

AS AMENDED 7/25/07

**BYLAWS
OF
TEXAS LAKES TRAIL REGION, INC.**

**ARTICLE I
Mission Statement**

The mission of this Corporation is to promote and preserve the unique heritage, cultural, natural and leisure resources of the 31-county Texas Lakes Trail Region, Inc.

**ARTICLE II
Membership**

- 2.1 Members. There shall be two types of membership in this Corporation: (1) individuals, such as students and others who are interested in the mission of the Corporation, and (2) groups, such as organizations, corporations, and institutions. Membership requirements and procedures as established by the Board of Directors shall govern.
- 2.2 Dues. Such annual dues as may be prescribed by resolution of the Board of Directors shall be paid by all members, based on their type of membership. The Board of Directors may provide for exceptions to this provision, based on guidelines approved by the Board.
- 2.3 Voting. One vote per membership shall be allowed for both types of memberships. Votes may be submitted via email, members may not vote by proxy.
- 2.4 Termination of Membership. The Board of Directors may request the resignation, or terminate the membership of, any member for any act of omission which is deemed by the Board of Directors to be inconsistent with the accomplishment of the mission of the Corporation.
- 2.5 Zones of Membership. The membership of the Corporation shall be drawn from 31 counties in the North Central Texas area, divided into three zones.

The counties included in each of the zones are as follows – Zone 1: Archer, Baylor, Clay, Cooke, Denton, Montague, Parker, Tarrant, Wichita, Wilbarger and Wise counties; Zone 2: Collin, Dallas, Delta, Fannin, Grayson, Hopkins, Hunt, Lamar, Rains, Rockwall counties; Zone 3: Bosque, Ellis, Henderson, Hill, Hood, Johnson, Kaufman, Navarro, Somervell and Van Zandt counties.

If changes are made in the number or grouping of the counties by any of the state and federal agencies involved with the Lakes Trail Region, the changes will be made automatically to this document with no action needed by the Board of Directors of the Corporation.

**ARTICLE III
Meetings of the Membership**

- 3.1 Annual Meeting. The Annual Meeting of the membership shall be held at a time and place set by the Directors after notice in writing is sent to all members not fewer than ten

days or more than 50 days prior to said meeting. Notices to the memberships shall be delivered in person, by mail, or by electronic means, but notices to the Board of Directors shall be by mail.

- 3.2 Special Meetings. Special Meetings of the membership shall be held upon call of the President, at the request of one-third of the Board, or by ten percent of the membership. Special Meetings shall be held at such times and places as shall be determined, but notices shall be in writing and shall be sent to all members not less than ten days prior to said meeting.
- 3.3 Quorum. A quorum for a meeting of the membership shall be a majority of the Board Members present.

ARTICLE IV Board of Directors

- 4.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors, the sole policy-making body of the Corporation. The Board of Directors shall, to the extent it deems appropriate, exercise its power to administer, direct, manage and conduct the affairs of the Corporation through its Executive Committee.
- 4.2 Number and Composition. The Board of Directors shall be composed of the officers of the Corporation and additional persons not to exceed a total of fifteen voting Directors. It is the intent of the Bylaws that persons appointed shall represent a cross section of the North Central area in Texas.
- 4.3 Election. The Directors shall be elected by members of the Corporation at the Annual Membership Meeting.
- 4.4 Directors Nomination. Directors shall be nominated by a Nominating Committee of three persons, one from each zone of the Corporation, appointed by the President and approved by the Board of Directors. Such nominations shall be set forth in the written notice of the Annual Membership Meeting.
- 4.5 Vacancies. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of term of office) may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, following the recommendation of the Nominating Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 4.6 Term of Office. The term of office for those Directors who are not officers shall be three years, or until a successor has been elected, and such Directors in office may be elected for one additional three-year term. The term of office for those Directors who are officers shall coincide with their terms of service as officers. Service of Directors elected by the Board of Directors as officers, or elected by the Board to fill an unexpired term as Director, shall not count as a full term for purposes of the two-term limitation imposed herein.

- 4.7 Attendance. A Board Member will be subject to removal from the Board after missing three consecutive meetings without an excused absence by the Board.
- 4.8 Resignation. Any Director of the Corporation may resign by submitting written notice of resignation to the Secretary.
- 4.9 Removal. Any Director of the Corporation may be removed by the Directors whenever, in the judgment of two-thirds of the current Directors, the interests of the Corporation will be served hereby.
- 4.10 Directors Emeriti. A Director who has served one or more terms shall be eligible for election by the Board of Directors as a Director Emeritus. Directors Emeriti may attend meetings of the Board of Directors, but shall not be entitled to vote.
- 4.11 Ex-Officio Directors. The Board of Directors may, at their discretion, approve nonvoting, ex-officio members to the Board for terms to be determined by the Board of Directors.
- 4.12 Board Meetings. The Board of Directors shall meet at least four times a year on dates prescribed by the Executive Committee. One of these meetings, which will be the Annual Meeting of the Board, shall be held at the Annual Membership Meeting. Special meetings shall be called at any time by the Secretary upon the order of the President, or at the written request of five members of the Board. The Open Meetings act does not require that a notice of the meetings be posted.
- 4.13 Quorum. At the meeting of the Board, a majority of the members of the then existing Board shall constitute a quorum. Any lawful action on which a majority of the entire Board of Directors shall concur in writing shall be binding and valid although not authorized or approved at any regular or special meeting of the Board, but such action shall be reported to the next meeting of the Board of Directors. Any vacancies occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum. Directors shall not be allowed to vote by proxy or designee.
- 4.14 Written Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors then constituting the Board of Directors.
- 4.15 Meetings by Telephone. Subject to the provisions of the Texas Non-Profit Corporation Act and of these Bylaws for notice of meetings, the Board, or any committee designated

by the Board, may participate in and hold a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE V Officers

