

**BYLAWS OF
THE NATIVE PRAIRIES ASSOCIATION OF TEXAS**

A NON-PROFIT CORPORATION

Preamble

The purpose of this 501(c)(3) non-profit corporation is to advance scientific, agronomic, taxonomic, literary, economic, and educational endeavors relative to the native flora and fauna of the remaining prairies in the State of Texas. Activities include surveys, studies, conservation easements, land acquisition and restoration as well as efforts to increase the awareness of the citizens of Texas to the aesthetic, spiritual, scientific, educational, and economic values of our native prairies and grasslands.

**ARTICLE I.
OFFICES**

Principal Office

- 1.01 The principal office of the corporation in the State of Texas shall be located at **100 N. Edward Gary St., Suite B #115, San Marcos, TX 78666**. The corporation may have such other offices, either within or without the State, as the Board of Directors may determine or as the affairs of the corporation may require.

Registered Office and Registered Agent

- 1.02 The corporation 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 Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation, and the Board may change the address of the registered office from time to time.

**ARTICLE II.
MEMBERS**

Classes of Members

- 2.01 Classes of membership shall be student/senior, individual, family, benefactor, patron, individual lifetime, and family lifetime, and adopt-an-acre. Each member shall have one vote. Upon payment of dues, a member also becomes a member of a chapter if the member resides in a county of Texas which is represented by the chapter. A member may also choose the chapter to which they will belong.
- 2.02 The standard of membership in this organization shall be evidence of a genuine interest in the purposes of the organization as set forth in the Preamble.
- 2.03 All members who pay the annual dues shall become voting members. Any member of the organization may solicit membership of interested persons.

Eligibility

- 2.04 Any individual or organization who supports the purposes of the Corporation may become a member upon payment of dues. An eligible member shall be and remain a member for a period of one (1) year, together with a grace period of one (1) month thereafter. If dues for the subsequent year are not paid prior to the expiration of the grace period, such member's membership shall lapse, unless excused by the Board.

2.05 The annual contribution for each class of membership shall be set by the Board.

ARTICLE III GOVERNMENT

3.01 The government of this organization shall be vested in the Board which shall consist of a minimum of seven (7) members and a maximum of nineteen (19) members that have been duly elected or who have been appointed and approved by the board to fill vacant positions of remaining terms.

3.02 The Board shall be the custodian of all organization's property, both real and personal. The Board shall, upon a majority (51%) vote of the members present at any regular meeting or at any special meeting, have the right, power, and authority to purchase, acquire by gift, devise, bequest or otherwise, including the right and power to acquire property by the issuance of annuity bonds or other similar covenants given to person deeding property to it, to own the beneficial title of or hold in trust or as lessee any real property needed for the carrying out of its plans for the furtherance of the interest of the organization, to sell, convey, lease, hypothecate or otherwise dispose of or encumber property at any time, whether real or personal.

3.03 Election of Board Members shall take place every other year at the annual membership meeting. For purposes of holding the election of board members, a quorum shall be at least seven (7) members of the organization. A board member who is also a member of the organization may vote in the election and shall be counted for purposes of establishing a quorum.

3.04 The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

3.05 Qualification of Official Board Members. Each candidate for the Board membership shall exhibit a genuine interest in the purposes of the organization. A husband and wife cannot serve on the Board simultaneously. Board members are required to attend a minimum of fifty percent (50%) of all Board meetings each year. If a Board member is absent for three consecutive meetings, he/she will be disqualified.

3.06 Election and Term of Office. Board members shall be elected for a term of two years beginning January 1.

Meetings of the Board

3.07 Regular meetings. The board shall meet in January and will meet at least three other times per year as designated by the board during the year, either in or out of the state. Meeting notices shall be sent to the Board members at least three weeks in advance. At the January meeting, the Board should establish dates and places for future board meetings, the annual meeting of the voting membership, and field trips and other activities to include all the voting members.

3.08 Special meetings of the Board may be called by or at the request of the President or any two Board members or by five (5) members at large. Notices are to be given at least three (3) days prior to the meeting.

Quorum

- 3.09 A majority (51%) of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Vacancies

- 3.10 Any vacancy occurring in the Board, other than a vacancy resulting from the normal expiration of a term of office, may be filled by the Board for the unexpired portion of the term. The procedure to fill any such vacancy shall be done by appointment and a subsequent vote of a majority of the Board.

Compensation

- 3.11 Board members as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation therefore.

Informal Action by the Board

- 3.12 If an action or concept has been previously approved by the Board, a vote on that action/concept may be taken by e-mail, telephone, fax or surface mail. If an action/concept arises that has not been previously approved by the Board at a face-to-face meeting, then a vote on that action/concept may be taken by email or surface mail. Development of a motion concerning new business may be implemented via alternate forms of communication. The President will ensure that all Board members have been informed of the motion and all discussion on the motions.

**ARTICLE IV
OFFICERS AND CHAPTERS**

Officers

- 4.01 The officers of the corporation shall be a President, President-Elect, Secretary, Treasurer, and such other officers and assistants as the need exists.

Election and Term of Office

- 4.02 The officers of the corporation shall be elected by and from the Board for a two year term, beginning January. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected.

Removal

- 4.03 Any officer elected or appointed by the Board may be removed by 2/3 vote of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

- 4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filed by the Board by appointment for the unexpired portion of the term.

