

BYLAWS

Article I

The principal office of the Hill Country State Natural Area Partners, (hereinafter referred to as HC-SNAP) in the State of Texas, shall be located in the County of Bandera. HC-SNAP may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of HC-SNAP may require.

HC-SNAP shall have and continuously maintain, in the State of Texas, a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office shall serve the purpose of transacting business via the U.S. Postal Service and financial institutions. The registered office may be, but need not be, identical with the principal office in the State of Texas. The principal office shall be the location of records (see Article X). The address of the registered and/or principal office may be changed by the Board of Directors.

Article II

PURPOSE

The multiple purposes of HC-SNAP are:

- 1) For the receipt, solicitation, administration and disbursement of gifts, grants, bequests or other conveyances of real and personal property for the benefit of the operation and maintenance of Hill Country State Natural Area,
- 2) To provide information regarding the park and its resources to the public
- 3) To assist in conserving the resources of the park.

Article III

MEMBERSHIP

Section 1. Classes of Members: HC-SNAP shall have the following classes of members; individual and family memberships.

Section 2. Qualifications: To be eligible for membership in HC-SNAP, an individual or family must have an interest in improving Hill Country State Natural Area and pay dues as set forth by the Bylaws of HC-SNAP.

Section 3. Voting Rights: Each Individual membership is entitled to one vote. A Family membership is entitled two votes provided two or more members are 18 or over.

Section 4. Term of Membership: Membership shall be from the first day of the month following receipt of a paid membership application and shall remain active for a period of twelve months.

Article IV

MEETINGS

Section 1. Annual Meeting: An annual meeting of the membership shall be held at a location and time determined by the Board of Directors. The annual meeting shall be for the election of the Executive Committee (see Article VIII, Section 1), Directors (see Article VI, section 3), and for whatever other business shall properly come before the meeting.

Section 2. Regular Board Meetings: The Board of Directors shall conduct quarterly meetings in a manner, time and place to be determined by the Board of Directors.

Section 3. Special Meetings: Special meetings may be called by the President, the Board of Directors or no less than one-fifth of voting members. Special meetings of the Executive Committee and Board of Directors may be scheduled by or at the request of the President or any two Directors.

Section 4. Notice of Meetings: Written notice of the place, day and hour of any meeting of members shall be delivered either personally, by mail, fax, e-mail or newsletter to each voting member, not less than ten and not more than fifty days before the date of the meeting. In the case of a special meeting, the purpose or purposes for the meeting shall be stated in the notice.

Section 5. Order of Business: The parliamentary rules in Robert's Rules of Order, as may be revised, shall govern all deliberations when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting with an established quorum by a majority of votes cast by the members present. A Parliamentarian may be appointed by the President or Board of Directors.

Article V

ELECTION PROCEDURES

Section 1. Nominating Committee: Not less than 60 days prior to the annual membership meeting, the president shall appoint a nominating committee for the purpose of proposing members for open positions on the Board of Directors.

Section 2. Report of the Nominating Committee: The President shall cause the report of the Nominating Committee to be published to all voting members at least 10 days prior to the annual membership meeting.

Section 3. Nominations from the floor: In addition to the slate presented by the Nominating Committee, nominations may be made from the floor at the annual membership meeting.

Section 4. Ballots: If the number of people nominated exceeds the number to be elected, a ballot shall be distributed to each voting member attending the annual membership meeting.

Section 5. Assumption of Office: All Directors shall assume office at the close of the annual membership meeting.

Article VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the Executive Committee (4), immediate past President (1) and elected Directors (5-7).

Section 2. General Powers: The affairs of HC-SNAP shall be managed by its Board of Directors.

Section 3. Number and Tenure of Directors: The Board of Directors shall consist of not less than five and no more than seven Directors. Each Director shall have a term of office of two years, and shall be elected at the annual membership meeting. Such terms will be staggered so that no less than half of the Board of Directors will be subject to re-election annually. Exception: First annual membership meeting – Existing Directors wishing to continue in that capacity may be elected for one additional year. New Directors shall be elected for a two year term.

Section 4. Quorum: One Director less than half of the Board of Directors, but not less than three shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, a majority of the Directors present may adjourn the meeting without further notice.

Section 5. Conduct of Business: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Vacancies: Any vacancy occurring on the Board of Directors between elections or due to fewer than the authorized number of Directors having been elected at the Annual Membership 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.

Section 7. Resignation: Any Director may resign at any time by giving written notice to the President, the Secretary, or at a meeting of the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President or the Board of Directors.

Section 8. Removal from office: Any Director may be removed from office under one or more of the following guidelines:

1) By a two-thirds majority vote of the Directors present at a meeting in which a quorum is present. The Director at issue shall be given ten days written notice prior to said meeting.

2) At the discretion of the Board of Directors, due to absences from three out of five consecutive Board of Directors meetings without notice.

3) The Board of Directors may vote to remove a Director from office due to, but not limited to, the following reasons: moral turpitude or maintenance of membership.

