

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. 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 of an 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 of 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