RESTATED BYLAWS OF THE
TEXAS RECREATION AND PARK SOCIETY, INC.

ARTICLE I. NAME, PURPOSES, POWERS

Section 1. Name

The name of this corporation is The Texas Recreation and Park Society, Inc. (the "Society").

Section 2. Purposes

The Society is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") and to carry out the Society's objectives, functions, and purposes as set out in its governing documents, as amended periodically.

Within the scope of the foregoing purposes and not by limitation thereof, the Society is organized and operated to serve the membership and citizens of Texas by providing for the advancement, promotion and furtherance of the quality of the leisure environment in the State of Texas. The specific objectives shall be:

1. To unite into association the park, recreation and conservation personnel and lay citizens and groups interested in the expressed purposes of the organization.

2. To propose and promote the highest standards of professional service, competence and ethics.

3. To educate the citizens in the State of Texas about the values of quality parks, recreation and conservation services.

4. To disseminate information relating to the parks, recreation and conservation field and to encourage study and research on matters of professional interest.

5. To cooperate with other associations, agencies, societies and organizations with the same or similar objectives.

6. To facilitate the development, maintenance and expansion of public policy for recreation, parks and leisure in the state and nation.

The Society is also organized to promote, encourage, and foster any other similar charitable, scientific, or educational activities. It can accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature. It can use, expend, or donate its assets for its purposes. It can to do anything lawful to help it achieve its goals, as long as it complies with and does not violate section 501(c)(3) of the Code.

Section 3. Powers

The Society is a Texas nonprofit corporation and has the powers and responsibilities outlined in the Texas Business Organizations Code (“TBOC”). However, it will not take any actions, directly or indirectly, that could jeopardize or invalidate its tax-exempt status under Section 501(c)(3) of the federal tax code.

ARTICLE II. MEMBERSHIP

Section 1. The Society shall have members, as described here

a. Certified Professional members shall be members who have been registered or certified by the Professional Certification Board (or its successor) as having fulfilled the qualifications for this membership classification. Persons holding membership in this classification shall be entitled to all rights and privileges of the Society and shall have one vote.

b. Professional members shall be any public (including federal) or private recreation, park, therapeutic, industrial, or leisure service (including tourism) personnel employed in the field on a full-time basis. Professional members shall also be those employed by educational institutions. Professional members shall be entitled to all rights and privileges of the Society and shall have one vote.

c. Citizen, board or commission members shall be any individuals who serve, or have served, as members of a recreation and park board or commission. Persons holding membership in these classifications shall be entitled to all rights and privileges of the Society except the right to vote.

d. Retired professional members are entitled to all rights and privileges of the Society except the right to hold office. They shall have one vote.

e. Corporate members shall be entitled to all rights and privileges of the Society except the right to hold office or vote.

f. Special memberships shall be open to specified groups as determined by the Board to meet the needs of the Society and its members, which may include but are not limited to undergraduate and full-time graduate student; part-time employees; volunteers; introductory professionals; military personnel employed in this field; associates; and other supporters of leisure services. Persons holding membership in these classifications shall be entitled to all rights and privileges of the Society as deemed appropriate by the

Board.

g. The Society may also confer an honorary life membership upon persons who have made an outstanding contribution to the field, as set out in the Society's standing rules.

Section 2. Membership Dues

The Board of Directors (the "Board") shall set the annual dues for all classifications of membership. Membership dues are payable in advance and shall expire one year from the anniversary date of acceptance of the original membership. Persons, boards, commissions, companies or organizations not accepted for membership shall have their fees returned by the Executive Director.

Section 3. Removal of Member

A member of the Society may be suspended or expelled for reasons listed in the Governance document. A two-thirds majority vote by the Board is required to expel or suspend any member of the Society.

Section 4. Member Meetings

The Society shall hold at least one membership meeting each year, which may be conducted in-person, virtually, or as a hybrid format. The purpose of the meeting is to provide updates on organizational activities, financial status, governance changes, and other matters of interest to the membership.

