

BYLAWS OF SPANISH EVANGELICAL PUBLISHERS ASSOCIATION

ARTICLE I

ORGANIZATION

The name of this non-profit association shall be:
SPANISH EVANGELICAL PUBLISHERS ASSOCIATION (SEPA)
(Asociación de Editoriales Evangélicas) (SEPA)

ARTICLE II

PURPOSES

1. To encourage the widest possible and most effective publication of Spanish Christian content, as a service to individual Christians, to churches, and to the Lord.
2. To provide a common forum for the mutual interchange of ideas and suggestions relating to the trade, and to strengthen the membership of the Association by providing means of discussing and solving common problems and interests by such means as conferences, conventions, trade journals, and other mediums deemed desirable.
3. To supply merchandising suggestions and training of all types including items such as management through advanced planning, editorial perspectives, production programs, marketing creativity, stock control policies, advertising and other wholesaling and retailing problems common to the trade.
4. To provide communication between publishers, booksellers and suppliers in order to promote cooperation, efficiency and understanding for all.
5. To encourage the widest and most efficient distribution of Spanish Christian content through the strengthening and training of those involved in the industry of all wholesale and retail operations.
6. To sponsor and encourage trade shows and book fairs for bookstores and the public in general. Any co-sponsored SEPA trade show or event will require a contract giving SEPA approval of the venue, general layout, and participation of authors, artists and exhibitors.
7. The purpose for which the Association is formed are purely benevolent, charitable, religious, literary or educational and not for financial gain, and no financial gain shall ever accrue to any member of the Association. Any receipts of this Association in excess of the expenses of operating and maintaining same shall be applied by the directors to carry out the purposes of this Association.

ARTICLE III

MEMBERSHIP

1. Membership Categories.

- (a) Full voting Membership - Membership with voice and vote, open to all publishers whose primary emphasis is the publishing of Spanish Christian content in any format, and which publish at least ten (10) new releases per year, and with net sales from such literature in excess of \$250,000.00.
- (b) Associate Membership - Membership with voice but no vote, open to all publishers whose primary emphasis is the publishing of Spanish Christian content in any format, and which publish ten (10) new releases per year or less, and with net sales from such literature below \$250,000.00
- (c) Exhibitor Membership - Membership with no voice or vote, which includes all companies or ministries wanting to be an exhibitor in Expolit or any of its events, and do not qualify for Full voting or Associate Membership.

2. Application for Membership.

Applicants for membership shall complete and sign the application form provided by the Association and submit the same to the principal office of the Association along with the membership dues indicated for the year.

3. Approval of Membership.

Applicants for membership must be approved by a majority vote of the Board of Directors.

4. Membership dues.

The membership dues shall be determined by the Board of Directors and shall be payable annually.

5. Definitions.

For the purposes of these bylaws the following definitions shall apply:

- (a) The term "Evangelical Christian content" means any book, Bible, recorded music, printed music, curriculum, magazine, periodical, electronic literature, digital materials in current and future form which promotes, encourages, confirms, defends or establishes the Evangelical Christian faith, and is not in conflict with the Association's Statement of Faith (see Article XIV).
- (b) The term "publisher" means any individual, partnership, trust, firm or corporation whose business is producing Spanish Evangelical Christian content which involves a financial investment, has a regular established location, production cost, and has at least three (3) Spanish products in production and plans to continue to expand.
- (c) These terms shall be defined and interpreted solely by the Board of Directors of the Association.

6. Voting Members.

- (a) At all meetings of the membership, each voting member shall have one (1) vote.
- (b) At the beginning of each meeting, a designated representative of each voting member company present shall be identified.

7. Nonvoting Members. The Board of Directors is authorized to establish nonvoting classes of membership in the Association, to be available to individuals, partnerships, trusts, firms or corporations, not qualified for voting membership, but who are engaged in fields of business or professional activities related to the interest and activities of the voting membership. Such nonvoting classes of membership shall be defined by the Board of Directors and shall pay dues and have such other obligations at the Board of Directors may from time to time establish. No notice of any meeting of the voting membership of this Association need be given to any Associate Member.

