

BYLAWS OF
Friends of Guadalupe River/Honey Creek, Inc.
A Non-Profit, 501(c)(3) Organization
(Amended March 21, 2024)

Article I: Purpose

The purpose of the Friends of Guadalupe River/Honey Creek, Inc. (hereafter known as “the Association”) is to support the operations, projects, educational programs, and recreational resources of Guadalupe River State Park/Honey Creek State Natural Area (hereafter known as “the Park”). Specifically, the Association will assist in interpreting the natural and cultural resources of the Park to the visiting public, will help to preserve these natural and cultural resources, and will help to provide for the enjoyment and safety of visitors. For these ends the Association will engage in raising of funds to support the Park. This Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II: Membership

Section 1. Eligibility for Membership: To be eligible for membership in the Association, an individual, family, corporation, partnership, classroom or association must have an interest in improving Guadalupe River State Park and Honey Creek State Natural Area. Membership will be granted by the Board of Directors (see Article IV for the description of the Board of Directors) after receiving a completed membership application and applicable dues.

Section 2. Membership Dues: Dues for various types of membership will be fixed by the Board of Directors.

Section 3. Voting Rights: Each individual member is entitled to one vote in Association elections.

Section 4. Terms of Membership: Membership shall be from the first day of January to the last day of December. Members who join from January to June 30 shall pay a full year’s membership. Members who join in July or later in the year shall pay half of the full membership. All members will renew in January of the following year.

Article III: Meetings of Members

Section 1. Annual Meeting: An annual meeting of the members shall be held in December for the purpose of electing Directors of the Board and for the transaction of other business as listed in the agenda.

Section 2. Place of Meeting: The annual meeting shall be held in a location determined by the Board of Directors.

Section 3. Notice of Meetings: Notice of the date, time, and place of the annual meeting shall be sent to each member not less than ten days prior to the meeting. The notice shall include a slate of nominees to fill vacancies on the Board of Directors (see Section 6 below for election procedures), as well as an agenda listing announcements and any business items to be addressed at the meeting.

Section 4. Quorum: A quorum shall consist of at least ten percent of the active membership.

Section 5. Voting: All business transactions, including the election of Directors, shall be decided by a simple majority of those present at the meeting.

Section 6. Procedures for Electing Directors at the Annual Meeting:

- (a) **Nominating Committee:** The Executive Committee of the Board shall serve as the Nominating Committee. The Nominating Committee shall propose a slate of nominees for positions on the Board of Directors, the terms of which have expired. Nominees must be members in good standing with current dues paid in full.
- (b) **Report of the Nominating Committee:** The President of the Board shall cause the report of the Nominating Committee to be sent to all voting members no later than ten days prior to the annual meeting of the members.

- (c) Nominations from the floor. In addition to the slate presented by the Nominating Committee, nominations may be made from the floor at the annual meeting as write-in candidate(s) provided they are members in good standing with current dues paid in full.
- (d) When voting is not required: If after the close of nominations, the number of individuals nominated is not more than the number to be elected, the President may declare that those nominated have been elected without further action.
- (e) Ballots: If the number of individuals nominated exceeds the number of available positions, a ballot shall be distributed to each voting member attending the annual meeting. Completed ballots will be collected and counted by members of the Executive Committee who are in attendance.
- (f) Assumption of office. All directors shall assume office at the close of the annual meeting of the members.

Article IV: Board of Directors

Section 1. General Powers: The affairs of the Association shall be managed by its Board of Directors.

Section 2. Responsibilities of Directors:

- (a) Attend all Board meetings unless excused, and such committee meetings and functions as may be required by the Board of Directors.
- (b) Be informed about the Association's mission, services, policies, and programs.
- (c) Review agenda and supporting materials prior to Board and committee meetings.
- (d) Serve on committees or task forces and offer to take on special assignments.
- (e) Inform others about the Association.
- (f) Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the Association.
- (g) Assist the Board in carrying out its fiduciary responsibilities.

Section 3. Number of Directors: The Board of Directors shall consist of between five and fifteen Directors.

Section 4. Ex Officio Members: The Park Superintendent and Assistant Superintendent, as well as other employees or officers of the Texas Parks and Wildlife Department at GRSP/HCSNA, are ex officio members of the Board. Ex officio members are not considered for purposes of a quorum, nor may they vote.

Section 5. Term of Directors: Directors shall serve for a term of three years. Terms shall be staggered to ensure continuation of leadership.

Section 6. Election of Directors: Directors will be elected at the annual meeting in December (see Article III, Section 6, for election procedures). Directors completing their first term must be re-elected if they are to serve a second term.

