

Texans For State Parks

Bylaws

Article I
Offices

The principal office of the corporation in the State of Texas shall be located in Austin, County of Travis, Texas. The corporation may have such other offices, either within or without the State of Texas as the Board of Directors may determine or as the affairs of the corporation may require.

The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed by the Board of Directors.

Article II
Membership

Section 1. Classes of Members. The Association shall have the following classes of members:

A. Individuals:

1. Youth (under age 18);
2. Regular;
3. Supporting;
4. Benefactor; and,
5. Life; and,

B. Groups:

1. Youth (under age 18);
2. Organization:
 - a. Bronze;
 - b. Silver;
 - c. Gold; and
 - d. Platinum
3. Business
 - a. Bronze;
 - b. Silver;
 - c. Gold; and
 - d. Platinum.

Section 2. Qualifications. To be eligible for membership in the Association, an applicant must have an interest in improving the Texas State Park system and must pay dues as may be fixed by the Board of Directors for that class.

Section 3. Voting Rights. Each member, whether individual or group, is entitled to one vote except for the Youth members who will have no voting powers.

Section 4. Term of Membership. Membership shall be from the first day of the month, following the month in which application is accepted and shall terminate on the last day of the twelfth month thereafter.

Article III
Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held each year for the purpose of announcing results of directors' election and for the transaction of such other business as may come before the meeting. Other business may be brought before the meeting by the action of the Board of Directors or by action pursuant to Section 7 of this Article.

Section 2. Special Meetings. The President, the Board of Directors or not less than one-tenth of the members having voting rights may call special meetings of the members.

Section 3. Place of the Meeting. The annual meeting and any special meetings of members of the association shall be held in the location directed by the Board of Directors.

Section 4. Notice of Meetings. Notice of regular or special meetings of the membership shall be given not less than ten days previous thereto by written notice delivered personally, or by verbal notice given personally or by telephone, or sent by mail or email to each member at the address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any business proposed to be brought before the membership for formal action at such a meeting shall be identified in the notice of the meeting.

Section 5. Quorum. The Board of Directors shall determine annually the number of members necessary to be present at a meeting to constitute a quorum for taking action, including the number of returned ballots cast to constitute a valid election, and that determination must be included in the notice of any membership meeting and election notices/ballots.

Section 6. Conduct of Business. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws. For the election of directors pursuant to Article IV, provided a quorum is achieved, a simple majority of the votes of members voting for a particular place on the board shall be required to elect a director.

Section 7. Membership Initiatives. Members may initiate action to bring any matter before the full membership for consideration. A petition signed by no less than ten percent of the members of the Association eligible to vote and submitted in writing to the President of the Board no later than 60 days prior to a scheduled meeting of the members shall require the matter to be brought before members at the next special or annual meeting of the membership.

Article IV **Election Procedures**

Section 1. Nominating Committee. Not less than 120 days prior to the annual meeting of members, the president shall appoint a nominating committee for the purpose of proposing director(s) for those active places on the Board of Directors the terms of which have expired in accordance with Article V, Section 2.

Section 2. Report of the Nominating Committee. The Nominating Committee will report their slate of nominees by the 60th day before the annual meeting of Members. The President shall cause the report of the nominating committee, as it may be modified by the Board, to be published to all voting members by the 35th day prior to the Annual Meeting of Members.

Section 3. Ballots. Written ballots shall be mailed to voting members at least 35 days prior to the annual meeting. Ballots must be returned or postmarked on or before the 20th day prior to the annual meeting. Members may vote for a member of the slate submitted or by writing in the candidate of their choice.

Section 4: Assumption of Office. All directors elected pursuant to this Article shall assume office at the ~~elose~~ beginning of the annual meeting of members.

