

**CONSTITUTION AND BYLAWS OF
FRIENDS OF THE RIO BOSQUE**

APPROVED FEBRUARY 27, 2003
REVISED FEBRUARY 26, 2009

ARTICLE I NAME

The name of this organization shall be **Friends of the Rio Bosque (FRB) Incorporated.**

ARTICLE II PURPOSE

Section 1.

Our purpose is to provide the volunteer support needed to make the Rio Bosque Wetlands Park a world-class nature park through active involvement in the Park's habitat-restoration, education, research, public outreach, advocacy and fundraising programs

Our vision is the Rio Bosque Wetlands Park as a unique natural landscape where visitors from throughout the Paso del Norte region and the world can experience first-hand the biologically rich ecosystems once found in our river valley, learn about these ecosystems, and become inspired to act as careful stewards of our natural world.

Section 2.

FRB is a nonprofit organization duly incorporated in the State of Texas. It is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder or individual, except that FRB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Section 1 above.

The property, assets, profits and net income of FRB are irrevocably dedicated to charitable purposes, and no part of the property assets, profits or net income of FRB shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual.

Section 3

Notwithstanding any other provision of these Articles, FRB shall not carry on any other activities not permitted to be carried on by:

- a. a corporation exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law); or
- b. a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE III MEMBERSHIP

Section 1.

Membership shall be open to any person or organization interested in the purposes of FRB.

Section 2.

Annual dues and classes of membership shall be established by the Board of Directors. Dues are payable to the FRB Treasurer at the time of application.

Section 3.

To maintain good standing, each member must have paid the applicable dues for the current year.

ARTICLE IV BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be composed of four elected officers and three other members.

Section 2.

Officers shall be elected for two-year terms. Directors who are not officers shall also be elected for two-year terms, one in even-numbered years, two in odd-numbered years.

Section 3.

The Board of Directors shall:

- a. have control of the program and fiscal affairs of the organization;
- b. determine the policies of the organization;
- c. establish and define the purposes of all committees; and
- d. fill any vacancies for a vacated office.

ARTICLE V MEETINGS AND QUORUMS

Section 1.

General Membership meetings shall be held at the direction of the board but no less than twice a year. The time and location shall be selected by the Board of Directors.

Section 2.

The Annual Meeting of the General Membership for the election and installation of officers shall be held in January.

Section 3.

Special General Membership meetings may be called by the President, or pursuant to a resolution of the Board of Directors or at least five members of the organization. Fifteen days notice of such special meetings, stating objectives thereof, shall be given each member.

Section 4.

Those members present at each duly called and convened General Membership meeting shall constitute a quorum. The acts of a simple majority of the members present at each duly called and convened meeting shall be the acts of the General Membership.

Section 5.

The Board of Directors shall meet four times a year on days and at times selected by the Board. Special meetings may be called by the President or upon request of majority of the Board.

Section 6.

Five members present at each duly called and convened Board of Directors meeting shall constitute a quorum. The acts of a simple majority of the Board members present at each duly called and convened meeting shall be the acts of the Board of Directors.

ARTICLE VI OFFICERS

Section 1.

The elected officers shall be: President, Vice-President, Treasurer, and Secretary.

a. The President shall:

1. preside at General Membership and Board of Directors meetings,
2. draft and distribute an agenda for each meeting;
3. nominate chairs of all committees, and
4. have general supervision of the affairs of the organization

- b. The Vice-President shall:
 - 1. preside at General Membership and Board of Directors meetings in absence of the President and
 - 2. assist the President in carrying out his/her duties.

- c. The Treasurer shall:
 - 1. have custody of FRB's funds,
 - 2. maintain sound and timely accounts of all funds,
 - 3. disburse such funds as are authorized by the Board of Directors,
 - 4. present a financial statement at general and Board of Directors meetings, and
 - 5. keep a record of the names and addresses of all members and dues paid.

- d. The Secretary shall:
 - 1. keep a record of all proceedings of the Board and general membership actions,
 - 2. give notice of all meetings as required to the members and Board, and
 - 3. conduct all correspondence of the Board.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1.

The Board of Directors shall annually appoint a Nominating Committee prior to the first day of November. The Nominating Committee shall consist of not less than three members of the General Membership who are not currently serving as officers. Its purpose is to nominate candidates for officers and directors to succeed those whose terms are due to expire. All nominees must be active members in good standing.

Section 2.

The Nominating Committee shall present its report to the membership and the elections shall take place at the Annual Meeting. Nominations from the floor will be accepted. The election shall take place by secret ballot and winners selected by a simple majority. If only one candidate is nominated for an office, that candidate may be elected by voice vote. Newly elected officers and directors will be installed at the Annual Meeting.

ARTICLE VIII COMMITTEES

Section 1.

Committees shall be established or disbanded as necessary by vote of the Board of Directors.

Section 2.

The President shall nominate committee chairs subject to the approval of the Board of Directors. The committees shall be composed of not less than two members in good standing.

Section 3.

Committee chairs shall report on the activities and recommendations of the committee to the Board of Directors at each regularly scheduled Board meeting.

ARTICLE IX FINANCES

Section 1.

The fiscal year shall be from the first day of March to the last day of February of the following year.

Section 2.

All checks and drafts of the organization must be signed by the Treasurer, the President or the Vice-President. One signature shall be sufficient, unless otherwise stipulated by the Board of Directors.

Section 3.

The Treasurer will prepare the proposed budget for the fiscal year with the assistance of the standing committee chairs, who will present the Treasurer with their financial requirements for the year. The proposed budget will be revised and approved by the Board of Directors.

Section 4.

An audit of the organization's financial records shall be made at the end of each year, or upon change of Treasurer, by two members appointed by the President. The purpose of the audit shall be to ensure proper control of funds and accounting procedures and practices. The annual report of audit shall be submitted to the Board of Directors as soon as practicable after the close of the year.

ARTICLE X COMMITMENTS

Section 1.

FRB Board and general members shall not enter into any commitments binding on the organization without authorization from a majority of the Board members.

Section 2.

No action may be taken by the Board of Directors which would violate Texas or Federal law.

Section 3.

Any information release including, but not limited to advertising, press releases or speeches, that is done for the purpose of promoting FRB shall be approved by the Board of Directors. The Board of Directors may choose to delegate the responsibility of approval.

ARTICLE XI AMENDMENTS

These bylaws may be amended by majority vote of members in good standing present at any regularly scheduled meeting, provided that notice of the proposed amendments shall have been delivered to each member at least 15 days before the vote.

ARTICLE XII PARLIAMENTARY PRACTICE

All duly called meetings shall be convened and conducted according to the current edition of Robert's Rules of Order and applicable local, state and federal laws.

ARTICLE XIII DISSOLUTION

Section 1.

FRB may be dissolved by the vote of a two-thirds majority of the members present at a special meeting of the organization.

Section 2.

In the event of the dissolution of FRB, or the winding up of its affairs or other liquidation of its assets, FRB's property shall not be conveyed to any other organization created or operated for profit, or to any individual, for less than the fair market value of such property. All assets remaining after the payment of FRB's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of FRB, provided other than one created for religious purposes.