President

- 4.05 The President shall be the principal executive officer and chairman of the Board of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the Board. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by stature to some other officer or agent of the corporation; and in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. The President shall organize and preside over regularly scheduled meetings of the Executive Committee made up of officers of the Board. The President is responsible for the annual review of and revisions to the Bylaws and policies of the organization.

President-Elect

- 4.06 The President-Elect shall exercise the functions of the President during any absences or disability of the President. He/she may be assigned other duties by the President or the Board. He/she must become familiar with bylaws, policies, governance, working committees and procedures of the organization. Upon the expiration of the President, the President-Elect shall become President unless otherwise provided by Board vote.

Treasurer

- 4.07 The treasurer shall oversee management of all funds and securities of the corporation, and in general perform all the duties incident to the office of Treasurer and such other duties may be assigned by the President or by the Board. The Treasurer shall render the President or the Board at the first Board meeting of each year, or when the President or the Board requires, an account of the financial condition of the corporation and a statement of its financial assets. The Board reserves the right to hire an accountant or bookkeeper if deemed advisable and the Treasurer will work with the accountant/bookkeeper to keep records and prepare reports.

Secretary

- 4.08 The Secretary shall take minutes at Board meetings; give all notices in accordance with the provisions of these Bylaws or as required by law; maintain the corporate records and the seal of the corporation, and affix the seal of the corporation to documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her by the President or by the Board.

Chapters

- 4.-09 A chapter may be formed in any region of Texas when a minimum of twelve (12) members choose to organize and form a chapter. The Board may recognize and approve formation of a chapter at its discretion when the chapter fully meets all criteria specified herein. A chapter is defined as a group of members in a specific region that elect a slate of officers, establish a regular schedule of meetings and agree to adopt and abide by all bylaws and policies of the Native Prairies Association of Texas. The chapter agrees to

abide by the standing rules as stated in the Chapter Guidelines. The organization shall be named by a region name followed by "Native Prairies Association of Texas." The chapter must elect a president, vice president, treasurer and secretary. Committees, meetings, presentations, projects, events, and other activities of the group must reflect the current mission and goals of the Native Prairies Association of Texas. The chapter president or other chapter designee may attend Board meetings and shall provide a report prior to each Board meeting detailing chapter activities and expenditures, if any. Each chapter representative at each meeting is allowed one vote on the Board. The chapter shall be allotted 20 percent (20%) of membership fees from chapter members.

Committees

- 4.10 The Board may create a nominating committee prior to the end of the two year period for holding office. The chair of the nominating committee is the President-elect or in the absence of a President-elect will be the President. The role of this committee is to seek new board members, re-affirm current board members, seek board officers and propose a slate of board members and officers for approval at the January meeting at a 2-year interval. In the absence of a nominating committee, the President-elect, or in the absence of a President-elect, the President shall perform these duties.
- 4.11 Committees may be created and disbanded by the board as needed and delegate specific authority to committees. Each committee head shall preside over the activities of the committee and make quarterly reports of the committees' activity to the board, which may include recommendations to the board.

Executive Committee

- 4.12 All officers are automatically members of the executive committee and the organization's executive director is a non-voting ex officio member of the executive committee. The executive committee's role includes advising the Board President and staff, planning the work of the Board, including helping set board agendas and recommending policies to the board, and responsibility for interacting with agents of the corporation such as staff to help ensure quality management of the organization, and any such other duties as may be assigned to the committee by the Board.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

- 5.01 The board may authorize any officer or officers, agent or agents inside or outside of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, as specified and approved by the Board. Such authority may be general or confined to specific instances. For example, the board may authorize an agent or agents (such as staff) to represent the organization to the USDA Farm Service Agency, USDA Natural Resources Conservation Service, and other agencies.

Checks and Drafts

- 5.02 All checks, drafts, or orders for the payment of money, notes or other evidences or indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President of the corporation.

Deposits

- 5.03 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Gifts

- 5.04 The Board 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.

**ARTICLE VI.
BOOKS AND RECORDS**

- 6.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the corporation may be inspected by any Board member, officer or committee member or their agent or attorney for any proper purpose at any reasonable time.

**ARTICLE VII.
ADVISORS**

- 7.01 The board shall upon a majority vote of the members present at any regular or special meeting designate and appoint Advisors. Advisors shall not exceed ten (10) in number and each shall serve for two (2) years and may be re-appointed at the discretion of the Board. Advisors shall not have voting privileges.

**ARTICLE VIII.
FISCAL YEAR**

- 8.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE IX.
NOTICE**

- 9.01 Whenever any notice is required to be given under the provision of the State Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X.
AMENDMENTS TO BYLAWS**

- 10.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board members present at any regular meeting or at any special meeting, if at least three weeks' written notice is given of an intention to alter, amend or repeal these Bylaws and to adopt new Bylaws at such meeting. At least once every two years, the Board, or a committee appointed by the President, shall review the Bylaws to determine if revisions are needed.

**ARTICLE XI.
PARLIAMENTARY PROCEDURES**

11.01 Unless rules and procedures are specified in the Bylaws, “Robert’s Rules of Order. Newly Revised” will be followed during all meetings of the Board.

**ARTICLE XII.
DISSOLUTION**

12.01 Upon dissolution of the corporation, all funds, properties, conservation easements, rights, etc., would be turned over to another duly constituted 501(c)(3) organization of like purpose.

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SIGNED:



Kirsti Harms, President, Native Prairies Association of Texas