Article V **Board of Directors**

Section 1. General Powers. Its Board of Directors shall manage the affairs of the corporation.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than five and not more than eleven directors. The Board of Directors may determine the number of active Places to be filled within that range. Except as provided in Section 11 of this Article, the Board of Directors shall be elected as provided in Article IV and introduced at the annual meeting and each must be a member in good standing. Directors shall be elected for the term corresponding to the Place to which he or she is elected. In the absence of resignation or removal, a Director shall serve until a replacement is elected even beyond the normal expiration date but in no event shall an individual term be longer than five calendar years measured from the date on which the Director took office. A Director may be elected or appointed to serve more than one term.

The terms of Places 1 through 4 shall expire at the beginning of the 2007 annual meeting and every third year thereafter. The terms of Places 5 through 8 shall expire at the beginning of the 2008 annual meeting and every third year thereafter. The terms of Places 9 through 11 shall expire at the beginning of the 2009 annual meeting and every third year thereafter. To the maximum extent reasonably practical, the Board of Directors shall make nominations and appointments to fill vacancies in a manner that makes one-third of the active places subject to election pursuant to Article IV each year. In implementing this provision, Directors shall be elected or appointed to specific Places and the period for which a Director is elected or appointed shall be governed by the Place held by that Director. In order to establish the initial appointment of Directors to Places, the Board of Directors may assign sitting Directors to individual Places. However, no such assignment to an individual Place shall result in any Director having his or her term shortened to less than the period for which the Director was elected or appointed without that Director's express consent.

Section 3. Annual Meeting. An annual meeting of the members shall be held each year. As soon as reasonably possible after the close of the annual meeting, the Board of Directors shall elect the President, the Vice President(s), the Secretary and the Treasurer and transact other business, including appointment of additional Directors if appropriate.

Section 4. Regular Meetings. The Board of Directors shall conduct regular meetings, normally on a quarterly basis, in a manner determined by the Board.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons calling special meetings may fix the place for holding the special meeting of the Board called by them.

Section 6. Notice of Meetings. Notice of regular or special meetings shall be given at least five business days previous thereto by written notice delivered personally, or by verbal notice given personally or by telephone, or by email or regular mail to each Director at the address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 7. Quorum. A simple majority of the number of Directors in office, but no fewer than four, shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Conduct of Business. 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 bylaws.

Section 9. Action of Directors by Unanimous Written Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the Directors.

Section 10. Telephone Meetings and E-Mail Meetings. The Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. If each member of the Board has e-mail capabilities and consents, the Board also may hold special meetings via e-mail. However, a board member may not be counted as being in attendance at an e-mail meeting unless that member actually submits an e-mail message to the Board confirming his or her participation during the period established by the President for voting on items. Telephone and e-mail meetings are otherwise governed by the same provisions as any other meeting of the Board.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors between elections or due to fewer than the authorized number of Directors having been elected pursuant to Article IV may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the position being filled. Notwithstanding any provision of Section 2 or Section 7 of this article, if for any reason the number of Directors in office is less than the number required for a regular quorum, a majority of the remaining Directors can then establish a quorum for the sole purpose of appointing the number of additional Directors required to establish a regular quorum.

Section 12. Removal. Any Director may be removed by (1) personal choice, (2) deemed resignation, or (3) a two-thirds majority vote by the other directors whenever in the judgment of the Board the best interests of the corporation would be served thereby, provided that such Director is given ten days written notice of the action prior to a vote being taken. A Director shall automatically be deemed to have voluntarily resigned his or her position as a result of his or her absence at three consecutive duly noticed meetings of the Board of Directors and such resignation shall be effective upon adjournment of the third such meeting. Upon request of a Director prior to a deemed resignation becoming effective, an absence at a meeting may be excused by action of the Board of Directors. Such an excused absence shall not be counted in any manner in determining whether a Director has missed three consecutive meetings. For purposes of determining whether a deemed resignation has occurred, only meetings held after the date of the adoption of the amendment establishing the deemed resignation procedure shall be counted.

