

**WEST TEXAS  
URBAN FORESTRY COUNCIL, Inc.  
Bylaws**

**Revised & Adopted  
August 9, 2006**

## **Article I. Organization**

**1.01 NAME.** The name of this organization shall be the West Texas Urban Forestry Council, Inc.; A.K.A. Los Tree Amigos., hereinafter referred to as the “Corporation.”

**1.02 PRINCIPAL OFFICE.** The principal office of the Corporation in the State of Texas shall be located in the City of El Paso, Texas. The Corporation may have other offices, either within or without the State of Texas, as the activities of the organization may require or the Executive Committee may determine.

**1.03 REGISTERED OFFICE.** The registered office and registered agent of the Corporation, required by the State of Texas to be maintained in the State of Texas, may be, but need not be, identical with the principal office in the State of Texas. The address of the registered office may be changed from time to time by the Board of Directors.

**1.04 ASSET ADMINISTRATION.** Any funds or property contributed to and accepted by the Corporation shall be held, administered and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purposes of the Corporation. In the absence of any such specific direction, such funds or property shall be held, administered and disbursed or disposed of solely for the purposes of the Corporation, as set forth in Article II of the Bylaws.

## **Article II. Purpose and Duty**

**2.01 MISSION STATEMENT.** The mission of the West Texas Urban Forestry Council is to promote the preservation, health and expansion of community trees in the El Paso region. The Corporation will pursue this mission through:

**2.02** Communicating important issues, needs and information about our urban forest resource to local officials, civic leaders, citizens, and the media.

**2.03** Facilitating the recognition of outstanding urban forestry initiatives within the El Paso region.

**2.06** Providing a local forum for the dissemination of information and discussion of national, state, and local urban forestry issues and activities.

**2.07** Providing an organizational vehicle for solicitation and dispersal of funds for the execution of the West Texas Urban Forestry Council, Inc. mission.

### **Article III. Membership**

**3.01 MEMBERSHIP.** Membership in the Corporation shall be open to all persons or organizations involved in or concerned with urban forestry development in the El Paso region.

**3.02 DUES.** Annual dues, as may be prescribed by resolution of the Board of Directors will be paid by all members. Dues shall be collected and recorded by the Treasurer of the Corporation as directed by the Board of Directors.

**3.03 VOTING.** Each member is entitled to vote in annual elections of the officers and directors of the Corporation and on other such matters as may be properly placed before the membership at the Annual Business Meeting, at special called meetings or by mail as provided for by these bylaws. Members are also entitled to attend all meetings of the Board of Directors and may address the Board pursuant to recognition by the presiding officer but may not vote on issues before the Board-

**3.04 TERMINATION OF MEMBERSHIP.** The Board of Directors may request the resignation or termination of any member for any act or omission which is deemed by the Board of Directors to be inconsistent with the accomplishment of the purposes and objectives of the Corporation.

**3.05 REPRESENTATION.** No member of the Corporation other than officers of the Corporation, or those expressly appointed by the officers, may speak in the name of the Corporation or act in its behalf without the prior authorization of the Board of Directors.

## **Article IV. Budget**

**4.01 ANNUAL BUDGET.** The fiscal year for the corporation shall be from January 1 through December 31. Receipt and expenditure of funds for each fiscal year shall be subject to an annual operating budget presented to and adopted by the Board of Directors at the Annual Business Meeting. The annual budget may be amended from time to time by the Board of Directors as may be deemed necessary for the efficient operation of the Corporation

**4.02 REPORTS:** Year-end financial reports shall be prepared and submitted at the annual meeting. An annual audit of the books will be carried out and the results presented to the membership at a later meeting.

A fiscal year-end report of all income and assets, expenditures and liabilities of the Corporation for the preceding year shall be prepared annually by the Treasurer for presentation to the Board of Directors at the Annual Business Meeting. Such annual financial reports shall be available for public inspection.

