

**FRIENDS OF THE LOST PINES
STATE PARKS
BY-LAWS**

ARTICLE I: NAME

The name of this organization shall be Friends of The Lost Pines State Parks, Inc. (Friends).

ARTICLE II: PURPOSE

Section 1. The purpose of Friends is to assist park staff in the management and conservation of the natural and cultural resources of Bastrop and Buescher State Parks (Parks), for the use and enjoyment of present and future generations.

Section 2. Friends' support of the Parks may include providing information about the Parks and their resources to the public; assisting and educating visitors to the Parks; fund-raising to support special projects or general operations for the Parks; and, other activities which contribute to the care and conservation of the Parks.

ARTICLE III: MEMBERSHIP

Section 1. Friends shall have one class of members.

Section 2. Qualifications: All individuals, organizations, corporations or other associations sharing the goals of protecting and improving the Parks shall be eligible for membership upon application and payment of dues as established in Friends' Standard Operating Procedures (SOP). The Executive Committee shall have the latitude to confer qualified membership based on considerations such as exceptional volunteer service, need or other considerations.

Section 3. Voting Rights: Each member is entitled to one vote.

ARTICLE IV: OFFICERS

Section 1. Offices: The officers shall include a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election and Term of office: The officers of the corporation shall be elected annually by the membership. Nominations may be made from the floor at the Annual Meeting. Nominees must be qualified members of the organization. Election shall be by a simple majority of members present. Each officer shall hold office until the next annual election of officers. No officer shall serve more than two consecutive terms for anyone office except in the case that a replacement is unavailable.

Section 3. Vacancies: A vacancy in any office for any reason may be filled by the Executive Committee for the unexpired portion of the term.

Section 4. Duties: Duties of officers are as defined in Friends' SOP.

Section 5. Executive Committee: An Executive Committee shall include the elected officers, the past president, and two at-large members elected by the general membership.

Section 6. Board of Directors: A Board of Directors (Board) may be established to serve in an advisory capacity and to provide other support to Friends as described in the organization's SOP. Membership on the Board shall be proposed by the Executive Committee and must receive simple-majority approval of qualified members in attendance at a scheduled general meeting. A member may be removed from the Board by a two-thirds majority vote of the officers present at an Executive Committee meeting in which a quorum is present, whenever in its judgment the best interests of Friends would be served thereby, provided that all officers are given at least ten (10) days written notice of the action prior to such vote being taken.

Section 7. Removal: An officer may be removed from office: 1) by a vote of a simple majority of members at a general meeting of the organization; or, 2) by a two-thirds majority vote of the officers present at an Executive Committee meeting in which a quorum is present, whenever in its judgment the best interests of Friends would be served thereby, provided that all officers are given at least ten (10) days written notice of the action prior to such vote being taken; or, 3) by absences from three out of five consecutive meetings of the Executive Committee.

ARTICLE V: MEETINGS

Section 1. Annual Meeting: An Annual Meeting of the members shall be held in March of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 2. General Meetings: General meetings shall be held regularly at a time and location as determined by the Executive Committee and agreed to by a majority of the membership. A quorum shall be the active members present at the meeting.

Section 3. Postponement of Meeting: In the event of extenuating circumstances, the presiding officer shall have the option of postponing the general meeting.

Section 4. Executive Committee Meetings: Executive Committee meetings shall be held on a schedule as determined appropriate by the Committee, as well as at the call of any member of the Committee. All Committee members are to be provided reasonable notice of pending meetings. Not less than three shall constitute a quorum for the transaction of business at any meeting of the Committee. Committee members shall be allowed to vote in writing in advance of a scheduled Committee meeting if unable to attend. Executive Committee meetings are open to qualified members.

Section 5. Notice of Meetings: Written notice of the time and location of the Annual Meeting shall be provided to members at least ten (10) days prior to the date thereof.

Section 6. Conduct of Business: Meetings of the Friends shall be conducted based on procedure described in the organization's SOP, which shall be made available for review by any Friends' member at any reasonable time.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. Responsibilities: The Executive Committee shall be responsible for development of a proposed SOP for the organization, administration of proposed amendments to these By-Laws, and the general business and affairs of the organization, unless otherwise directed by a two-thirds majority of the full membership of the organization.

Section 2. Term of Office: Each member of the Executive Committee shall continue as such until the expiration of the annual term for which he or she is elected, and thereafter until the officer's successor has been elected and qualified.

ARTICLE VII: GENERAL OPERATIONS

Section 1. Fiscal Year: The fiscal year of Friends shall commence April 1 of each calendar year.

Section 2. Funds: The Executive Committee may accept or solicit on behalf of Friends any contribution, gift, bequest, or device for the general benefit of the organization. All funds received by the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 3. Dues: The Executive Committee, with the simple-majority approval of qualified members in attendance at a scheduled general meeting, may institute or make changes to a system of membership dues as a requisite for qualified membership in Friends. Annual payment of such dues, specified in the SOP, or other considerations as established by Friends shall entitle members to rights and privileges as may be given to qualified members for a period of one year.

Section 4. Books and Records: The corporation shall keep correct books and records of its accounts and shall also keep minutes of the proceedings of its Executive Committee and General and Annual Meetings, and shall keep at its registered or principal office a record giving the names and addresses of the officers. All books and records of the corporation may be inspected by any officer or the officer's agent or attorney for any purpose at any reasonable time.

Section 5. Standard Operating Procedures (SOP): The day-to-day operations of Friends shall be governed by the organization's SOP, which shall be kept on file and made available to any qualified member. The proposed SOP, or proposed changes to the SOP, shall be submitted in writing to the Executive Committee. At the next general meeting, the presiding officer shall present the proposed SOP or changes to the members present, for acceptance or rejection upon a simple majority vote.

ARTICLE VIII: ACTIVITIES COORDINATION

All activities and projects sponsored by Friends shall have received prior approval from the Parks' Complex Manager or his/her designee.

ARTICLE IX: AMENDMENTS TO BY-LAWS

These by-laws may be amended by a two-thirds majority vote of the membership in attendance at an annual meeting, provided that notification and a description of proposed changes has been distributed to the membership at least 30 days prior to the annual meeting.

ARTICLE X: DISSOLUTION

Upon dissolution of Friends, the assets will 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.