

BYLAWS
OF
CROSS TIMBERS URBAN FORESTRY COUNCIL

Article I. Organization

- 1.01 Name. The name of this organization shall be the Cross Timbers Urban Forestry Council.
- 1.02 Principal Office. The principal office of the Council in the State of Texas shall be in the City of Fort Worth, Texas. The Council may have such other offices, either within or without the State of Texas as the activities of the organization may require or the Executive Committee may determine.
- 1.03 Registered Office. The registered office and registered agent of that office of the Council required by the State of Texas to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas. The address of the registered office may be changed from time to time by the Executive Committee.
- 1.04 Asset Administration. Any funds or property contributed to and accepted by the Council shall be held, administered and disbursed of as the donor may direct, provided that any such direction is consistent with the purposes of the Council. In the absence of any such specific direction, such funds or property shall be held, administered and disbursed or disposed of solely for the purposes of the Council as set forth in Article II of the Bylaws.

Article II. Purpose and Duty

- 2.01 Mission Statement. The mission of the Cross Timbers Urban Forestry Council is to “Promote programs in the region to increase interest in Urban & Community Forestry”.

Article III. Membership

- 3.01 Members. Membership in the Council shall be open to all persons or organizations who are involved in or concerned with promoting the protection and development of urban forest resources in the Cross Timbers Region.
- 3.02 Dues. Such annual dues as may be prescribed by resolution of the Executive Committee will be paid by all members except such as may be elected by the Executive Committee to membership class or classes expressly exempt from this requirement.
- 3.03 Voting. One vote per membership will be allowed for all classes of membership.
- 3.04 Termination of Membership. The Executive Committee, by affirmative vote of a majority of the members of the Executive Committee, may request the resignation, or termination of, any member for any act or omission which is deemed by the Executive Committee to be inconsistent with the accomplishment of the purposes and objectives of the Council.
- 3.05 Representation. No member of the Council other than officers of the Council, or those expressly appointed by the officers, may speak in the name of the Council or act in its behalf without the prior authorization of the Council or its officers.
- 3.06 Transfer of Membership. Membership in the Council is not transferable or assignable.

Article IV. Meetings of Membership

4.01 Annual Meeting. The Annual Membership Business Meeting will be held at a place and on a date set by the Executive Committee. At the annual meeting, members will elect candidates for Officer and Director positions that are, or will be, vacant due to term expiration or otherwise. The membership will also transact any other business as is properly brought before the meeting.

4.02 Special Meetings. Special meetings may be called by the Executive Committee or not less than 10% of the members at a time and place determined by those calling the meeting. Business transacted at any special meetings will be confined to the purposes stated in the notice of special meeting.

4.03 Quorum. At the Annual Membership Meeting or any special called Membership Business Meeting, quorum will constitute paid members present.

4.04 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members will be delivered, either personally or by mail, to each member entitled to vote at the meeting. Such notice will be delivered by those calling the meeting to each member not less than 10 days prior to the meeting.

4.05 Majority Vote. A majority of the votes entitled to be cast on a matter will be necessary for the adoption thereof, unless otherwise stipulated by statute or these Bylaws.

4.06 Voting by Mail. When deemed necessary by the Executive Committee, election of Officers and/or Directors and other matters requiring membership approval may be conducted by mail (includes email).

Article V. Executive Committee

5.01 Powers. The Board of Directors, by resolution adopted by a majority of the directors in office and entitled to vote, may designate and appoint one or more committees, including an Executive Committee, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

5.02 Executive Committee. An Executive Committee shall be formed and shall operate as set forth in 5.02 through 5.09 of these Bylaws. Voting members of the Executive Committee will be the President, Vice-President, Editor, Secretary/Treasurer, Immediate Past President, and the Board of Directors. The Texas Forest Service, Fort Worth Region Urban Forester, will also serve as a non-voting member.

5.03 Regular Meetings. The Executive Committee shall convene at least twice per year, or at the call of the President or of two directors. Executive Committee meetings will be open to the Council membership.

5.04 Notice. Notice of any special meeting of the Executive Committee will be given at least five days before the meetings by written notice delivered personally, sent by mail or orally to each director and officer at his or her address as shown by the records of the Council. If mailed, the notice will be deemed to be delivered when deposited in the United States mail so addressed, with postage paid. Any director or officer may waive notice of any meeting. The attendance of a director or officer at any meeting will constitute a waiver of notice of that meeting except where a director or officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of the meeting.