Notice of the membership meeting shall be provided to all members at least 14 days in advance via email or other methods determined by the Board. The Board may call additional meetings of the membership as needed to address urgent matters or to seek member input on key initiatives. A summary of the meeting, including decisions made and relevant updates, shall be communicated to all members within 30 days of the meeting.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS

Section 1. General Powers

The Society's Board of Directors will manage its activities, property, and affairs. The Board (also referred to collectively as the "Board" or individually as "director") has the authority to do anything allowed by law, or by the Restated Certificate of Formation, or these Restated Bylaws, unless stated otherwise.

Section 2. Number and Qualifications

The Board of Directors consists of a combination of elected, appointed, and ex-officio members. Voting rights are indicated below:

Elected directors and officers (voting):

- President
- President-Elect
- Immediate Past President
- Eight (8) directors: five (5) representing different geographical regions, and three (3) at-large directors

Appointed director (voting):

- Legislative Director (appointed by the President)

Non-voting officer:

- Secretary – position held by the Director of Operations

Ex-officio, non-voting representatives (not selected by membership):

- Executive Director
- Representative from the Texas Amateur Athletic Federation
- Representative from the Texas Parks and Wildlife Department
- Appointed representative from a Higher Education organization (appointed by the Board)

Qualifications:

- To serve on the Board, a person must have been a TRAPS member and reside in the state of Texas. Applicable experience serving on a TRAPS Committee, Task Force, or other applicable parks and recreation related board is preferred, but not required.
- The President-Elect will become President the following year. To be eligible for President-Elect, a member must have served on the Board for one year.

Ex- officio:

The Board also includes ex-officio, non-voting representatives. These are not selected by membership. They include:

- The Executive Director
- A representative from the Texas Amateur Athletic Federation
- A representative from the Texas Parks and Wildlife Department.
- An appointed representative from a Higher Education organization.

Section 3. Term

a. The President and President-Elect shall hold office for one (1) year or until their successors are elected and duly installed.

b. The Regional and At-Large Directors shall hold office for two (2) years or until their successors are elected and duly installed.

c. The Regional Directors from West and Central regions shall be elected in odd- numbered years and from North, East and South regions in even-numbered years.

d. At-Large Directors shall be elected on a staggered basis, two in odd-numbered years and one in even-numbered years.

e. The Legislative Director shall hold office for two (2) years or until their successor is appointed by the President. Appointments shall occur on even years at the first board meeting of that calendar year.

All terms of office shall coincide with the annual Institute. All elected positions shall serve a maximum of two (2) terms, unless, the Board votes to grant an additional two (2) year term for a position.

Section 4. Election

Elections will occur, so far as is practicable, beginning in the 3rd quarter of the calendar year with a call for nominations, and voting and ratification of votes occurring in the 4th quarter of the calendar year.

Membership elects the following director positions: the President, the President-Elect, and eight (8) directors: five (5) directors representing different geographical regions, and three (3) at-large directors.

Elections may be conducted by mail, by email, by form submission, or by any combination of those methods.

Section 5. Duties

Directors will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

a. **Duties of President:** The President shall preside at all official meetings of the Society and of the Board and shall perform the other duties associated with that office. The President shall be an ex-officio member of all Society Committees.

b. **Duties of President-Elect:** The President-Elect shall assist the President in directing the affairs of the Society and shall act in the absence of the President. The President-Elect shall serve on the Texas Municipal League (TML) Board with their term beginning in the fall of even years and continuing for two years. In the event the President- Elect is not able to serve due to not being a member (TML) city employee or has already served their maximum terms on the TML Board, another qualified TRAPS Board of Director will be designated.

c. **Duties of Past President:** The Past-President shall be a member of the Board and will perform all duties incident to the Past-President and such other duties as from time to time may be assigned to them by the President or the Board.

d. **Duties of Secretary:** The Secretary will keep the minutes of the meetings of the Board in one or more books provided for that purpose, will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, will keep custody of the corporate records of the Society, will keep a register of the post office address of each director which will be furnished to the Secretary by such directors, and will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board. This position will serve on the board as a non-voting member.

