

GRAND PRAIRIE FRIENDS

BYLAWS

Article I: Organization and Purpose

Section 1. This organization shall be known as Grand Prairie Friends and shall be organized according to the principles and for the purposes set forth in the organization's Constitution.

Article II: Membership

Section 1. Individuals shall become members upon endorsing the purposes and programs of Grand Prairie Friends and the Land Trust Alliance, submitting the completed application form, and by paying the membership dues set by the Board of Directors.

Section 2. The Board of Directors has the right to reject membership applications or to terminate a person's membership for cause, including any actions in violation of the purpose of Grand Prairie Friends.

Section 3. Membership dues shall be payable at the time of application and each year thereafter. The membership cycle is January-December; dues received after October 1 will apply to the next calendar year.

Section 4. Members shall be notified at least 20 days before the end of the year of the need to renew their memberships.

Section 5. Should members not pay dues within six months after they are due, they shall be dropped from membership, so long as they have received at least one reminder.

Section 6. Members shall be entitled to vote on each matter submitted to the membership for a vote.

Section 7. Honorary memberships may be given by the Board of Directors and such members shall have the same voting privileges as dues-paying members.

Article III: Meetings of Members

Section 1. The annual meeting of Grand Prairie Friends shall be held during the fall of each year at a place and time designated by the Board of Directors. The Board may also schedule additional meetings at its discretion.

Section 2. A special meeting of the membership may be called by the president, by the Board of Directors, or by a group of at least ten (10) members. The purpose of any special meeting must be set forth in writing at the time the meeting is called.

Section 3. Any member may call a special meeting of the membership by presenting to the Board of Directors a petition signed by at least ten (10) members. The petition shall be presented to the Board by a spokesperson for the group at one of the Board's regularly scheduled meetings sufficiently in advance of the day and time proposed that notice can be sent to the membership. The president or other designated officer of the Board shall prepare and send out notices of the special meeting in a timely fashion. The notice must include a statement as to the purpose or purposes of the meeting.

Section 4. A meeting called by the president shall be presided over by the president. A meeting called by the Board of Directors shall be presided over by a member of the Board agreed upon by a majority of the Board. A meeting called by a group of members shall be presided over by the spokesperson for the group.

Section 5. For all meetings, twenty (20) members shall constitute a quorum.

Section 6. Decisions shall be determined by a majority vote of members present at a meeting, so long as there is a quorum present.

Article IV: Board of Directors

Section 1. The control of the property and business of Grand Prairie Friends shall be vested in a Board of Directors who shall determine the policies of this organization. The Board shall consist of a minimum of nine (9) and a maximum of twelve (12) members, including the officers (Article V, Section 1). Each of the standing committees shall have a representative who is a member of the Board. Members of the Board must be dues-paying members in good standing.

Section 2. In so far as possible, the Board shall meet in at least ten (10) different months during the year and at such other times as may be necessary to conduct the business of this organization.

Section 3. Special meetings of the Board may be called by the president or three members of the Board. All Board members must be notified at least one week in advance of a proposed meeting.

Section 4. Standing committees may be added or deleted by the Board.

Section 5. The Board quorum shall be six (6) and must include at least two officers.

Section 6. Decisions of the Board except as otherwise indicated in these bylaws shall be by a majority vote of the Board members attending, if a quorum exists. A Board member may attend remotely, as set out in the document, *Policy on Remote Attendance at and Participation in Meetings*. The president may vote, and must vote in the case of a tie.

Section 7. Board decisions may be made by electronic vote, but only on matters that require action before the next regularly scheduled board meeting. If an electronic vote is taken, approval of the matter will require an affirmative vote by all members of the board. All electronic votes taken, and the results of the vote, must be acknowledged in the minutes of the next meeting of the Board.

Section 8. The Board by a two-thirds (2/3) vote may terminate the appointment of a Board member who has failed to fulfill the obligations of his or her duties in the opinion of the Board, after adequate warning has been given in at least two different months in writing by the Board.

Section 9. One-third (1/3) of the Board members shall be elected annually by the membership at the annual meeting to serve for a three (3) year term.

Section 10. The Board shall elect its own officers and the president shall appoint from the remaining Board members representatives for the standing committees.

Section 11. Board meetings shall be open unless a closed session is designated.

Section 12. The Board shall appoint individuals to fill vacancies occurring before the annual meeting. The appointee shall serve for the remainder of the term.

Section 13. No officers or other Board members may receive compensation for their services to Grand Prairie Friends.