Section 13. Compensation. Directors shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 14. Indemnification of Directors. The corporation shall indemnify a Director when the circumstances described in Tex. Rev. Civ. Stat. Ann., Article 1396-2.22A paragraph H have occurred, and the corporation may indemnify a director when the circumstances described in Tex. Rev. Civ. Stat. Ann., Article 1396-2.22A paragraph B have occurred. Consideration of indemnification shall be conducted in the manner described in Tex. Rev. Civ. Stat. Ann., Article 1396-2.22A.

Section 15. Honorary Directors. The Directors may from time to time appoint one or more persons to serve as honorary directors. The length of their term shall be determined at the time of their appointment and they shall have no voting power on the Board and shall not be responsible for actions of the Board.

Section 16. Texas Parks and Wildlife Department Designee. The Director of State Parks, or written designee, shall be an ex officio director of the corporation. The ex officio director does not vote in board matters. Although not entitled to vote as a director, the ex officio director is entitled to notice of all meetings as any member or director.

Article VI **Officers**

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. An officer shall continue to serve beyond the normal one-year term if a successor officer has not been elected. However, in no event shall an officer's term extend beyond the end of his or her term as a member of the Board of Directors or beyond twenty-four months.

Section 3. Assumption of Office and Number of Terms. The officers shall assume office at the close of the meeting at which they are elected. The President may not serve more than four consecutive full terms but there shall be no other limit on the number of terms an officer may serve.

Section 4. Removal. The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Vacancies. The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or other reason, for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officers of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President is a member ex officio of all committees.

Section 7. Vice President. In the absence or in the event of inability or refusal to act by the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election), shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors. A Vice President must be a member of the Board of Directors.

Section 8. Treasurer. The corporation shall give a bond for the faithful discharge of the duties of the office of Treasurer in such sum and with such sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer, including preparation of the annual budget and such other duties as may be assigned by the President or by the Board of Directors.

Section 9. Secretary. The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors. The Secretary shall give all required notices; shall be the custodian of the corporate records and of the seal of the corporation; shall affix the seal attested by signature to such instruments as may be required, and in general, shall perform all the duties incident to the office of Secretary. In case of absence, the President shall designate a substitute to record the minutes.

Article VII **Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate or appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

Section 2. Executive Committee. The executive committee shall consist of the president, the vice president, Secretary and Treasurer. During periods when the Board of Directors is not in session, this committee shall be authorized to act for the Board of Directors on any matters affecting this corporation which in the opinion of the committee are important and require immediate attention. All such actions shall be reported to the board of directors at its next meeting.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the corporation and until a successor is appointed, unless the committee shall be terminated sooner by the Board of Directors.

Section 5. Committee Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members present shall constitute a quorum, and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws 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 the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 in indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and, if for an amount of \$500 or more, shall be countersigned by the President or a Vice President of the corporation or member of Executive Committee.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation 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 the corporation any Contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Article IX **Books and Records**

The corporation shall keep correct books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. Any Director

or the Director's agent or attorney may inspect all books and records of the corporation for any purpose at any reasonable time.

Article X
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XI
Dues

Section 1. Annual Dues. The Board of Directors may determine annual dues payable to the corporation by members.

Section 2. Payment of Dues. Dues shall be payable annually.

Article XII
Amendments to Bylaws

The Directors may amend, alter, or repeal any portion of these bylaws by a majority vote at a meeting at which a quorum is present, provided that the amendment was duly considered at the meeting immediately preceding the one at which the amendment is adopted.

Certificate of Secretary

I, the undersigned, certify that I am the present, elected and acting Secretary of Texans for State Parks and that the above Bylaws consisting of this page and the preceding ____pages are the bylaws of this corporation as adopted at a meeting of the Board held on December 15, 1997 and as subsequently amended by the Board through the date listed below.

Dated: December ____, 2005

Executed at: San Angelo, Texas

Secretary _____

Ruth Jordan

San Angelo, TX