

LAKE CREEK GREENWAY PARTNERSHIP

BOARD MINUTES FEBRUARY 6, 2018

Call to Order 7:15 pm

BOARD PRESENT: Glenn Buckley, Becky Zitterich, Bob Wise, Dave Pierce

FINANCIALS: Fourth quarter of 2017 income was 515.72 with expenses of \$1223.80 related to Eagle projects. Current financial status: \$7754.65 with 4234.02 in for capital improvements and 3430 for opex.

Annual Budget- Discussed a base budget of \$4000 to cover operating expenses and \$1500 in project and materials expenditures. Additional expenditures dependent on success in fund raising and grants. Proposed budget attached.

Fundraising- Discussed importance of developing a plan for sustainable income beyond the ExxonMobil grants. Becky brought up Union Pacific grant. ACTION: Glenn to check on submission deadlines and rest of board to submit recommendations for items to include in a proposal. Glenn will attempt to weave into a unified theme consistent with grant support areas. Plan to discuss fund raising options at our next meeting.

MEMBERSHIP: Deferred discussion pending Tom Grayson return.

LCGP EQUIPMENT: Glenn presented an inventory of equipment owned by the Association (attached)

PUBLICITY/WEB/FACEBOOK/TWITTER: Deferred discussion pending Stacy return.

PRESERVE AND CANOE TRAIL:

Preserve – Bob reported that the trail is in good shape for now, although there is some standing water in places on the blue trail. Glenn reported that we have accepted 6 Eagle projects pending Scout District approval and acceptable weather. Bob to set a date for the next maintenance day. Glenn will continue trying to get troops to agree to one maintenance day a year.

Canoe Trail – Allen reported success in removing some debris along Lake Creek and will continue as time permits. Board discussed the need for Allen having at least one person with him for safety.

COMING EVENTS/SPECIAL PROJECTS

Houston Wilderness Tour – Glenn will lead Houston Wilderness staff of a tour of the preserve on Wednesday 28 February.

Wildlife and Woodland Expo on March 24 – We have a booth and will need help staffing

Woodforest Spring Activity on April 28 – Focus and location TBD

Magnolia Rotary is planning a tour in May. Date TBD

Next board meeting will be Tuesday, March 20, 2018.

ADJOURN: 8:30

Submitted by:

Glenn Buckley

LCGP FINANCIAL REPORT

2/6/2018

2017

IST QTR		INCOME	3481	EXPENSE	577.3
2ND QTR		INCOME	918.77	EXPENSE	1988.89
3RD QTR		INCOME	2598.32	EXPENSE	2082.76
4TH QTR		INCOME	515.72	EXPENSE	1223.8

2018

TO DATE	INCOME	0	EXPENSE	125.00
CAPITAL/PROJECTS:	4234.02			
OPEX	3430.63			
TOTAL	7754.65			

LCGP 2018 OPERATING BUDGET

ITEM	ESTIMATE	ACTUAL	2018 PROP	COMMENT
REQUIRED				
Web Site	\$240	\$168	\$168	
Mailbox	\$288	\$288	\$288	
Office Supplies/Misc	\$150	0	\$100	Committed \$30 in February for Web Fund Raiser Test
D&O Insurance	\$1,400	\$1359	\$1360	
Chamber Dues	\$150	\$150	0	
Accountant	\$525	\$125	\$525	
SUB TOTAL	\$2228	\$2490	\$2437	
OPTIONAL				
American Canoe Assoc.	\$125	0	0	
Event Supplies	\$750	\$140	\$200	Portapottie \$140, refreshments
Projects/Equipment	\$2,500	\$3387.56	\$1500	2017: \$1525 Capital; \$1862 Scout Projects
Educational Program	\$1050	\$0	\$750	Project Wild workshop Conditional on grant
Liability/Event Insurance	0	0	0	
Storage	0	0	0	
TOTAL	\$6,653+	\$5352.56		

2018 FUNDING SOURCES

SOURCE	PROPOSED	ACTUAL	2018	COMMENTS
EXXONMOBIL VIP GRANTS	\$2,000	\$2000	\$2000	
Friends of Lake Creek	\$1,500	\$815.77	\$500	
Union Pacific Grant	\$1,500	0	TBD	Registration Deadline: May 2018; Application Deadline: June 1, 2018
Educational Grant	\$1,050	0	TBD	
Fund Raiser/Other Grants	\$1,000	\$4053.04	\$1000	
TOTAL	\$7050	\$6868.81	\$3500	

PENDING PROJECT DATES

SCOUT	PROJECT	PROJECT DATE
Joseph Kim	Trail improvements: replace barrier, spread gravel, add stepping stones, improve step on loop	Rescheduled due to rain
Hunter Westbrook	Wood Duck Boxes and Bird Feeders	Pending
Carter Cagney	Trail and Platform Benches	Early/Mid February
Carlos Ramos	Retaining Wall	March
Chris Bailey	Tallow Removal	March 10/11 and April 28/29?

