



# **BIG THICKET ASSOCIATION**

## **BYLAWS**

Rev. 11/6/94, 1/21/01, 10/11/08, and April 11, 2015

### **ARTICLE I - NAME**

The name of the organization is THE BIG THICKET ASSOCIATION (hereinafter termed the Association).

### **ARTICLE II - PURPOSE**

The purpose or purposes for which the Association is organized are:

- (a) To work for the preservation of the flora, fauna and historical culture of the Big Thicket area;
- (b) To promote the conservation of natural resources and natural history of the Big Thicket area, and education for same;
- (c) To maintain and perpetuate, so far as possible, the many species of trees, plants and animals found in the Big Thicket area, and to do whatever else may be done to preserve for posterity the abundance of flora and fauna and natural beauty with which this area has been endowed;
- (d) To promote and to fund research contributing to knowledge of the Big Thicket area;
- (e) To publish or support publication of cultural and scientific Big Thicket literature; and
- (f) To promote the welfare of the Big Thicket National Preserve.

### **ARTICLE III - MEMBERSHIP AND DUES**

Section 1 Voting membership shall consist of Members who have paid their annual dues for the current year, as defined by the Board of Directors; and LIFE and PATRON members whose memberships were purchased or conferred.

Section 2 Membership dues and categories of membership shall be established by the Board of Directors.

Section 3 The general membership and business meeting, known as the ANNUAL MEETING, shall be held in October of each year at a time and place to be selected by the Board of Directors.

### **ARTICLE IV - OFFICERS AND EXECUTIVE COMMITTEE**

Section 1. The officers of the Big Thicket Association shall serve as an Executive Committee, consisting of: The President, The Vice-President, The Secretary, The Treasurer; and The Past-President.

Section 2 The Executive Committee shall have the authority to conduct business between meetings of the Board of Directors.

Section 3 The duties of the officers are:

- (a) The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee; shall make all appointments subject to the approval of said Board; shall appoint and supervise the Executive Director and other salaried employees of the Association; shall call special meetings; and shall perform all such duties as pertain to the office. The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.
- (b) The Vice President shall assume the office of the President to fill a vacancy of that office or to serve, if the President, for any reason, is unable to perform official duties. The Vice-President shall aid and assist the President at all times in the administration of the Association's affairs.
- (c) The Secretary shall keep an accurate record of all meetings of the Association, the Board of Directors, and the Executive Committee, and shall perform all duties pertaining to the office. The Secretary shall ensure that there is an accurate record of the names, addresses and standing of the members of the Association, and shall ensure that such information is provided to the appropriate committee chairs, the Treasurer, and/or the President. The Secretary shall ensure that notice is provided to members of dues, general membership meetings, and other necessary communications, ensure that all records, reports, statements, certificates and other documents are properly kept and filed. The Secretary shall solicit and record the volunteer hours of BTA members and report same to the Superintendent of the Preserve.
- (d) The TREASURER shall have responsibility for the funds of the Association and shall ensure such funds are deposited in the name of the Big Thicket Association in the banks or investment accounts designated by the Board. Financial records are maintained by the Executive Director under the supervision of the Treasurer and the President. The board shall authorize other board members to sign checks if the Treasurer is unable to serve. The annual budget adopted by the Board of Directors shall serve to authorize expenditures for the Fiscal Year, January 1 through December 31, except that unbudgeted items must be approved by the Board of Directors. The Treasurer shall serve as chair of the Finance Committee, shall make a report of the financial condition of the Association at the Annual Meeting and shall make additional reports at meetings of the Board of Directors, or as directed by the Board. The Board shall, if desired, require that all officials with fiduciary responsibility be bonded. The Board shall reimburse such officials for the cost of the bond.
- (e) The PAST-PRESIDENT shall be an ex-officio officer of the Board of Directors and shall serve on the Executive Committee.

## **ARTICLE V - BOARD OF DIRECTORS**

Section 1 The Board of Directors is the policy making body for the Association, exercising all powers and authority granted by law. The Board shall oversee the operations of the Association.

Section 2 The BOARD OF DIRECTORS shall consist of all officers and not more than twenty (20) duly-elected Directors. At any meeting, one-third of the Directors shall constitute a quorum. A simple majority of the Board of Directors present shall rule. No proxy votes are allowed.

Section 3 The meetings of the Board of Directors shall be held quarterly (January, April, July, October) at a time and place designated by the President. Special meetings of the Board of Directors shall be called by the President or be called at the request of two-thirds of the Board of Directors. Directors shall be notified of a meeting by postal or electronic mail at least 72 hours before the meeting. In an extraordinary situation recognized by a majority of the Executive Committee, a proposal may be considered through a conference call or by electronic vote.

Section 4 The Board of Directors shall manage the affairs of the Association, and shall delegate authority to the Executive Committee between meetings. The Board of Directors can appoint Advisory or Honorary Board Members as needed.

