

**BY-LAWS**  
**OF**  
**HOUSTON PEOPLE EXCHANGING POWER**  
**(HPEP)**

Revised June 2, 2007

# **INDEX**

## **ARTICLE I - PURPOSE**

## **ARTICLE II - OFFICES**

## **ARTICLE III – MEMBERS**

Section 1: Classes of Members

Section 2: Voting Rights

Section 3: Termination of Membership

Section 4: Reinstatement

## **ARTICLE IV - MEETINGS OF MEMBERS**

Section 1 : Annual Meeting

Section 2: Regular Meetings

Section 3: Special Meetings

Section 4: Place of Meeting

Section 5: Manner of Acting

## **ARTICLE V - BOARD OF DIRECTORS**

Section 1: General Powers

Section 2: Number, Tenure, and Qualifications

Section 3: Regular Meetings

Section 4: Special Meetings

Section 5: Notice

Section 6: Quorum

Section 7: Manner of Acting

Section 8: Compensation

Section 9: Informal Action by Directors

**ARTICLE VI- OFFICERS**

Section 1: Officers

Section 2: Election and Term of Office

Section 3: Removal

Section 4: Vacancies

**ARTICLE VII – COMMITTEES**

**ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1: Contracts

Section 2: Checks, Drafts, etc.

Section 3: Deposits

Section 4: Gifts

**ARTICLE IX - BOOKS AND RECORDS**

**ARTICLE X - ADOPTION OF BY-LAWS**

**BY-LAWS**  
**OF**  
**HOUSTON PEOPLE EXCHANGING POWER**  
**(HPEP)**

**ARTICLE I – PURPOSE**

**Houston People Exchanging Power (HPEP)** is a non-profit social club and support group.

**ARTICLE II – OFFICES**

**Houston People Exchanging Power (HPEP)** shall not maintain any office, unless authorized by the Board of Directors.

**ARTICLE III – MEMBERS**

**Section 1: Classes of Members**

**HPEP** shall have one (1) class of members. The qualifications and rights of the members of such class shall be as follows:  
Members shall be those individuals who meet such qualifications as shall from time to time be proposed by the Board of Directors and ratified by the **HPEP** membership at large. Any change in membership requirements shall be submitted to the membership at large for a vote and shall pass by a majority vote thereof.

**Section 2: Voting Rights**

Each member shall be entitled to one vote on each mailer submitted to a vote of the members. Members must be present to vote. There shall be no proxy voting by members, nor shall there be any voting by mail.

**Section 3: Termination of Membership**

The Board of Directors, by affirmative vote of a majority of the members of the Board, may submit to the Membership at large a motion to suspend or expel a member for cause. Such motion shall be taken up at the next regular meeting of **HPEP**, and shall pass by an affirmative vote of a majority of the members present at such meeting.

#### **Section 4: Reinstatement**

Upon written request signed by a former member and submitted to any member of the Board of Directors, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, submit a motion to the Membership at large to reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. Such motion shall be taken up at the next regular meeting of **HPEP** and shall pass upon an affirmative vote of a majority of the members present at such meeting.

### **ARTICLE IV – MEETINGS OF MEMBERS**

#### **Section 1: Annual Meeting**

An annual meeting will be held each June, for the purpose of electing Directors and for the transaction of other such business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as it may be conveniently be done. Procedures for such Board elections shall be established by the Board and announced to the membership at the club's monthly meeting one month prior to the annual meeting

#### **Section 2: Regular Meetings**

Regular meetings of **HPEP** shall be on the first Saturday of each month at such time and place as shall be designated from time to time by the Board of Directors.

#### **Section 3: Special Meetings**

Special meetings of the members may be called by the Board of Directors, or not less than 15 of the members having voting rights. Upon submission of a petition to any board member containing a minimum of 15 names, the board shall set a special meeting within 25 days of such submission. Such petition shall state specifically the business to be brought up at the Special Meeting , and no other business shall be conducted at that meeting.

#### **Section 3: Place of Meeting**

The Board of Directors may designate any place as the place of meeting for any annual meeting, any regular meeting or for any special meeting called by the Board of Directors.

## **Section 5: Manner of Acting**

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

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1: General Powers**

The affairs of the club shall be managed by its Board of Directors.

### **Section 2: Number. Tenure and Qualifications**

The number of Directors shall be no fewer than five (5) nor more than (7). Each Director shall hold office until the next annual meeting of members and until his or her successor shall have been elected and qualified. Vacant positions on the board of directors may be filled at the Board's discretion by appointment by a majority of the remaining Board of Directors or a special election of the general membership at the next regular meeting following the resignation, or may remain vacant at the discretion of the remaining Board of Directors, so long as the number of Directors is no fewer than five (5) members.

### **Section 3: Regular Meetings**

Regular meetings of HPEP shall be held once monthly at a time and place to be determined and announced in as timely a manner as possible by the Board of Directors.

### **Section 4: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of any two Directors.

### **Section 5: Notice**

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram or electronic mail (e-mail) to each Director at their address. Further such notice may be given telephonically.

### **Section 6: Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Section 7: Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 8: Compensation**

Directors as such shall not receive any salary for their services, but by resolution of the Board of Directors, individual members of **HPEP**, whether they be members of the Board of Directors or not, may be reimbursed for expenditures made by them for the benefit of **HPEP**.

### **Section 9: Informal Action by Directors**

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent is given by all members of the Board of Directors. The Board shall make all reasonable effort to contact each member of the board to give notice of the action necessary.

## **ARTICLE VI - OFFICERS**

### **Section 1: Officers**

The Board of Directors may elect or appoint such officers, including, but not limited to, a President and one or more Secretaries and one or more Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Such officers shall take no action without the specific direction of the Board. Any two or more offices may be held by the same person, except the office of Chief Executive Officer and Secretary.

### **Section 2: Election and Term of Office**

The officers of the club shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors or at such other meeting of the Board of Directors as such Board shall designate. New offices may be created and filled at any meeting of the Board of Directors.

Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### **Section 3: Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of **HPEP** would be served thereby.

### **Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE VII - COMMITTEES**

### **Section 1: Committees**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees to assist in the activities of **HPEP**. The Board of Directors shall appoint a Chairperson of such committee, who shall select the other members of the committee. To the extent possible, all members of **HPEP** shall be allowed to serve on the committees of their choice, however the Chairperson of each committee shall have the authority (subject to oversight by the Board of Directors) to determine the membership of the committee which they chair. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## **ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### **Section 1: Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of HPEP to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HPEF, and such authority may be general or confined to specific instances.

### **Section 2: Checks. Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of HPEP, shall be signed by the Treasurer or such other officer or officers, agent or agents of the club in such manner as shall from time to time be determined by resolution

of the Board of Directors.

**Section 3: Deposits**

All funds of HFEP shall be deposited from time to time to the credit of HPEP in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4: Gifts**

The Board of Directors may accept on behalf of HPEP any contribution, gift, bequest or devise for the general purposes or for any special purpose of the club.

**ARTICLE IX – BOOKS AND RECORDS**

HPEP shall keep such books and records of account as shall be required by the Board of Directors. HPEP shall keep minutes of the meetings of the Board of Directors and of the regular and special meetings of the membership at large. All books and records of the HPEP may be inspected by any member, for any proper purpose at any reasonable time.

**ARTICLE X – ADOPTION OF BYLAWS**

The By-laws shall be adopted by a majority vote of the Membership at large at a regular or specially called meeting. A majority vote of those members present shall be required to adopt by-laws. Further, amendments to the By-laws shall be adopted by a two-thirds vote of the Membership at large at a regular or specially called meeting.

---

---