LCGP Equipment Inventory

ITEM	QUANTITY	LOCATION	CONDITION
Loppers (Heavy Duty) 27" black handles	2	Buckley's	good
Loppers (Moderate Duty) 24" yellow handles		Buckley's	good
Pop Up Canopy (Everest 10x10) 1 red, 1 tan	2	Buckley's	good
Pop Up Canopy (Academy 10x10) blue	1	Buckley's	good
Lawnmower gasoline, no drive	1	Buckley's	good
Vinyl Banner with logo	2	Buckley's	good
Table cover with logo for 6' table	1	Buckley's	good
Carrying case for table cover	1	Buckley's	good
6' folding table 6'x30"	1	Buckley's	good
Wooden Wagon	1	Buckley's	fair

LAKE CREEK GREENWAY PARTNERSHIP

BOARD MINUTES MARCH 20, 2018

Call to Order 7:10 pm

BOARD PRESENT: Glenn Buckley, Bob Wise, Dave Pierce, Tom Grayson, Stacy Edelen, Allen Livingston

APPROVAL OF FEBRUARY MINUTES: Bob proposed accept, seconded by Tom unanimously accepted with no changes.

FINANCIALS: Current bank balance 7113.30 (\$150 check to chamber dated 2/21/2017 not cashed). \$2708 in Opex and \$4254 in Capex. Glenn applying for \$1500 ExxonMobil VIP Grant to be put toward operating expenses. Discussed again the need to develop a plan to cover basic operating expenses that is not so dependent on ExxonMobil grants. Basic operating expenses include insurance, web site, mail box, accountant and basic office supplies. Board charged with coming up with ideas to address the need.

Have been much more successful in receiving grants for capital improvements, equipment and program. Glenn is applying for another Union Pacific grant with a focus on getting children outdoors that will extend the parking area, improve security and increase and improve the quality of programs. Tom recommended that we also apply for a grant from the improvement district focused on quality programs to draw participants from surrounding communities. Houston Wilderness has added us to their proposal for Monarch habitat improvement.

MEMBERSHIP: No report

LCGP EQUIPMENT: Discussed that starting to acquire sufficient equipment that may need a storage area soon.

PUBLICITY/WEB/FACEBOOK/TWITTER: Glenn has been adding updates to web site to feature projects and adding meeting minutes

PRESERVE AND CANOE TRAIL:

Preserve – Have completed the 37th Eagle project on the preserve for over 4,000 service hours. Maintenance proceeding on as needed basis and improvements added as Scouts accept projects. Beginning to add more color picture signs next to word signs to attract interest. Bob will lead coming service day, but need volunteers. Glenn will send out a notice and Allen will solicit Repsol.

Glenn is working on a new picture sign on ecosystem services to be mounted next to the word sign on the orange trail. The plan is to add colored picture signs to attract attention and help explain the wording on adjacent signs

Canoe Trail – Allen continues working clearing debris. Glenn asked that he always have a partner when he is in the creek.

COMING EVENTS/SPECIAL PROJECTS

Glenn approached John Ross with Burditt regarding candidate to do a preliminary set of plans for a nature/conference center.

Service Day

March 24 Woodland Wildlife Expo

Next board meeting will be Tuesday, May 15, 2018.

ADJOURN: 8:30

Submitted by:

Glenn Buckley

LCGP FINANCIAL STATUS

3/18/2018

Current Bank Balance 7113.30 (\$150 outstanding check for \$150 from 2/21/2017)
Available: Capex \$4254 Opex \$2708

ExxonMobil Grant Application \$1500

LAKE CREEK GREENWAY PARTNERSHIP BOARD MINUTES

Tuesday, May 15 at 2427 Blue Lake Dr., Magnolia

7:15 – Call to Order

- **Present:** Tom Grayson, Becky Zitterich, Dave Pierce, Glenn Buckley
- **Guest:** Jerry Smith
- **Acceptance of March Minutes**
 - Tom proposed accepting as written, 2nd by Dave, Unanimous
- **BOARD POSITIONS**
 - Becky noted that she has not been able to contact John Wilson. As we have been unable to contact John and he has not made a Board meeting Becky proposed removing him from the Board, Seconded by Tom and approved.
 - Discussed the need for filling vacant board positions to bring it up to 9. Agree that Board will submit candidates to Glenn for consider at a pending executive session.
- **D&O/Liability Insurance**
 - Glenn noted that he accepted the proposal from the Alliance of Nonprofits for Insurance for D&O and Liability for the LCGP. The D&O was ½ of what we were paying, but only would accept us if we had both D&O and Liability with them the cost for both with broker fees will be \$2010 which is about \$600 more than we a paying for D&O alone.
 - Accepting insurance through the Alliance requires that we have a conflict of interest policy accepted by the Board and a policy for removal of Board members. Conflict of interest policy is attached.
 - Reviewed several changes to ByLaws to be in compliance with insurance policy and changes recommended by Board members. Becky proposed accepting all but changes to Section 4.02 as wording still in progress, seconded by Tom and approved.
 - Section 4.02 approved in principle but Glenn to submit proposed wording to Board for comment/approval. ByLaws attached with approved changes in red and pending changes in blue.
- **Financials/Fund Raising**
 - Acct Balance: \$5911.2 Opex: \$2617.08; Capex: \$3294.12
 - Outstanding obligations/income: Outstanding check to chamber for \$150, ExxonMobil grant for \$1500; Buckley grant for \$500 for insurance.