Section 14. Board members may serve a maximum of four (4) full three-year (3-year) terms. Partial terms filled by appointment shall not count toward this limit. This term limit will apply to all board members elected after the adoption of this revision of the bylaws. Any persons who have left the board because their term limits have been reached may be re-elected to the Board after an absence of two (2) years or more.

Article V: Officers

Section 1. The officers shall be a president, a vice-president, a secretary, and a treasurer. Officers shall be elected by majority vote of the Board of Directors at the first Board meeting following the annual meeting. Every Board member is eligible for any position as officer, except that to serve as president a person must have been a member of the Board for at least one year prior to election.

Section 2. The president shall ordinarily be chair for meetings of the membership, the Board of Directors, and the executive committee, except in certain circumstances set out in Article III, Section 4 and Article VI, Section 3. The president is an *ex-officio* member of all committees. The president shall see that all committees function well, and that all committee chairs are filled and approved by the Board.

Section 3. The vice-president shall act for the president in his or her absence or refusal to act, and shall perform such duties as may be assigned by the president.

Section 4. The secretary shall take minutes at all official meetings and provide, in advance of the next meeting, written copies of these minutes for approval at that meeting, shall see that permanent records are kept, and that official correspondence is carried out, as directed by the Board.

Section 5. The treasurer shall keep the official financial records of the organization, pay all bills, receive all funds and see that these are kept in proper banking facilities as approved by the Board. The treasurer and other signatories may be bonded, if required by the Board. The treasurer shall report monthly to the Board and annually to the membership at the annual meeting. The treasurer shall follow the regulations set out in the documents *Grand Prairie Friends Fiscal Policy*, *Grand Prairie Friends Fiscal Procedures*, and *Grand Prairie Friends Investment Policy* in all matters having to do with the finances of Grand Prairie Friends.

Article VI: Executive Committee

Section 1. The executive committee shall consist of the officers and shall have the power to act for the Board of Directors on established policy between meetings of the Board.

Section 2. An executive committee meeting shall have a quorum of three (3).

Section 3. A meeting of the executive committee may be called by any officer of the Board. Every member of the Board must be notified that such a meeting has been called, and a statement giving the reason for the meeting must be provided in writing, either electronic or on paper. Minutes must be kept. At the next regularly

scheduled meeting of the full Board, a report must be presented that gives the outcome of the meeting of the executive committee.

Article VII: Executive Director

Section 1. The executive director may act for the president and the Board of Directors in all matters not explicitly reserved for them in these bylaws.

Section 2. The executive director shall sit on the Board of Directors *ex officio*, but shall not have voting rights.

Section 3. The executive director shall be an *ex officio* member of all committees, but shall not have voting rights.

Section 3. At each meeting of the Board of Directors, the executive director shall report his or her activities during the period since the last board meeting.

Section 4. The executive director shall have direct supervision of any professional staff hired by Grand Prairie Friends.

Section 5. The executive director shall have such other duties and responsibilities as are set forth in the job description published when the position of executive director was advertised.

Article VIII: Advisors

Section 1. Legal, parliamentary, and professional advisors may be appointed by the Board of Directors to assist in its work and decisions.

Section 2. The duties of these advisors shall be:

- (a) Legal—to advise on all legal matters of this organization.
- (b) Parliamentary—to study and advise on parliamentary questions.
- (c) Professional—to advise on matters in their area of expertise such as biological and real estate. These advisors shall provide advice and guidance to the organization on land acquisition issues and on matters concerning stewardship of native community remnants or reconstruction projects or on any other technical matter as requested by the Board. At least three (3) biological advisors shall be appointed for an indefinite term to assist the Board on matters of land acquisition and stewardship. Other advisors may be appointed to serve in other capacities and for other terms as needs may dictate. Advisors shall be professionals or otherwise qualified individuals in their fields.

Section 3. Any of these advisors may request that a committee be appointed by the president and approved by the Board.

Article IX: Committees

Section 1. Standing committees of Grand Prairie Friends shall be finance, nominating, and publicity. The Board of Directors may add or delete standing committees with a two-thirds (2/3) vote of the Board. A current Board member will act as a representative for each committee.

Section 2. The duties of the standing committees shall be:

- (a) Finance—This committee shall be responsible for safeguarding cash assets of the organization as detailed in the documents *Grand Prairie Friends Fiscal Policy*,

Grand Prairie Friends Fiscal Procedures, and Grand Prairie Friends Investment Policy. The treasurer shall chair the committee.