Section 6. Director Resignation, Removal, Vacancy

If a director is absent from two consecutive meetings for reasons which the Board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.

a. When a vacancy occurs in the office of the Director, the Board shall appoint the person receiving the second highest number of votes in the most recently conducted general election to fill the office for the remainder of the term; if there was no other candidate then Board may appoint or hold a special election as needed.

b. In the case of a Director-At-Large position, the replacement may be from any region in the state.

c. A vacancy in the office of President shall be filled by the advancement of the President-Elect. The President-Elect shall still be the President-Elect and shall retain the title of President for the year immediately following that in which he or she advanced to the office of President. When a vacancy occurs in the office of President-Elect, a new President-Elect shall be selected by a vote of the members of the Society in a special election.

Section 7. Resignation of Officer

An Officer of the Society desiring to resign shall notify the President and/or Executive Director in writing. The resignation will be presented to the Board.

Section 8. Meetings of the Board

a. Regular meetings. The Board shall meet at least four (4) times each year. These meetings may be held face to face or through current technology for virtual meetings.

b. Special meetings. Special meetings of the Board shall be called by the President or on written request of a majority of the Board. The Executive Director shall notify each member of the Board of any and all special called meetings.

c. Quorum and Voting. A simple majority of the current voting membership of the Board shall constitute a quorum.

d. No proxy voting. Directors absent from meetings of the Board may not be represented by a proxy. Directors absent from meetings of the Board must notify the Executive Director and/or President of their absence prior to, or as soon as possible after, missing a meeting.

e. Notice. At least five (5) calendar days' written notice must be given to all Directors of any meeting of the Board. Notice of meetings may be given by electronic transmission (i.e., e-mail) if all Directors individually and collectively consent in writing. Attendance of a Director at a meeting will constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to a meeting not properly called.

f. Emergency Notice. An emergency meeting of the Board may be called for with a minimum of 72 hours written notice. Each director is asked to waive the notice requirement for called emergency meeting required under Article III, Section 7, item 3 of the bylaws as such meeting may require time sensitive action by the Board.

g. Minutes. At meetings of the Board, business will be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board President will appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, will prepare minutes of the meetings which will be delivered to the Corporation to be placed in the minute books of the Corporation. It is recommended that all minute books be stored electronically and accessible to Board of Directors upon request.

<u>**ARTICLE IV. COMMITTEES**</u>

The Board may establish one or more committees, may delegate specified authority to a committee, and may appoint or remove members of a committee. If the Board delegates any of its authority to a committee, the majority of that committee will consist of Directors.

a. Advisory Boards or Committees. The Board also may establish advisory boards or committees that do not have decision-making authority. These boards may include non-directors. The President will appoint members and may remove them if necessary for the Society's best interests.

b. Special and Standing Committees: The President, with the approval of the Board, shall appoint the members of all standing and special committees. Special task forces shall be assigned by the President and approved when appropriate by the Board.

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ARTICLE V. EXECUTIVE DIRECTOR

The Board may, upon resolution, appoint an Executive Director ("ED") to serve at the Board's discretion and to carry out whatever tasks the Board from time-to-time resolves.

Executive Director is hired by and is directly responsible to the Society's Board of Directors.

Subject to the authority and oversight of the Board, the Executive Director shall serve as the chief administrative officer of the Society and shall be responsible for the overall management, coordination, and execution of its operations and programs. The Executive Director shall implement and enforce all policies, procedures, and directives established by the Board, and shall ensure that the activities of the Society are conducted in a manner consistent with its mission, bylaws, and applicable laws and regulations.

The Executive Director will generally be expected to attend all meetings of the Board, yet does not have a vote on the Board.

ARTICLE VI. OPERATIONS

Section 1. Contracts

The Board must authorize any officer or officers, or agent or agents, of the Society, 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 Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Instruments

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society will be signed by such officer or officers, agent or agents of the Society and in such manner as may from time to time be determined by the Board and outlined in the Governance document. The Executive Director may dispense the funds of the Society in accordance with the annual budget approved by the Board and in furtherance of the purposes of the Society as set forth in the Certificate and these Bylaws.

Section 3. Records

The Society will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Society will keep at its principal place of business the original or a copy of its bylaws, and maintain electronic back up, including amendments to date certified by the President of the Society.