- Applied to Union Pacific for Grant for \$10,000 for road and safety improvements and program support.
- Applied for \$10,000 from WMPID as match to Union Pacific grant.
- Discussed the need to continue tracking total volunteer hours supporting the preserve to demonstrate magnitude of community support when applying for grants. Glenn is tracking.
- Discussed membership dues and agreed that some in kind or sponsorships of equivalent value could be counted and guidelines would be covered in the ByLaw changes.
- **Membership**
 - Glenn to supply Becky and Tom past membership letter, membership categories and distribution list of past contributors/interested parties.
- **Preserve/Trails Committee**
 - 1 Eagle project completed on May 5 involved trail improvements; 2 Eagle projects completed on May 12 involved Tallow control and adding a bulkhead to prevent erosion along the road.
 - Continuing to add colored signs with maps, plant pictures and diagrams to enhance understanding of text signs along trail. Just installed a new sign on ecosystem services, have one with pictures of wetland plants in production and designing on the process of forming cutoff stream channels/oxbow lakes
 - Maintenance Day scheduled for May 19 will be performed in connection with trail improvement, Tallowwood control projects and relocation of two benches at the entrance. Bob may bring an employee with Channel 13 to determine whether they might be interested in doing a short on the preserve.
 - Dave reviewed of a tour of the preserve he took with a Monarch enthusiast/nursery owner to determine possible locations to establish milkweed in the preserve and identified three. Decision remains whether to see or try to plant.
- **Canoe Trail**
 - No report
- **Nature/conference/Community Center**
 - Tom noted that the improvement district boundaries may soon include the preserve. Discussions proceeding with local businesses for support. Glenn will begin working to generate support within Montgomery Trace for the nature/community center.
- **Web Site/Facebook/Twitter**
 - 2017 Financial statement added to the web site
- **Special Projects/Events –Glenn**

- Survey/Stocking detention ponds pending.
- Educational Programs pending funding.
- **Coming Events**
 - Maintenance Day (May 19)
 - Next Maintenance Day June 23
- **Other Issues**
 - Houston Wilderness just announced goal of increasing the amount of preserved green space in the greater Houston area (8 counties) from 9% to 24% by 2040.
- **Next Meeting – Tuesday, July 24**

LCGP FINANCIAL STATUS

May 15, 2017

Total Checking: \$5911.2 Opex:\$2617.08; Capex:\$3294.12

Liabilities: support of three completed Eagle projects

PENDING

2/21/2017	OPEX	-150	Check to Mag Chamber	not cashed
2/19/2018	OPEX	1500	EXXONMOBIL GRANT	
3/15/2018	OPEX	500	Donation for Insurance	

2017

1ST QTR		INCOME	2836	EXPENSE	508.18
2ND QTR		INCOME	918.77	EXPENSE	1997.89
3RD QTR		INCOME	2598.32	EXPENSE	2082.76
4TH QTR		INCOME	515.72	EXPENSE	1238.8
TOTAL			6868.81		6115.63

2018

1ST QTR		INCOME	7.07	EXPENSE	164.54
2ND QTR		INCOME	0	EXPENSE	1052.12
		INCOME		EXPENSE	
		INCOME		EXPENSE	
1st QTR	INCOME: Amazon Smile; EXPENSE: 2016 Tax filing, Set Up Debit Card				
2nd QTR	EXPENSE: Ecosystem Services and Wetland Plant Signs; 2017 Financial Statement Prep and Tax Filing, New chain saw, materials for Eagle project.				

Lake Creek Greenway Partnership (LCGP)
Conflict of Interest Policy ¹
for Directors and Officers and
Members of a Committee with Board Delegated Powers

Article I – Purpose

1. The purpose of this Board conflict of interest policy is to protect LCGP’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of LCGP or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify “independent” directors.

Article II -- Definitions

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which LCGP has a transaction or arrangement,
- b. A compensation arrangement with LCGP or with any entity or individual with which LCGP has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which LCGP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial

¹ This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow LCGP to assess director independence and to order to answer questions on Form 990 should that be necessary.

interest may have a conflict of interest only if the Board decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director –

- a. does not directly or indirectly have a significant business relationship with LCGP, which might affect independence in decision-making;
- b. does not have an immediate family member who holds a position that has a significant financial relationship with LCGP.

Article III -- Procedures

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether LCGP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in LCGP's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands LCGP is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VI – Periodic Reviews

To ensure LCGP operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to LCGP's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction

Revision History by the LCGP Board

Initial Conflict of Interest policy adopted May 15, 2018

By-Laws of the Lake Creek Greenway Partnership

ARTICLE I NAME

The name of the corporation is Lake Creek Greenway Partnership hereinafter referred as the Corporation.

ARTICLE II MISSION & OBJECTIVES

Section 2.01 Mission: The mission of the Corporation is to improve recreational opportunities and preserve greenspace and water quality within the Lake Creek Watershed.

Section 2.02 Objectives:

1. Develop hiking, boating and nature viewing experiences within Lake Creek Watershed.
2. Protect surface water quality within Lake Creek
3. Mitigate downstream flooding by preserving bottomland hardwoods
4. Restore floodplain wetlands where practical
5. Improve resident knowledge of the ecological benefits and recreational opportunities in the Lake Creek watershed.
6. Assist in acquiring permanently protected land of ecological and or recreational value.

ARTICLE III GOVERNANCE

Section 3.01 The Corporation is governed by a Board of Directors, hereinafter referred to as “the Board,” subject to the Texas Business Organizations Code, the Articles of Incorporation, and these Bylaws. Robert’s Rules of Order, newly revised, will govern the conduct of business meetings, except as modified by Board resolution.