Section 7. Meetings: The Board of Directors shall normally meet monthly except in July, at a place determined by the Board.

Section 8. Notice of Board Meetings: Notice of the date, time, and place of regular meetings shall be given not less than five days prior to any meeting. Such notices are to be sent by email to each Director and to the Park Superintendent and Assistant Park Superintendent. The notice shall include an agenda listing announcements and any business items to be addressed at the meeting.

Section 9. Quorum: One director more than fifty percent of the Board of Directors shall constitute a quorum.

Section 10. Voting: All business transactions shall be decided by a simple majority of those present at the meeting, unless a greater number is required by law or by these bylaws.

Section 11. Action of Directors without a Meeting: Any action required or permitted by law may be taken without a meeting if a two-thirds majority of Directors vote to approve the action.

Section 12. Vacancies: Any vacancy occurring in the Board of Directors between elections due to resignation, illness or death, or due to fewer than the authorized number of directors having been elected at the annual meeting, 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. If a vacancy occurs during the term of office for any elected officer (see Article V for description of the Officers), the Board shall elect by majority vote a new officer to fill the remainder of the term as soon as practical.

Section 13. Removal: Any Director may be placed on ex officio status by a two-thirds majority vote of the directors present at a meeting at which a quorum is present whenever in its judgement the best interests of the Association would be served thereby, provided that such Director is given ten days written notice of the action prior to a vote being taken. If such action results in a vacancy in any office of the Board, then the remaining Directors will as soon as practical elect a current Director to that office.

Section 14. Compensation: Directors shall not receive salaries or other compensation for their services, but may be reimbursed for any actual expenses incurred in the performance of their duties for the Association, as long as a majority of disinterested Directors approves the reimbursement.

Section 15. Conflict of Interest: All members of the Board upon election shall sign a conflict of interest statement as approved by the Board. Whenever a Director has a financial or personal interest in any matter coming before the Board, such Director shall (a) fully disclose the nature of the interest and (b) withdraw from voting on the matter.

Article V: Officers of the Board

Section 1. Officers: The officers of the Board shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Directors. One person may hold two or more offices, except those of President and Secretary.

Section 2. Duties and Responsibilities of Officers:

- (a) **President:** The President shall be the principal executive officer of the Association and shall in general supervise all of the business and affairs of the Association. The President shall perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President is an ex officio member of all committees.
- (b) **Vice President:** In the absence of or in the event of inability or refusal to act by the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such duties as may be assigned by the President or by the Board of Directors.
- (c) **Treasurer:** The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the Board of Directors.
- (d) **Secretary:** The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors and present them at the next Board meeting. Copies of the minutes will be provided for all Directors and the Park Superintendent and his Assistant. The Secretary shall give all required notices; shall be the custodian of the records and of the seal of the Association; 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 absences, the Secretary shall designate a substitute to record the minutes.

Section 3. Election of Officers: The election of officers of the Association shall be conducted at the Board of Directors' first meeting following the annual Members' meeting, or as soon thereafter as practical. Officers may, by mutual agreement, remain in office until their successors have been selected.

Section 4. Terms of Office: Officers are elected for two years but may be re-elected to serve more than two years. The President may not serve more than two consecutive terms (four years total).

Section 5. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby.

Section 6. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or other reason, will be filled by the Board of Directors for the unexpired portion of the term.

Article VI: Committees

Section 1. Executive Committee: The Executive Committee shall consist of the President, the Vice-President, Secretary and Treasurer. The Executive Committee shall have the authority to act on behalf of the Board of Directors between regular Board meetings regarding any matters affecting this Association 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 2. Other Committees: The President or the Board may establish standing or temporary committees to facilitate the operations of the Association. All such committees shall have those powers and duties specifically designated by the President or the Board.

Article VII: Books and Records

The Association shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its Board of Directors and Committees. The Association shall keep at its registered or principal office these records as well as current membership lists with names and addresses of all members. All books and records of the corporation may be inspected by any Director for any purpose at any reasonable time.

Article VIII: Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 31.

Article IX: Dissolution

Upon dissolution of this corporation, the assets may 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 tax code.

Article X: Amendments of 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.

I, the undersigned, certify that I am the present, elected and acting Secretary of Guadalupe River/Honey Creek, Inc., and that the above Bylaws consisting of the preceding four pages are the Bylaws of this corporation as adopted at a meeting of the Board of Directors on March 6, 1994, and amended on March 16, 1997, and again amended on

Executed at Spring Branch, Texas:  Date: March 21, 2024.
Dave Kibler, Secretary