5.05 Quorum. Fifty-one percent (51%) of the voting members of the Executive Committee shall constitute a quorum for the purposes of conducting business.

5.06 Manner of Acting. The act of a majority of the Executive Committee present at a meeting at which a quorum is present will be the act of the Executive Committee, except where otherwise stipulated by statute or these Bylaws.

5.07 Meetings by Telephone. Subject to the provisions of the Texas Non-Profit Corporation Act and of these Bylaws for notice of meetings, the Executive Committee, or any committee designated by the Executive Committee, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.09 Advisory Board. The Executive Committee may from time to time elect an Advisory Board of Directors. A member of an Advisory Board of Directors will not vote as a member of the Executive Committee.

Article VI. Board of Directors

6.01 Directors. The business and property of the corporation shall be managed and controlled by a Board of Directors. The Board of Directors shall consist of six (6) Directors. One position should be held by a Citizen Forester who will act as a liaison to the Citizen Forester program.

6.02 Election and Term of Office. Directors must be members of the Council at time of election. Directors will be elected by the Council membership and will serve a two (2) year term. Director elections will be staggered so that approximately one-half of the positions are elected annually. For the purposes of establishing an initial set of Directors that fits within the prescribed election system, three (3) of the initial Directors will be elected for terms of only one year.

6.03 Vacancies. Any director vacancy occurring in the Executive Committee may be filled by affirmative vote of the Council membership **or** may be filled in-term by the Executive Committee for the remainder of the unexpired term. Any directorship to be filled by reason of increase in the number of directors may be filled by affirmative vote of the Council membership. Failure of any director; to attend three consecutive called Executive Committee meetings, for which notice was properly distributed, will constitute that director's withdrawal from his/her position. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

6.04 Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Texas, shall be and are hereby vested in and shall be exercised by the Board of Directors entitled to vote. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

6.05 Duties. The duties of the Board of Directors shall be those customarily prescribed to such position and any others as determined by the Executive Committee.

Article VII. Officers

7.01 Officers. The officers of the Cross Timbers Urban Forestry Council shall be President, Vice President, Editor, Secretary/Treasurer and the Immediate Past President.

7.02 Election and Term of Office. The officers of the Council will be elected by the Council Membership at the regular annual membership meeting or by mail as deemed necessary by the Executive Committee. Each officer shall hold office for one year or until his or her successor is duly elected and qualified. The Vice President will also serve as

President-elect and will succeed the outgoing president.

7.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired term.

7.04 Duties. The officers of the Council will have the authority and perform the duties customarily incident to their respective office, or as may be specified from time to time by the Executive Committee regardless of whether the authority and duties are customarily incident to the office. Without limiting the generality of the foregoing, the President and Vice President will have the authority to execute and deliver agreements and instruments on behalf of the Council, subject to any limitation from time to time imposed by the Executive Committee.

Article VIII. Amendments

These Bylaws may be amended at any annual meeting of the Council by a two-thirds (2/3) affirmative vote of the members present, providing that such amendments shall have the prior approval of a two-thirds (2/3) vote of the Executive Committee, and that notice of such proposed amendments has been sent to all members by the Secretary/Treasurer at least thirty (30) days prior to the annual meeting.

Article IX. Financial Administration

9.01 Fiscal year. The fiscal year of Cross Timbers will begin on October 1 of each year

9.02 Dues. The amount of annual dues will be determined by a two-thirds vote of the voting members present at the annual meeting.

9.03 Grants and gifts. Cross Timbers may seek and will be eligible for grants and gifts which further the purposes as stated in Article II.

9.04 Budget. An annual budget will be prepared by the Treasurer, with consent of the Executive Committee, and be submitted to members at the annual meeting for adoption.

9.05 Audit. The books of the organization may be reviewed by an individual or organization not connected with Cross Timbers on an annual basis if requested by a majority vote of the Executive Committee or paid membership. The Executive Committee will designate the person or organization to perform the review.

Article X. Parliamentary Procedure

The parliamentary Procedure of the Council shall be in accord with Robert's Rules of Order.

Article XI. Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative, for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.