Section 3.02 Interim Board: An interim board of directors shall be elected at an initial meeting to serve a term to expire at the first annual meeting of the membership.

Section 3.03 Number and Qualifications: All Directors must be donors **to LCGP as defined in Section 4.02** ~~dues paying members of the Corporation~~. The number of Directors shall be a number determined by the Board that is not less than three nor greater than ten.

Section 3.04 Term of Office: A regular term of office for Directors shall be two years, commencing at the annual meeting; provided, however that for the initial board of directors or for

a director appointed to fill an empty seat, the time between the appointment and the next annual meeting shall not be included as part of the two year period.

Section 3.05 Election: The nominating committee shall present a slate of candidates for the Board positions by the December board meeting for approval. The approved slate shall be submitted to the membership for ratification at the next annual membership meeting.

Section 3.06 Vacancies: The Board shall have the power to fill all vacancies on the Board for an un-expired term of office at time that the vacancy occurs.

Section 3.07 Removal of Board Member:

- a. Reasons for removal include but are not limited to the following:
 - a. Conflict of interest
 - b. Theft of assets of the corporation.
 - c. Conviction of a felony
 - d. Failure to attend at least 50% of board meetings.
 - e. Resignation of Board member.
- b. Process for removal:
 - a. Board member is notified of plan to consider removal, reasons, date with offer to resign or furnish information relevant to the issue.
 - b. Board discusses and votes on removal in executive session at next regularly scheduled meeting or special meeting as necessary.
 - c. Removal requires a majority vote of the remaining Board members.

ARTICLE IV MEMBERSHIP

Section 4.01 Classes of Membership: The Corporation shall have two classes of membership: individual and business.

Section 4.02 (PENDING APPROVAL) Qualifications: To be eligible for membership an individual, corporation, partnership or association must have an interest in preserving and enhancing the Lake Creek watershed and improve recreational opportunities and **must contribute annually to the support of the LCGP pay dues**. Contributions are defined as follows:

- a. Annual dues as defined by the Board
- b. Volunteer time of 2 hours for an individual or 4 hours for family with children under 12 (age appropriate volunteer work by children over 12 can be counted toward family membership requirement)
- c. Sponsorship and educational or program event.

Section 4.03 Term of membership: The membership term shall be from the first day of January to the last day of December each year and the dues prorated by month for partial terms.

ARTICLE V OFFICERS

The Officers of the Corporation will consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past President. The Officers of the Board will be elected by the Board annually.

President – The President will preside at all meetings of the Board and be responsible for setting the agenda, time, date, and location of all meetings. The President shall facilitate the activities of the Board by providing background information and prompting the Board for debate and action. The President will vote only in the case of a tie. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President will, if not re-elected, automatically become the Immediate Past President at the expiration of his/her term.

Vice-President – The Vice President will chair the Board meeting in the absence of the President. The Vice President shall have such powers and perform such duties as from time to time as may be assigned by Board.

Secretary – The Secretary shall keep the minutes of the meetings of the Board. The Secretary shall see that all notices of meetings of the Board are duly given to the Directors in accordance with the provisions of the Bylaws. The Secretary shall be custodian of the minutes and records of the Board and shall perform all duties incumbent to the office of Secretary and such other duties as, from time to time, may be assigned to the Secretary by the Board or President.

Treasurer – The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association and shall deposit or cause all monies and other securities to be deposited, in the name of the Association in the depository selected by the Board. The Treasurer shall keep proper books of accounts and shall render to the President and the Board, whenever requested, an account of the financial condition of the Association. The Treasurer shall chair the Financial Committee and prepare an annual budget for the Association for approval by the Board. The Treasurer, as required by State Law, will be the Registered Agent of the Association with the Secretary of State.

Immediate Past President – The Immediate Past President will serve at the pleasure of the Board to perform duties consistent with continuity during the transition of the President's chair. The Immediate Past President will provide background and historical information and perspectives so that the general direction and intensity of the Board is sustained.

ARTICLE VI TRANSACTION OF THE CORPORATION

Section 6.01 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 6.02 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Section 6.03 Checks and Commitment of Resources. Except as specifically determined by resolution of the Board of Directors, or by these bylaws, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Corporation, shall be signed by two people, one of whom shall be either the Treasurer or the President and the other of whom shall be either the Treasurer or the President or a Director who has previously designated by the Board as a signatory. Such authority shall be limited to budgeted items and non-budgeted items approved by the Board of Directors.

Section 6.04 Receipt of Funds. Except as specifically determined by resolution of the Board of Directors, or by these bylaws, or as otherwise required by law, the Treasurer, the President or any Board member so designated by resolution of the Board of Directors, may apply for and receive funds on behalf of the Corporation.

Section 6.05 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the Certificate of Formation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

ARTICLE VII QUORUM

A majority of the Directors must be present at each Board meeting to constitute a quorum for taking action, deciding issues and establishing policy. If less than a quorum of the Directors is in attendance, then the meeting may proceed, but no action requiring the Board to vote shall be transacted. **Conditional on a quorum being present, a board member may vote absentee by submitting a proxy or specific voting instructions in writing or by email on issues being considered.**

ARTICLE VIII VOTING

All matters brought before the Directors for determination shall be decided by the affirmative vote of a majority of the Directors present, unless otherwise specified in these Bylaws. Normally, voting on issues and policy will be the routine business of the Board during regularly scheduled meeting with the majority prevailing. However, voting of the full Board on urgent matters can be accomplished by FAX or E-mail without debate, but there must be consensus for action of a motion to be passed.