8. Liability of Member. No person who is now, or who later becomes a member of this Association shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Association shall look only to the assets of this Association for payments.

ARTICLE IV

TERM OF EXISTENCE: This Association shall exist perpetually unless dissolved by a two-thirds vote of the membership.

ARTICLE V

MEETINGS.

- 1. Annual Meeting.** The annual business meeting of the Association shall be held each year at a time and a place determined by the Board of Directors. Notice shall be given to the membership of said information along with the agenda 30 days in advance.
- 2. Additional Meetings.** Additional meetings and any special meetings may be held providing a majority of either the Board of Directors or the membership requests it in writing, state the purpose for the meeting and the business to be conducted. Two weeks advance notice with the above information must be sent to the entire board.
- 3. Quorum.** A majority of the membership shall constitute a quorum for the transaction of business. If a quorum is not present at the appointed hour, the meeting shall be adjourned and re-convened. Those present shall constitute the quorum necessary.

ARTICLE VI

BOARD OF DIRECTORS

- 1. Number.** The Association shall have no more than twelve (12) Directors and no less than eight (8) who are active as Spanish Evangelical Christian content providers. The election of those individuals is based on who they are, not the company they represent and the Board decides who those individuals are. The following

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should also be appointed by the Board: (1) Expolit representative; two (2) bookseller or distributor representatives. The Executive Director shall be an ex-officio member of the Board of Directors.

2. **Term of Office.** The term of office of each Director of the Association shall be two (2) years, or until his successor is elected. Each elected director shall take office immediately upon election. Any Director departing from the Spanish Christian publishing industry during his term shall be automatically removed from his Director's position immediately.
3. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.
4. **Authority.** The business affairs of this Association shall be carried out by the Board of Directors in accordance with policies established and approved by the membership.

The Board of Directors shall only act in the name of the Association when it shall be regularly convened by its President after due notice to all the directors of such meeting.

The Board of Directors shall define the duties and responsibilities of the Executive Director.
5. **Vacancies.** Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board for the balance of the term, or through a mail ballot.
6. **Nomination and Election.** The president is appointed by the Board. The election of the other assisting officers will be by the newly convened Board of Directors.

The President of the Board of Directors shall preside over all membership and Board of Directors meetings.

All Board of Directors nominees must agree to attendance at all Board of Directors meetings.
7. **Annual Report.** An annual report from the Board of Directors shall be presented to the membership at its regular yearly meeting.
8. **Removal.** A director may be removed from office, for cause, by the vote of a majority of the directors after a hearing.

ARTICLE VII

OFFICERS

1. **Officers.** The officers of the Association shall be a President, a Vice President, Secretary, and Treasurer. The officers constitute the Executive Committee.
 - (a) **President**

He/She shall preside at all membership, Board of Directors and Executive Committee meetings.

He/She shall present at each annual meeting a report of the work of the organization.

He/She shall appoint all committees, temporary or permanent.

He/She shall see that all books, reports and certificates as required by law are properly kept or filed.

He/She shall be one of the officers who may sign the checks or drafts of the association.

He/She shall have such powers as may be reasonably assumed as belonging to the chief executive of any organization.
 - (b) **Vice President**

The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President of the Association with all the rights, privileges and powers as if he/she had been the duly elected President. At such time, the Board will elect from among the Board members a new Vice President to serve out the remainder of the term.
 - (c) **Secretary**

He/She shall keep the minutes and records of the organization in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/She shall give and serve all notices to members of this Association.

He/She shall present to the membership at any meeting any communication addressed to him/her as Secretary of the Association.

He/She shall also submit to the Board of Directors any such communications.

He/She shall attend to all correspondence of the Association and shall exercise all duties incident to the office of the Secretary.

(d) Treasurer

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/She must be one of the officers who shall sign checks or drafts of the Association. No special fund may be set aside that shall make it unnecessary for this officer to sign the checks issued upon it.