**4.03 AUDITS:** The Board of Directors may, at its discretion, conduct an audit of the business records of the Corporation at any time but shall provide for an audit of deposits and expenditures upon election or appointment of a new Treasurer of the Corporation. Audits may be conducted by ad-hoc appointment of an Audit Committee of the Board or by appointment of a qualified professional accountant or a combination thereof.

## **Article V. Meetings**

**5.01 ANNUAL MEETING.** An Annual Business Meeting of the membership shall be held at a place and on a date between November 1 and March 31 set by the Board of Directors for the purpose of electing Officers and Directors, reviewing the proposed annual operating budget and the report of expenditures and income for the past fiscal year, to vote upon any proposed amendments to these bylaws as provided for in Article X and to transact any other business as is properly brought before the meeting. All current members may cast ballots for nominees for offices or director positions declared vacant by the Board of Directors for reason of expiration of term in office or otherwise. Nominees for each position shall be presented by the Board of Directors or by nomination from the floor.

**5.02 SPECIAL MEETINGS.** Special meetings of the membership may be called by the President, the Board of Directors or by petition of not less than 10% of the membership. The time and place for the special meeting shall be determined by the President in a timely matter but shall not be not less than 30 days from receipt of a valid call for a special meeting of the membership. Business transacted at any special meetings will be confined to the purposes stated in the notice of special meeting.

**5.03 QUORUM.** At the Annual Business Meeting or any validly called special meeting, those present of the current membership shall constitute a quorum for purposes of conducting business.

**5.04 NOTICE OF MEETINGS.** The Secretary shall provide notice of all meetings of the stating the place, day, hour and purpose of any meeting of membership will be delivered, either personally, by U.S. mail, or electronic mail to each member entitled to vote at the meeting not less than 10 days prior to the meeting.

**5.05 MAJORITY VOTE.** A majority of the votes entitled to be cast on a matter will be necessary for the adoption thereof, unless stipulated by statute or these Bylaws.

**5.06 VOTING BY MAIL.** When deemed necessary by the Board of Directors, election of Officers and/or Directors and other matters requiring membership approval may be conducted by U.S. mail and electronic mail. Casting of such mail ballots will be equivalent to voting in person.

## **Article VI. Board of Directors**

**6.01 BOARD OF DIRECTORS.** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and not less than ten (10) Directors. The Texas Forest Service Regional Forester for the Western District of Texas shall be a non-voting member of the Board.

**6.02 RESPONSIBILITIES.** The affairs of the Corporation shall be managed by the Board of Directors.

**6.03 REGULAR MEETINGS.** The Board of Directors shall convene at least twice per year, or at the call of the President. Board meetings will be open to the Corporation membership.

**6.04 NOTICE.** Notice of any meeting of the Board of Directors will be given at least five days before the meeting by written notice delivered personally, sent by U.S. mail, electronic mail or provided orally by telephone or otherwise to each officer at his or her postal address, e-mail address or telephone number as shown by the records of the Corporation. If mailed, the notice will be deemed to be delivered when deposited in the United States mail so addressed, with postage

paid. Any Director or Officer may waive notice of any meeting. The attendance of a Director or Officer at any meeting will constitute a waiver of notice of that meeting except where a Director or Officer attends a meeting for the express purpose of objecting to the transaction of any business not lawfully called or convened. Neither the business to be transacted, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

**6.05 QUORUM.** One third (1/3) of the voting members of the Board of Directors shall constitute a quorum for the purpose of conducting business.

**6.06 MANNER OF ACTING.** The act of a majority of the Board of Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, except where otherwise stipulated by statute or these Bylaws.

**6.07 MEETINGS BY TELEPHONE.** Subject to the provisions of these Bylaws for the proper notice of meeting, the Board of Directors, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person, except where a person participates in the meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**6.08 ADVISORY BOARD.** The Board of Directors may from time to time elect an Advisory Board of Directors. A Member of an Advisory Board of Directors will not vote as a member of the Board of Directors.