ARTICLE IX PROXIES

A Director may cast a vote on one or more issues scheduled to come before the Board by Proxy, if that Director cannot attend a regularly scheduled meeting. Proxies may be filed with the Secretary of the Association before the appointed time of each meeting. Proxies may not be used to establish a Quorum.

ARTICLE X COMMITTEES and TASK FORCES

The Board may from time to time create Committees and Task Forces to perform the work of the Board. The creation of a Committee will require Board action as the name, purpose, staffing, and funding of the Committee. The President with the majority approval of the Board shall appoint the Chair of the Committee. Committees differ from Task Forces in that their duration is long term. Task Forces are more ad hoc and are designed to dissolve after a relatively shorter period of time.

At least one Director must be a member of each Committee in a liaison capacity. The liaison Director will present the progress or results of the Committee's work to the Board for consideration or action. It shall be the duty of the liaison Director serving on the Committee to ensure that the other members of the Committee restrain their activities to the purpose for which the Committee was created and that the Committee conforms to the Bylaws of the Association. Any and all committees of the Association shall be vested with advisory powers only and

Standing Committees of the Association include and are not limited to the following:

- **Financial Committee** – The Financial Committee will be chaired by the Treasurer and will prepare the annual budget for consideration by the Board and report routinely the financial health of the Association to the Board. The Financial Committee will be responsible for the review of the prior year finances and records to determine the status of the records and compliance with current recommended accounting regulations for nonprofit organizations. The Treasurer will present a financial report at each regularly scheduled BOD
- **Nominations Committee** – The purpose of the Nominations Committee is to solicit eligible nominees to serve as an Officer of the Board of Directors. The Board shall appoint the members of the Nominating Committee at the second quarterly business meeting.
 - The Nominations Committee is responsible for identifying nominees, contacting them and soliciting their willingness to serve as an Officer and explaining the position for which they are being nominated.
 - The Nominations Committee chair shall present the slate of Officer Nominees (one or more) at the third quarterly meeting for consideration by the Board. At least one nominee must be presented for each open position. The Secretary will document the list of nominees and include it as a permanent record of the Association.
 - The Directors shall vote on the Officer nominees in private session and the President will inform the nominees whether or not they have been elected as an

- Officer of the Board.
- The Chair of the Nominations Committee shall be the Immediate Past **President or a Director designated by the President** and must include at least three other individuals. These individuals shall be selected by the Board and special preference shall be given to past Presidents of the Association.
 - The President may not serve on the Nominations Committee.

Membership Committee – This committee shall be responsible for retaining and renewing membership in the Association and creation and dissemination of the membership application form(s). The Membership Committee shall also work with the Secretary to ensure that each member group is fully documented in terms of the names and addresses of the pertinent individuals of that membership group. Lastly, this committee shall solicit new membership groups to join the Association as the developments in the FM 1488 corridor grow and mature. The chair of the Membership Committee shall be the Secretary and other members shall be appointed by the Board.

Trail & Waterways Committee- This committee will be responsible for the design, obtaining necessary approvals, construction and maintenance of land and canoe trails on public access lands within the lower Lake Creek Watershed. The location and design of new trails shall be submitted to the Board for approval before construction begins. All construction and maintenance will follow safety guidelines as set out by the board or named safety committee.

Special Committees - The Board may create, staff, and fund other committees as the issues arise and as the needs of the community being served intensifies. These Committees shall serve at the pleasure of the Board and the chair shall be invited to regularly scheduled Board meetings to report progress and the activities of the Committee.

Task Forces – Task Forces may be formed by the Board to address and solve short term problems. The chair, members, purpose, and funding of any Task Force are the responsibility of the Board. The chairs of the Task Forces are required to report the progress and results of their work to the Board at regularly scheduled meetings.

ARTICLE XI MEETINGS

Unless otherwise directed by the Board, the Lake Creek Greenway Partnership Board of Directors will meet quarterly at a time, date, and location determined by the Board. However, two Directors may call a special Board Meeting at any time. One method by which the Association can accomplish its mission is by sponsoring and administering community information workshops, town hall meetings, and other such meetings pertinent to the mission and objectives of the corporation and communities within the sphere of influence of the Association. The purpose, number and frequency of these meeting shall be determined by the Board. This latter group of meetings may or may not include a business meeting of the Board of Directors, depending on the needs of the Association.

ARTICLE XII NOTIFICATION

Notice of Business meetings of the Board and public meetings is the responsibility of the Secretary of the Association as directed by the Board. Notification may be by mail, telecommunication, email, FAX or any other method which ensures that Directors have ample opportunity to attend business meetings and the served public attends the community meetings. The official date of the notice shall be determined by postmark, email date, FAX date, or log of telecommunication. Notification in person at a meeting of the Board as the details of the next meeting shall suffice as official and timely notice.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Organization for all purposes shall begin January 1.

ARTICLE XIV POLICIES and REGULATIONS

The Board may create certain policies and/or regulations to facilitate operation of the Association in its pursuit of its mission and objectives. However, these policies and regulations must be consistent with these Bylaws and in the case of a conflict the Bylaws shall prevail.