Article VII

OFFICERS

Section 1. Officers: The Officers of HC-SNAP shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office: The Officers of HC-SNAP shall be elected annually by the general membership. Nominations may be made by the nominating committee and from the floor at the Annual Membership Meeting. Election shall be by a majority of members present. Each Officer shall hold office until the next annual election.

Section 3. Vacancies: A vacancy in any office because of death, resignation or other reason may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President: The President shall be the principal executive Officer of HC-SNAP and shall:

- 1) Supervise all of the business and affairs of HC-SNAP.
- 2) Preside at all meetings of the Board of Directors.
- 3) Be a member ex officio of all committees.
- 4) Be authorized as co-signor of any deeds, contracts or other instruments authorized by the Board of Directors.

Section 5. Vice President: The Vice President shall:

- 1) Perform the duties of the President in the absence of or in the event of inability to act by the President
- 2) When so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- 3) Perform such other duties as may be assigned by the President or by the Board of Directors.

Section 6. Treasurer: The Treasurer shall:

- 1) Have charge and custody of and be responsible for all funds and securities of HC-SNAP;
- 2) Receive and give receipts for moneys due and payable to HC-SNAP from any source;
- 3) Deposit all such moneys in the name of HC-SNAP in such banks or other depositories

as shall be selected in accordance with the provisions of Article IX of these bylaws,

- 4) Perform all the duties incident to the office of Treasurer,
- 5) Prepare the annual budget,
- 6) Provide written presentation of financial activity at each Board of Directors meeting
- 7) Such other duties as may be assigned by the President or the Board of Directors.

Section 7. Secretary: The Secretary shall:

- 1) Record proceedings, actions, and decisions of each meeting of the Board of Directors.
- 2) Give all required notices,
- 3) Be the custodian of HC-SNAP records,
- 4) Perform all the duties incident to the office of Secretary.
- 5) In case of absence, the Secretary shall designate a substitute to record the minutes.

Section 8. Resignation: Any Officer may resign at any time by giving written notice to the President, the Secretary, or at a meeting of the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President or the Board of Directors.

Section 9. Removal from office: Any Officer may be removed from office under one or more of the following guidelines:

1) By a two-thirds majority vote of the Directors present at a meeting in which a quorum is present. The Officer at issue shall be given ten days written notice prior to said meeting.

2) At the discretion of the Board of Directors, due to absences from three out of five consecutive Board of Directors meetings without notice.

3) The Board of Directors may vote to remove an Officer from office due to, but not limited to, the following reasons: moral turpitude or maintenance of membership.

TEXAS PARKS AND WILDLIFE DEPARTMENT DESIGNEE

Section 1. Texas Parks and Wildlife Department Designee: A representative of the Texas Parks and Wildlife Department shall be an ex officio Director of HC-SNAP. The designee is not a member of HC-SNAP, nor does the designee have the right to vote. However, the designee shall be notified of all meetings as any member or Director.

Article VIII

COMMITTEES

Section 1. Executive Committee: The Executive Committee shall consist of the President, the Vice President, Secretary, and Treasurer.

Section 2. Other Committees: Other committees may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 3. Committee Chair: One member of each committee shall be appointed chair by the Board of Directors and shall have voting privileges regarding matters pertaining to that committee.

Article IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any Officer, Officers, agent or agents of HC-SNAP to enter into any contract or execute and deliver any instrument in the name of and on behalf of HC-SNAP, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts, or orders for payments of money shall be approved by the Board of Directors for payment from the HC-SNAP account.

Section 3. Deposits: All funds of HC-SNAP shall be deposited to the credit of HC-SNAP account with Bandera Bank.

Section 4. Gifts: The Board of Directors may accept on behalf of HC-SNAP any contribution, gift bequest, or device for the general benefit of HC-SNAP.

Section 5. Lonestar Legacy: At the direction of the Board, funds may be transferred from the HC-SNAP account to the Hill Country State Natural Area's Lonestar Legacy Endowment Fund.

Article X

BOOKS AND RECORDS

HC-SNAP shall keep correct books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and annual membership meetings HC-SNAP shall keep, at its principal office, a record giving the names and addresses of the Directors. All books and records of HC-SNAP may be inspected by any Director, Director's agent or attorney for any purpose at any reasonable time.

Article XI

FISCAL YEAR

The fiscal year of HC-SNAP shall begin on the first day of September and shall end on the last day of August in each year.

Article XII

DUES

Section 1. Annual Dues: Annual membership dues will be set by the Board of Directors.

Section 2. Payment of Dues: Dues shall be payable annually on a calendar date basis determined by application date.

Article XIII

DISSOLUTION

Upon dissolution of HC-SNAP, the assets will be distributed to the Hill Country State Natural Area Lone Star Legacy Endowment Fund of the Parks & Wildlife Foundation of Texas.

Article XIV

AMENDMENTS TO BYLAWS

These bylaws may be amended at any meeting of the Board of Directors by a majority vote of the Board of Directors in attendance, provided that notification of proposed changes have been distributed to the Board of Directors at least 30 days prior to the meeting.

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