As Treasurer he/she shall have the care and custody of all moneys belonging to the Association and shall be responsible for such moneys or securities of the Association. Moneys shall be deposited as directed by the Executive Committee.

He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

(e) Executive Director

He/She acts as Chief Executive Officer of the Association charged with the management of the day-to-day operation.

He/She is elected by and is accountable to the Board of Directors.

2. **Compensation.** No officer, except the Executive Director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

ARTICLE VIII

SALARIES. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE IX

COMMITTEES. All committees shall be appointed by the President for a term of one (1) year, or as long as the Board of Directors sees necessary.

ARTICLE X

AMENDMENTS

1. The by-laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting called for that purpose, provided that at least two weeks written notice is given of intention to do so.
2. Amendments from the membership may be presented at regular meetings of the membership upon notice given of intention to submit such amendments.
3. Intention to submit such amendments must be in writing, and said amendments must follow within 15 days, directed to the Secretary. The entire operation must be carried out no less than 20 days prior to the membership meeting where these amendments are to be presented for future consideration by the Board of Directors at the next Board meeting.

ARTICLE XI

POWERS. To the end that the foregoing purposes and any other related purposes and objectives may be carried out, performed and accomplished, and to obtain funds or income for said purposes, this corporation shall have the following powers:

1. To engage only in such activities as are permitted to be carried on by Associations whose income is exempt for taxation.
2. To receive donations, gifts, and endowments, and to administer the same for the foregoing purposes and not for pecuniary profit of the members.

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3. In general, to possess and exercise all rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State. The purposes set forth in Article II hereof shall likewise be constructed as powers.

ARTICLE XII

DUES

1. **Establishment of Dues.** Dues and initiation fees, if any, for all classes of membership shall be established by the Board of Directors. Dues shall be paid in such manner as may be established by the same Board.
2. **Delinquency and Termination.** Any member who shall be delinquent in dues for a period of sixty (60) days shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the membership of the delinquent member shall be terminated, and said member shall also be so notified by the Executive Committee.
3. **Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.
4. **Power to Waive.** The Board of Directors may cancel or waive payment of any dues or any other indebtedness of a member for any period.

ARTICLE XIII

FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January in each year and end on the thirty-first day of December in each year.

ARTICLE XIV

STATEMENT OF FAITH. The Statement of Faith of the Association is as follows:

1. The Holy Scriptures, both Old and New Testaments, are the inspired Word of God without error in the original writing and are the complete revelation of God's will for the salvation of men and are the divine and final authority for all Christian faith and life.
2. There is only one God who is the Creator of all things, infinitely perfect and eternally existing in three persons: Father, Son and Holy Spirit.
3. Jesus Christ is true God and true man, having been conceived of the Holy Spirit and born of the Virgin Mary. He died on the cross as the sacrifice for man's sins according to the Scriptures. Further, He rose bodily from the dead, ascended into heaven where, at the right hand of God, He is now high priest and advocate for every believer.
4. The ministry of the Holy Spirit is to glorify Jesus Christ, to convict men of sin, to regenerate the believing sinner, to indwell, guide, instruct, and empower the believer for Godly living and service.
5. Man was created in the image of God, but fell into sin and is therefore lost, and only through the regeneration of the Holy Spirit can individual men obtain salvation and spiritual life.
6. The shed blood of Jesus Christ and His resurrection provide the only ground for justification and salvation for all who believe, and only those individuals who received *Jesus* Christ by faith are born of the Holy Spirit and these become the children of God.
7. The personal and imminent return of the Lord Jesus Christ is the blessed hope of the believer and has a vital bearing on his personal life and service.
8. There will be the bodily resurrection of all the dead; of the believer to everlasting fellowship with God, and of the unbeliever to judgment and everlasting separation from God.
9. The true church is composed of all such persons, who, through saving faith in Jesus Christ have been regenerated by the Holy Spirit and are united together in the Body of Christ of which He is the Head.