ARTICLE XV ASSETS and INCOME

The primary source of income to the Association will initially come from the dues paid by members. These dues are to be paid annually and the amount shall be determined by the majority vote of the Board. In special cases the Board may accept sponsorships and donations from businesses and private organizations or from special events and programs designed for raising funds. Funding may also come from grants and program support allocated by the city, county and state agencies or not for profit organizations. The expenditure of funds belonging to the Corporation requires Board action and approval. However, only the President and Treasurer are authorized to sign checks for expenditures.

ARTICLE XVI AMENDMENT

These Bylaws may be amended only by the affirmative vote or written consent, or any combination thereof, by a majority of the Board of Directors at a regular meeting of the Directors. The Bylaws may be amended at a special meeting of the Board if at least two weeks notice is given to all Directors.

ARTICLE XVII DISSOLUTION

Section 17.01 The Corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of those members who are present in person or by proxy at a special meeting of the membership at which meeting a quorum is established which meeting is called for the purpose of considering such proposed dissolution. A voice vote shall not be utilized for this purpose. The signed ballot or proxy, as the case may be, must specifically set forth that the purpose thereof is to dissolve the Corporation.

Section 17.02 In the event of the dissolution of the Corporation other than incident to a merger or consolidation, or in the event the Corporation shall cease to carry out the objectives and purposes set forth, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged. Assets held by the Corporation upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements. The remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. In no event shall any of the said assets or property, in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such member or for any other such purpose. Any such assets not so disposed of shall be disposed by a district court of the county in which the Corporation's principal office is located to one (1) or more organizations exempt under section 501(c)(3) or its successor statute. These Bylaws were adopted by a majority of the initial Board of Directors at a meeting held on the 8th day of January, 2015, and confirmed by the first Board of Directors on the 18th day of February, 2015.

The Bylaws were amended by majority vote of the Board of Directors on May 15, 2018

LAKE CREEK GREENWAY PARTNERSHIP BOARD MINUTES

Tuesday, June 19 at 2427 Blue Lake Dr., Magnolia

7:15 – Call to Order at 7:05

Present: Tom Grayson, Bob Wise, Glenn Buckley, Allen Livingston, Becky Zitterich (By Proxy)

- **Change in Bank Account Access:**

There being a quorum present the board voted unanimously to make the following changes to our Woodforest account # 1308004066:

- Remove Becky Zitterich
- Add Robert L. Wise

- **Meeting Adjourned at 7:10**

- **Next Meeting – Tuesday, July 24**

Submitted,

Glenn Buckley

LAKE CREEK GREENWAY PARTNERSHIP BOARD MINUTES

Tuesday, July 24 at 2427 Blue Lake Dr., Magnolia

7:10 – Call to Order

- **Present:** Tom Grayson, Bob Wise, Dave Pierce, Glenn Buckley
- **Acceptance of May and June Minutes**
 - Tom proposed accepting as written, 2nd by Dave, Unanimous
- **Financials - Glenn**
 - Glenn reported financial status (attached)
 - Two outstanding grant applications - Union Pacific and WMPID
- **Board Positions- All**
 - Discussed candidates for open board positions and agreed on four with two alternates. Glenn and Tom to pursue invites.
 - Glenn will follow up with Allen and Stacy to see whether they want to change how they contribute based on the baby and recent job change.
- **Membership**
 - No report/action
- **Preserve/Trails Committee – Bob/Dave**
 - No report on current state of trails due to work commitments. Discussed idea of developing a co-chair for the trails committee to spread the load. Glenn will follow up with a trail inspection and approach possible cochair.
 - Last Eagle project applied no-slip coating to all boardwalks.
 - Dave reported that has identified 3 planting areas for swamp milkweed and is planning a fourth quarter planting. Dave offered to cover the cost of this planting.
- **Canoe Trail Committee - Allen**
 - Allen has accepted a new position and is now on a new rotational schedule. Working on effect on board attendance.
 - Allen submitted a budget for equipment needed for the canoe trail clearing that has been included in the two grant applications. Some money is available pending Allen prioritizing his need.
- **Nature/conference/Community Center**
 - Tom will follow up with Sheila Greaver, Panther Creek Inspiration Ranch to discuss possible synergies.
- **Web Site/Facebook/Twitter**
 - Glenn will update the web site
- **Special Projects/Events –Glenn**

- Survey/Stocking detention ponds pending.
 - Educational Programs pending funding.
- **Coming Events**
 - Next Maintenance Day September 22
 - 2019 Woodland and Wildlife Expo – March 2, 2019
- **Other Issues**
- **Next Meeting – Tuesday, September 18**

LCGP FINANCIAL STATUS

July 23, 2018

Total Checking: \$5218.48 Opex:\$2349.4; Capex:\$2869.08

Liabilities: support of two completed Eagle projects

PENDING

2/21/2017	OPEX	-150	Check to Mag Chamber	not cashed
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2017

IST QTR		INCOME	2836	EXPENSE	508.18
2ND QTR		INCOME	918.77	EXPENSE	1997.89
3RD QTR		INCOME	2598.32	EXPENSE	2082.76
4TH QTR		INCOME	515.72	EXPENSE	1238.8
TOTAL			6868.81		6115.63

2018

1ST QTR		INCOME	7.07	EXPENSE	164.54
2ND QTR		INCOME	2000	EXPENSE	3744.84
		INCOME		EXPENSE	
		INCOME		EXPENSE	
1st QTR	INCOME: Amazon Smile; EXPENSE: 2016 Tax filing, Set Up Debit Card				
2nd QTR	EXPENSE: 6 trail signs, chain saw, 2017 Financial Statement Prep and Tax Filing, D&O and Liability Ins.,, Reimbursement for Scout projects; INCOME: EXXONMOBIL VIP Grant; Donation for Insurance.				

