members upon approval of the Organization'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 Organization property as well as examples of acceptable use of the property by Organization members must be outlined in the Organization'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 Organization is hereby eliminated to the fullest extent permitted by Texas Law.

Section 12.2. Indemnification. To the fullest extent permitted by Texas Law and consistent with the Organization's tax exempt status, this Organization will indemnify and hold harmless each present and former Officer, Director, and committee member of this corporation (the "Indemnified Person") against any and all liabilities, costs, and expenses (including but not limited to any judgments, fines, penalties, court costs and attorneys' fees and the cost of reasonable settlements) reasonably incurred by such Indemnified Person or on their behalf in connection with any threatened or actual legal action or proceeding, whether civil, criminal, administrative, or investigatory, in which such Indemnified Person may be involved, directly or indirectly, by reason of such individual being or having been an Officer, Director, or committee member of this Organization, or by reason of any action alleged to have been taken or omitted by such Indemnified Person in such capacity. Such indemnity will be effective only in the event that the Indemnified Person provides the Board, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under any bylaw, agreement, or otherwise. Such indemnity will inure to the benefit of the heirs, executors, or administrators of each Indemnified Person. The Organization may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board, and the Organization's obligation to provide indemnification under these Bylaws will be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Organization or any other person. Such indemnification will not be made if the Indemnified Person is finally adjudged in such action, suit, or proceeding not to have acted in good faith in the reasonable belief that their action or omission was in the best interests of the Organization.

ARTICLE 13

Duration and Dissolution

The duration of this Organization will be perpetual, except that it may be dissolved in the manner provided by the Texas Law; provided, however, that no dissolution of this Organization will be effected unless approved by the Board and the Members of this Organization as required by the Texas Law. Upon the dissolution of the Organization or the winding up of its affairs, and after paying or making provision for the payment of all the liabilities of the Organization, all remaining assets of the Organization will be distributed to a nonprofit literacy charity and/or other nonprofit organization to be determined by the Board.

ARTICLE 14 Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative unanimous vote of all Directors present in person or remotely at any regular or special Board meeting at which a quorum is present or by unanimous written action without such meeting.

Members may propose alterations to, amendments to, and repeal and replacement of these Bylaws by petition signed by at least five percent (5%) of the Members listed on the Organization's membership roster as of the date the petition is filed by submitting such to the President for consideration.

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 will remain in full effect.

Section 15.4. Rules of Order. Robert's Rules of Order, latest edition, will serve as the guideline for conducting all meetings of the Organization's Board and all meetings of the members, to the extent that such rules of order do not conflict with the Articles of Incorporation of this Organization, these Bylaws, or applicable law.

Section 15.5. Policy Manual. The Board may adopt any additional written policies or procedures for this Organization to the extent they are not inconsistent with or contrary to these Bylaws or Texas Law.

Section 15.6. Code of Conduct. The Organization's Code of Conduct must include rules that: (a) forbid improper use of the Organization's membership information, (b) forbid behavior that damages the reputation of the Organization, (c) forbid harassing, discriminatory, or violent acts; and (d) forbid anti-competitive actions, discussions, or exchanges. The Organization's Code of Conduct may be revised from time to time by the Board of Directors.

Section 15.7. Nondiscrimination. The members, Officers, Directors, employees, contractors, and persons served by this Organization will be selected on a nondiscriminatory basis with

respect to race, color, sex, sexual orientation, gender identity or expression, body size, age, religion, ancestry, national or ethnic origin, immigration status, employment status, marital status, pregnancy status, ability or disability, genetic information, veteran status, socioeconomic status, and political affiliation.

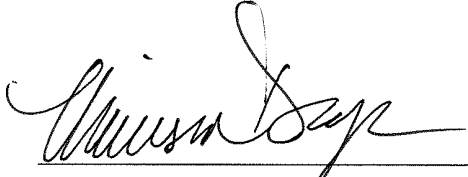
Section 15.8. Notices. Unless specified otherwise, all notices required by these Bylaws to be in writing may be provided via mail, email, courier, or personal delivery to any member of the Board.

Section 15.9 Prohibited Acts. As long as the Organization exists, and except with the Board's prior approval, no Director, Officer, or committee member of the Organization may:

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

CERTIFICATION

The undersigned, being the Secretary of **Regency Fiction Writers, Inc.**, a Texas nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation as approved and adopted by unanimous consent of the directors effective **September 28, 2020**.



Marissa Doyle, Secretary

CERTIFICATION OF AMENDMENT

The undersigned, being the Secretary of **Regency Fiction Writers, Inc.**, a Texas nonprofit corporation, hereby certifies that the foregoing amendment to **Section 5.1 Voting and Election Schedule** of the Bylaws of the Corporation are approved and adopted by unanimous consent of the directors effective **November 4, 2022**.



Miriam Banerji, Secretary