- (b) Nominating—This committee shall (i) be responsible for identifying persons qualified to serve on the Board of Directors and (ii) to present a slate of qualified candidates to the general membership at the annual meeting for a vote. This committee shall consist of at least three (3) members with no more than one (1) member from the Board. The slate of candidates shall be presented to the membership in writing at least 30 days prior to the annual meeting for election at the annual meeting. The slate should consist of at least one (1) nominee for each open position on the Board. Members may present their own qualifications, or the qualifications of others, to the nominating committee for consideration for nomination.
- (c) Publicity—This committee shall (i) publicize the organization in ways that may include newspaper articles, radio and television presentations, personal appearances, posters, and brochure distribution, (ii) be responsible for keeping the public and appropriate organizations informed of our purposes and activities, (iii) be responsible for dealing with issues including controversial issues with this organization, and (iv) maintain the organization’s web site.

Section 3. A representative of each committee should report verbally at each Board meeting and also in writing, if requested by the president, and should, if requested, report both verbally and in writing to the membership at the annual meeting.

Section 4. Other committees may be appointed by the president with the approval of the Board.

Section 5. Committee membership shall be open to all interested members except as otherwise indicated in these bylaws.

Article X: Elections

Section 1. Elections shall be held at the annual meeting to elect or re-elect persons for membership on the Board of Directors. Elections shall be by ballot and run by the chair of the nominating committee or by another member of the committee.

Article XI: Contracts

Section 1. The Board of Directors may authorize any officer or agent of Grand Prairie Friends to enter into any contract or execute and deliver any instrument in the name of or on behalf of the organization; such authority may be general or confined to specific instances.

Article XII: Commitments

Section 1. No member who is not on the Board of Directors shall enter into any commitment to provide services binding Grand Prairie Friends without the approval of the Board or the executive committee even where policy has been established.

Article XIII: Discontinuance

Section 1. Grand Prairie Friends reserves the right to discontinue or dissolve with the approval of two-thirds (2/3) of members of the Board of Directors, and the approval of two-thirds (2/3) of the members at the annual meeting, or if necessary, at a special meeting of the membership called by the Board of Directors. If members vote to continue and the Board members choose not to continue, new Board members shall be elected at either the annual meeting or the special meeting at which this vote was taken.

Section 2. Notice of intent to vote to discontinue should be sent to members at least thirty (30) days before a vote is to be taken by the membership, and members shall be given written justification for this action with this notice.

Section 3. The manner of discontinuance shall follow Article II, Section 3 of the Constitution of Grand Prairie Friends.

Article XIV: Parliamentary Procedure

Section 1. Grand Prairie Friends shall follow Robert's Rules of order.

Article XV: Amendments

Section 1. These bylaws may be amended at any membership meeting by a two thirds (2/3) vote of all members present so long as written notice, paper or electronic, specifying the exact amendment(s) has been sent to members at least fifteen (15) days before the meeting the amendment(s) is/are to be voted upon. Members may be sent paper or electronic versions of the amendment(s).

Section 2. An amendment to the bylaws may be suggested by any member of Grand Prairie Friends. The suggestion should be made in writing (paper or electronic) to any member of the Board of Directors, who will bring it to the attention of the entire Board at the next regularly scheduled Board meeting. If the suggestion is considered to have merit, the president shall appoint a bylaws committee chaired by a member of the Board to consider the suggestion and to draft appropriate language to amend the bylaws.

Section 3. The president shall periodically appoint a bylaws committee consisting of one member of the Board (acting as chair) and two or three other members of Grand Prairie Friends to review the bylaws. A review of the bylaws should take place at least every five (5) years and have the purpose of ensuring that the bylaws reflect the current goals and operating procedures of Grand Prairie Friends.

Section 4. Upon completion of its review of the bylaws, or of specific suggested amendments, the bylaws committee shall draft for submission to the Board language for any changes to the bylaws that the committee recommends. The recommended changes shall be reviewed by the Board and voted upon. Only those recommendations approved by majority vote of the Board will be forwarded to the membership for action.

Section 5. If amendments to the Constitution and bylaws shall have been adopted, the chair of the Constitution and bylaws committee that recommended the amendments shall attach to the minutes of the meeting at which the amendments

were adopted a copy of the revised Constitution or bylaws and the date of their adoption, and shall ensure that the amended version is distributed to all members of the Board of Directors and is made available to members and the public on the web site of Grand Prairie Friends.