Submitted by

Glenn Buckley

LAKE CREEK GREENWAY PARTNERSHIP BOARD MINUTES

Tuesday, September 18 at 2427 Blue Lake Dr., Magnolia

7:10 – Call to Order

- **Present:** Bob Wise, Dave Pierce, Glenn Buckley, Ted Cummings
- **Acceptance of July Minutes**
 - Accepted as written
- **Financials - Glenn**
 - Glenn reported financial status (attached). Main needs at this time are process for more regular income to cover modest operating expenses of \$3-4K/yr
 - Grants
 - Union Pacific grant application was rejected – no reason given
 - WMPID grant still pending – Board has some questions
 - Dave submitted an ExxonMobil VIP grant request for \$500.
 - Main needs now are capital for access road improvements, equipment for canoe trail maintenance and program development.
 - Glenn will follow up with Allen to see if any funding opportunities with Anadarko
 - Glenn to send Ted copies of the Union Pacific and WMPID grant applications to see if he has any thoughts on funding sources.
 - Budget – Glenn to prepare analysis of 2018 budget status for next meeting.
- **Board Positions- All**
 - Tom requested to be removed from the board for now due to a clause in the improvement district legislation preventing him from serving on any nonprofit boards. He will attend meetings as an advisor.
 - Glenn has been trying to contact Allen and Stacy to see if their changes in status affect whether they would rather work on committees rather than the board to have more flexibility.
 - Bob proposed approving Ted Cummings and Cheryl Conley to fill two of the open board positions and authorizing Glenn to talk to Ryan Bare with HARC regarding a position at the appropriate time. Seconded by Dave - approved.

- **Membership**
 - No report/action
- **Preserve/Trails Committee – Bob/Dave**
 - Dave reported that the trails are in good shape following work by members of the Magnolia AP Environmental Science Class and Scouts from troop 1180..
 - Glenn and Melissa will do a final check of the creek loop Friday morning in preparation for the Woodforest Fun Run through the preserve. Glen will discuss trails co chair position with Melissa.
 - Dave has identified three 10’x10’ areas for planting swamp milkweed. Glenn will get approval to solarize those three areas for planting.
- **Canoe Trail Committee - Allen**
 - No Report.
- **Nature/conference/Community Center**
 - No Report
- **Web Site/Facebook/Twitter**
 - Glenn has updated the newsletter and coming events and added additional pictures to the home page. Will add minutes and update the board list after tonight.
- **Special Projects/Events –Glenn**
 - Survey/Stocking detention ponds pending.
 - Educational Programs pending funding.
- **Coming Events**
 - September 22 - booth at Woodforest Craft Festival
 - Ted will help set up Friday night 7-8
 - Dave/Bob will help some during Saturday between 12 and 6.
 - May have help from some Magnolia HS students (pending)
 - November 10 - trail maintenance day
 - March 2, 2019 - Woodland and Wildlife Expo
- **Other Issues**
- **Next Meeting – Tuesday, November 20**

1 attachment

Submitted by

Glenn Buckley

LCGP FINANCIAL STATUS

September 15, 2018

Total Checking: \$5110.69 Opex:\$2611.27; Capex:\$2349.40
Liabilities: 0

PENDING

2/21/2017	OPEX	-150	Check to Mag Chamber	not cashed	
9/18/2018	OPEX	500	EXXONMOBIL VIP GRANT	pending	

2018

1ST QTR		INCOME	7.07	EXPENSE	164.54
2ND QTR		INCOME	2008.07	EXPENSE	3744.84
3RD QTR part		INCOME	421.76	EXPENSE	400
		INCOME		EXPENSE	
1st QTR	INCOME: Amazon Smile; EXPENSE: 2016 Tax filing, Set Up Debit Card				
2nd QTR	EXPENSE: 6 trail signs, chain saw, 2017 Financial Statement Prep and Tax Filing, D&O and Liability Ins.,, Reimbursement for Scout projects; INCOME: EXXONMOBIL VIP Grant; Donation for Insurance.				
3rd QTR	Chk from Kroger				

LAKE CREEK GREENWAY PARTNERSHIP BOARD MINUTES - DRAFT

Tuesday, November 27 at 2427 Blue Lake Dr., Magnolia

7:10 – Call to Order

- **Board Present:** Bob Wise, David Pierce, Allen Livingston, Cheryl Conley, Ted Cummings, Glenn Buckley
- **Guests:** Melissa Hendricks, Pilar Gutierrez, Ryan Bare
- **Acceptance of September Minutes**
 - Accepted as written
- **Financials - Glenn**
 - Glenn reported financial status (attached).
 - Glenn reported that we received a \$35,176.00 grant from WMPID and that we had a \$4,000 grant request to Bass Pro Shop for the Canoe Trail
 - 2018 Budget – Board approved with these changes: reduce the road budget to \$10,000 and add \$1000 for Scout projects.
- **Board Positions- All**
 - Allen will check with Stacy to see if would rather work as a committee member given the demands of work and the new baby.
 - Board will research candidates for open 2 board positions.
- **Communications/Publicity**
 - Cheryl will make recommendations regarding promotional opportunities.
- **Membership**
 - Deferred until 2019
- **Preserve/Trails Committee – Bob/Dave**
 - Dave reported a successful maintenance day with 25 volunteers participating. Dave noted that needed more time upfront to prepare team leaders and organize teams.
 - Glenn noted a new sign has been added and that someone had scraped some paint off of the Cutoff Meander sign, pulled it out of the ground and thrown it in the water. It will need to be reinstalled.
 - Dave reported on the Monarch project and will be preparing the three sites this winter. Ted committed \$250 in 2019 toward purchase of milkweed plants.
- **Canoe Trail Committee - Allen**
 - Discussed the need to grow this committee and develop a cochair – especially in light of Allen’s pending move to Midland. Board