## **Article VII. Officers**

**7.01 OFFICERS.** The officers of the West Texas Urban Forestry Council, Inc. shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President. The officers shall serve without compensation.

**7.02 ELECTION AND TERM OF OFFICE.** The officers of the Corporation will be elected by the Corporation Membership at the regular annual membership meeting or by mail as deemed necessary by the Board of Directors. Each officer shall hold office for one year or until his or her successor is duly elected and qualified. The office of President shall not be elected directly on an

annual basis; rather, it shall be filled by the previous years elected Vice President. There shall be no restriction upon the number of terms a member may serve as an officer.

**7.03 VACANCIES.** A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors for the unexpired term.

**7.04 DUTIES.** The officers of the Corporation will have the authority and perform the duties customarily incident to their respective office, or as may be specified from time to time by the Board of Directors regardless of whether the authority and duties are customarily incident to the office. Without limiting the generality of the foregoing, the President and Vice President will have the authority to execute and deliver agreements and instruments on behalf of the Corporation, subject to any limitations from time to time imposed by the Board of Directors.

### **Article VIII. At-Large Directors**

**8.01 DIRECTORS.** The Board of Directors shall consist of a minimum of ten (10) and a maximum of 15 Directors as may be determined by the Board of Directors.

**8.02 ELECTION AND TERM OF OFFICE.** Directors must be members of the Corporation at time of election. Directors will be elected by the Council membership and will serve for a term lasting two (2) years. Elections of Directors will be staggered so that approximately one-half of the positions are elected annually. For the purposes of establishing an initial set of Directors that fits within the prescribed election system, a minimum of five (5) of the initial directors will be elected for terms of only one year. There shall be no restrictions on the number of terms a member may serve as a Director.

**8.03 VACANCIES.** Any interim director vacancy occurring in the Board of Directors by resignation or dismissal or any new directorship to be filled by reason of increase in the number of directors may be filled by affirmative vote of the Board of Directors . A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office or, in the case of newly created director positions, until the next annual election of offices and directors by the general membership is conducted. A Director who has missed three (3) consecutive meetings may be dismissed as a member of the Board of Directors by affirmative vote of the Board.

**8.04 DUTIES.** The duties of the Board of Directors shall be those customarily prescribed to such position and any others as determined by the Board of Directors.

### **Article IX. Business**

**9.01 CONTRACTS.** The Board of Directors may authorize any officer, director, member ~~agent~~, or agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance.

**9.02 CHECKS, DRAFTS, etc.** All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by any two officers of the Corporation.

**9.03 DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories, as the Board of Directors shall select.

**9.04 GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, device, or grant for the general purposes or for any special purpose of the Corporation.

### **Article X. Amendments**

These Bylaws may be amended at any regularly scheduled meeting of the Corporation by a two-thirds (2/3) affirmative vote of the members present, providing that such amendments shall have the prior approval of a two-thirds (2/3) vote of the Board of Directors, and that notice of such proposed amendments has been sent by U.S. Mail or electronic mail to all members by the Secretary 10 days prior to the meeting.

**Article XI. Parliamentary Procedure**

The Parliamentary Procedure of the Corporation shall be in accord with Robert's Rules of Order.

**Article XII. Indemnification**

The Corporation shall indemnify and hold all officers harmless from any and all liability for claims or causes of action against them arising from the performance of their duties, except such as may result from gross negligence or fraud on the part of the officer involved. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, or employee may be entitled by law any Bylaw, agreement, vote of member or otherwise. The Board of Directors may determine bonding requirements to protect the Corporation from liability for damages resulting from any act or omission to act of any officer, or director, as it may in its sole discretion determine to be advisable.

**Article XIII. Tax Exempt Status**

Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporations, 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 Sates Internal Revenue Law).

*Approved the \_\_\_\_\_ day of \_\_\_\_\_*

*Attest:*

\_\_\_\_\_

\_\_\_\_\_

*Name:* \_\_\_\_\_

*Name:* \_\_\_\_\_

*Secretary*

*President*