Section 4. Conflicts of Interest

The Society will annually adopt a conflict-of-interest policy in the form attached to the Governance document.

Section 5. Dividends Prohibited

No part of the net income of the Society will inure to the benefit of any private individual and no dividend will be paid and no part of the income of the Society will be distributed to its directors, officer, or members. However, the Society may pay compensation to its staff for services rendered, as determined by the Board.

Section 6. No Loans to Officers and Directors

The Society will not make loans to its officers and Directors, and any Directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, will be jointly and severally liable to the Society for the amount of such loan until repayment thereof.

Section 7. Fiscal Year

The fiscal year of the Society will be January 1 to December 31.

Section 8. Invalid Provisions

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

ARTICLE VII. REGIONS

Section 1. Establishment

The Board shall establish geographic regions in order to facilitate better communication and broader participation in the affairs of the Society, and all members of the Society residing in any such region may participate in the affairs of the Region.

Section 2. Meetings

Each Region may have regional meeting(s) and an annual workshop and such other meetings as may be called by the Regional Director.

Section 3. Officers

The chief officer of the region shall be the Regional Director who serves on the Board. Other officers deemed necessary to operate its region may be established to serve the region. Each officer shall have duties normally incident to his or her office.

Section 4. Elections

The Regional Director shall serve two (2) years or until his or her duly elected successor is installed. Only those members residing in the Region may vote on the Director from their Region. In the event that a director is unable to serve out the entire length of his or her term of office, the person receiving the next highest number of votes in the most recently held general officer election shall be approved by the Nominations Committee and duly sworn in to serve out the remainder of the term by the President at the next regularly scheduled board meeting.

Section 5. Committees

The Regional Director of each Region may appoint such committees as he or she or the membership in the Region considers necessary.

Section 6. Financing

Regions shall have no authority to levy dues to finance their operations, although charges may be made to participants to conduct special activities. They may be financed by the Society through the allocation of funds in the budget of the Society. The Board shall require Regional Directors to submit a proposed budget of annual expenditures. All funds accruing to the Region shall be treated as part of the funds of the Society.

ARTICLE VII. AMENDMENTS

Section 1. Amendments to these Bylaws may be initiated by any voting member of the Society through submission to the Board.

Section 2. The Board, upon two-thirds affirmative vote, shall submit notice of an amendment or amendments to the membership. Ratification of amendment or amendments requires the approval of two-thirds of the Board.

CERTIFICATION

The undersigned, being the duly elected and qualified President of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of the Corporation.

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NAME, President, Date

Constitution amendments:

Revised and amended at Austin, Texas	January 17, 1956
Amended at Houston, Texas	January 31, 1961
Amended at El Paso, Texas	March 27, 1967
Amended at San Antonio, Texas	October 5, 1973
Amended at Austin, Texas	November 19, 1975
Amended at Waco, Texas	July 16, 1977
Amended at Abilene, Texas	October 12, 1983
Revised and amended at Houston, Texas	July 12, 1985
Revised and amended at Carrollton, Texas	January 9, 1987
Revised and Amended at Fort Worth, Texas	March 5, 1992
Revised and amended at Austin, Texas	October 1, 1997
Updated at Waco, Texas	March 6, 1999
Updated at Austin, Texas	September 29, 2000
Amended at Frisco, Texas	March 5, 2010
Amended at Lubbock, Texas	March 6, 2013
Amended at Corpus Christi, Texas	February 18, 2014

Bylaws amendments:
Revised and Amended at Fort Worth, Texas, October 3, 1984
Revised and amended at Carrollton, Texas, January 9, 1987
Revised and Amended at Fort Worth, Texas, March 5, 1992
Revised and amended at Austin, Texas, January 25, 1997
Revised and amended at Austin, Texas, January 23, 1999
Revised and amended at Austin, Texas, September 29, 2000
Revised and amended at Austin, Texas, August 8, 2008
Revised and amended at Lubbock, Texas, March 6, 2013
Revised and amended at Corpus Christi, Texas, February 18, 2014