Section 5 Any member of the Board of Directors must attend two (2) meetings per calendar year and be current in dues. A two-thirds vote of the Board may remove a member for absences or for cause. A vacancy on the Board of Directors resulting from resignation, removal or death shall be filled by appointment of the President, subject to Board approval.

Section 6 Conflict of Interest Policy. A conflict of interest exists wherever an individual could benefit, disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence, or where someone might reasonably perceive there to be such a benefit and influence. Members of the Association have a duty to disclose any personal, family or business interests that may, in the eyes of another person, influence their judgment or affect the reputation or credibility of the organization. They should exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings. Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving as an officer or member of the Association unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.

Section 7 Neither Directors or officers shall be compensated for their service for the Association unless a majority of the Board approves compensation for documented and reasonable expenses. The Board may provide liability insurance and compensation for law suits for officers and Directors.

## **ARTICLE VI - ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

Section 1 Each officer shall be elected and shall hold office for two (2) years. The term of office shall begin on the first day of the calendar year following election. The President and Vice-President shall have terms alternating with the Treasurer and Secretary. No officer shall hold more than two (2) consecutive terms of office. All members of the Board of Directors shall be elected for a term of two (2) years, with one-half (1/2) being elected each year.

Section 2 Elections of Officers and members of the Board of Directors require a simple majority of the membership in good standing and voting by ballot from a slate prepared by the Nominating Committee. The ballot shall contain spaces for write-in candidates.

Section 3 The Nominating Committee shall consist of three (3) members in good standing selected by the Board of Directors. The Committee shall prepare a slate to fill expiring terms. The Nominating Committee shall be appointed by the Board of Directors at the first quarterly meeting and shall report to the Board of Directors at the third quarterly meeting. The ballots for election of all positions open for the following year shall be mailed to all members in good standing at least 30 days prior to the Annual Meeting by the Nominating Committee. Ballots for the election will be counted if returned and received at least 10 days prior to the annual meeting. Results of the election shall be announced at the Annual Meeting in October of each calendar year.

Section 4 Any member of the Board of Directors or the Executive Committee is subject to recall by two-thirds (2/3) majority of the Board of Directors at a regular or special meeting.

## **ARTICLE VII - COMMITTEES**

Section 1 There shall be an Executive Committee, a Finance Committee, an Audit Committee, and a Nominating Committee.

Section 2 The Audit Committee shall conduct an annual internal financial review and provide recommendations to make the financial system more efficient and understandable for board members, staff and others as appropriate.

Section 3 Other standing committees shall be created by the President and confirmed by the Board of Directors. Likewise, the members and leadership of such committees shall be designated by the president.

Section 4 Ad-hoc committees shall be appointed as needed to accomplish special purposes.

## **ARTICLE VIII – ADMINISTRATION**

Section 1 Executive responsibility for the Association shall be held by the Association’s Executive Director, who shall be appointed by the Association’s President with the concurrence of the Executive Committee. The Executive Director shall have the responsibility to maintain accurate accounts for the Association members, shall supervise record-keeping and communications for the Association, and perform such other tasks assigned by the President of the Association.

Section 2 The Thicket of Diversity shall be led by the Director of the Thicket of Diversity. Such individual shall be appointed by the Association’s President with the concurrence of the Executive Committee and the BITH Superintendent. The Director of Thicket of Diversity (TOD) performs tasks that support the Thicket of Diversity All Taxa Biodiversity Inventory, TOD Database, technical support, and Field Research Station (FRS) Operations Management under the direction of the Executive Director.

Section 3 The Executive Director shall have the responsibility for developing and maintaining a Big Thicket Association Policy Manual. This policy manual shall include existing administrative policies of the Association, and future policies that follow the “best practices” for non-profit organizations.

## **ARTICLE IX - OPERATIONS**

Section 1 The Association may create and administer programs that contribute to the Association purposes stated in Article II.

Section 2 This Association is not organized for profit, and no part of whatever net earnings shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered;

Section 3 The Association shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Section 501 (c)(3) of the Internal Revenue Code;

Section 3 The Association shall never be operated for the primary purpose of carrying on a trade or business;

Section 4 The Association shall conform in all manner to the restrictions on organizations exempt from federal income taxes under 501 (c)(3) of the Internal Revenue Code or any later revision; and

Section 5 The Association shall manage the Big Thicket National Preserve Field Research Station under a Cooperative Agreement between the Association and the National Park Service.

## **ARTICLE X - AMENDMENT OF CONSTITUTION AND BYLAWS**

Amendments to the Bylaws shall be proposed by the Board of Directors or proposed and submitted to the Board of Directors by at least ten percent (10%) of the membership in good standing any time in each calendar year prior to or at the third quarterly meeting. Such proposed amendments shall be submitted to the membership with the election ballot mailed at least 30 days prior to the Annual Meeting. Members shall vote by mail to approve or reject such proposed amendments by a simple majority. Amendments shall become effective upon the report of adoption presented at the Annual Meeting.

## **ARTICLE XI - DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954.