- 5.1 Enumeration. The President, one or more Vice Presidents, the Secretary, the Treasurer and such officers as are deemed to be advisable by the Board of Directors shall be nominated by the Nominating Committee and elected by the Board of Directors at the Annual Membership Meeting.
- 5.2 Term. Officers shall hold office for one-year terms and until their successors are elected and assume duties. Any officers may be elected to the same or another office upon the expiration of a term of office, provided that no person shall serve in one office of the Corporation for more than two consecutive years, except that an officer who is filling an unexpired term of office because of a vacancy shall be eligible for election to two additional terms in the same office. (See provision on the retiring President serving on the Executive Committee in Section 6.1).
- 5.3 Vacancies. Any vacancy in any office shall be filled by the Board of Directors for the unexpired term of said office.
- 5.4 Presiding Officer. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the membership and at all meetings of the Board of Directors, unless providentially hindered.
- 5.5 Vice Presidents. The Vice President or Vice Presidents in order shall preside in the absence of the President and shall perform such duties as may be assigned by the Board of Directors or the President. The order of succession to the Presidency, if there be more than one Vice President, shall be according to the listing of officers in Section 5.1.
- 5.6 Secretary. The Secretary shall make, or cause to be made, a record of all meetings of the Board of Directors or the membership. He or she shall be responsible for the timely delivery or mailing of all notices of meetings. The Secretary shall have custody of the corporate seal.
- 5.7 Treasurer. The Treasurer shall cause to be received or disbursed the funds of the Corporation under directions of the Board of Directors. He or she shall be bonded and have custody of all records and documents relating to property of the Corporation, keep proper books of account, and shall submit at least annually a statement of financial condition to the Board of Directors.
- 5.8 Additional Duties. All officers of the Corporation shall have duties and responsibilities as may be prescribed by the Board of Directors.

- 5.9 Compensation. No officer of the Corporation shall receive any compensation for his or her services as such, but may be allowed reimbursement for expenses, actually and reasonably incurred on behalf of the Corporation.

ARTICLE VI
Executive Committee

- 6.1 Composition. The Executive Committee of the Board of Directors shall be composed of the President, the Vice President(s), the Secretary and the Treasurer. In addition to the aforementioned, the retiring President shall remain a member of the Executive Committee for one year after retiring from office.
- 6.2 Powers. The Executive Committee shall have and exercise all the powers of the Board of Directors between meetings of the Board.
- 6.3 Meetings. The Executive Committee shall meet at the call of the President who shall serve as chairman of the Executive Committee.
- 6.4 Quorum. A majority of the then-existing Executive Committee shall constitute a quorum. No proxies shall be allowed in any votes of the Executive Committee.

ARTICLE VII
Task Forces

- 7.1 Task Forces. The Board of Directors may by resolution constitute and appoint such task forces to perform duties and functions as the Board may deem appropriate. Such task forces shall meet as needed to transact their business, and least one member of the Board of Directors shall serve on each task force.
- 7.2 Term of Office. Each member of every task force shall continue in office at the pleasure of the Board of Directors.
- 7.3 Chairman. One member of each task force shall be appointed by the President as chairman, with the approval of the Board of Directors.
- 7.4 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a task force, a majority of the task force shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the task force. Members of the task force may not vote by proxy.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall be the September 1 through August 31.

ARTICLE IX
Contracts, Checks, Deposits and Gifts

- 9.1 Contracts. The Board of Directors may authorize any 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.

- 9.2 Checks, drafts, etc. All checks, drafts or orders for the payments of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by two members of the Executive Committee.
- 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.
- 9.4 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 X Amendments

The Articles of Incorporation and these Bylaws may be amended by the vote of a majority of the membership present at the Annual Meeting, provided the written notice of the meeting had been mailed to all members at least 30 days prior to the meeting and said notice specified the amendment(s) to be voted upon.

ARTICLE XI Restrictions on Power

- 11.1 Restriction One. No part of the net earnings of the Corporation will ensure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth in Article IV.
- 11.2 Restriction Two. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal income tax code, or (b) a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

ARTICLE XII Indemnification of Officers and Directors

The Corporation shall indemnify all directors, officers, and employees to the fullest extent required or permitted under, and in conformity with the procedures of, Texas law, as provided by Section 2.22A of the Texas Non-Profit Corporation Act or any successor provision. The Corporation shall have the power to purchase and maintain, at its cost and expense, liability

insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act or any successor provision.

ARTICLE XIII
Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

AMENDED: JULY 25, 2007