deferred approving purchase of all of the canoe trail equipment until continuity issues resolved. Board approved up to \$600 for a trailer for the existing john boat.

- **Nature/conference/Community Center**
 - Action deferred until 2019
- **Web Site/Facebook/Twitter**
 - Glenn needs passwords for Facebook and Twitter accounts
- **Special Projects/Events –Glenn**
 - Survey/Stocking detention ponds pending.
 - Glenn will begin developing educational programs now that funding is available, but asked for suggestions from the Board.
- **Coming Events**
 - March 2, 2019 - Woodland and Wildlife Expo
 - April 13 - Fishing/Aquatic Ecology Event at Preserve
- **Next Meeting – Tuesday, January 15**

LCGP FINANCIAL STATUS

November 27, 2018

Total Checking: \$4665.14 Opex: \$2418.98; Capex: \$2252.37
 Liabilities: \$150

PENDING					
2/21/2017	OPEX	-150	Check to Mag Chamber	not cashed	Chk #1024
	OPEX	500	EXXONMOBIL	ELECTRONIC DEPOSIT	YE 2018
OPEX/CAPEX		35,176.00	WMPID		

2018

1ST QTR		INCOME	7.07	EXPENSE	164.54
2ND QTR		INCOME	2008.07	EXPENSE	3744.84
3RD QTR		INCOME	438.44	EXPENSE	791.90
		INCOME		EXPENSE	
1st QTR	INCOME: Amazon Smile; EXPENSE: 2016 Tax filing, Set Up Debit Card				
2nd QTR	EXPENSE: 6 trail signs, chain saw, 2017 Financial Statement Prep and Tax Filing, D&O and Liability Ins., Reimbursement for Scout projects; INCOME: EXXONMOBIL VIP Grant; Donation for Insurance.				
3rd QTR	INCOME: Chk from Kroger, GoDaddy tax reimbursement, Spring Utility Services Grant; EXPENSE: Ramos project, GoDaddy Web Hosting, Promotional Brochures				

LCGP 2019 OPERATING BUDGET (APPROVED)

ITEM	2018 ESTIMATE	2018 ACTUAL	2019 PROPOSED	COMMENT
BASE OVERHEAD				
Web Site	\$240	\$287.64	\$287.64	
Mailbox	\$288	\$288	\$288	
Office Supplies/Misc	\$150	0	\$150	
D&O/Liability Insurance	\$1,400	\$1748.56	\$1748.56	Added Liability to D&O Need to check effect of program changes
Chamber Dues	0	0	0	
Accountant	\$525	\$450	\$450	
SUB TOTAL	\$2453	\$2774.2	\$2924.2	
PROGRAM				
American Canoe Assoc.	0	0	0	
Event Supplies	\$200	0	\$1200	\$125x8 for Portapotties, \$200 for refreshments
Canoe Trail Capital	\$0	\$0	\$5021.60	See detail attached
Preserve and Related Programs	950	0	\$1900	4 speakers/programs @ \$300 ea; Refreshments \$200; Program Promotion \$500
Access Road Improvements	0	0	\$10,000	Attempting to leverage by money working with adjacent landowners.
Preserve Improvements/Maintenance Capital	\$1500	1658.01	\$5200	4G Game Camera \$500; 4 Simple Game Cameras \$1600; Trail Counter and Housing \$1100; Meeting Tarp \$1000; Scout projects \$1000
Projects			\$1000	Support ½ of Scout projects
Liability/Event Insurance	0	0	0	
SUBTOTAL			24,321.60	
GRAND TOTAL			27245.80	

2019 FUNDING SOURCES

SOURCE	2018 PROPOSED	2018 ACTUAL	2019	COMMENTS
EXXONMOBIL VIP GRANTS	\$2,000	\$2000	\$2000	
Friends of Lake Creek	\$500	\$500.	\$1500	
WMPID	0	0	\$30,878	2 year program
Union Pacific Grant	12000	0	TBD	
Educational Grant	\$1,050	0	TBD	
Fund Raiser/Other Grants	\$1,000	960.94	\$4000	Bass Pro Shops
TOTAL				

11-27-2018

CANOE TRAIL	John Boat - 14'	CAPEX	2	740	1480	
	Trailer	CAPEX	2	550	1100	
	Mud Motor kit	CAPEX	2	520.8	1041.6	
-	More Power Pull	CAPEX	1	350	350	
-	HF 212 Predator	CAPEX	1	150	150	
	Chainsaw 24" bar Husqvarna	CAPEX	1	450	450	
	life Vests	CAPEX	2	50	100	
	static rope and z-drag kit	CAPEX	1	250	250	
	first aid kit	CAPEX	2	50	100	
	TOTAL				0	5021.6