

# FRIENDS OF RIVER RANCH COUNTY PARK BYLAWS

**Adopted: October 1, 2020**

**Amended: February 11, 2021**

**Amended: May 19, 2022**

**Amended: June 7, 2023**

**Statement of Authorization:** This Organization is authorized by a Memorandum of Agreement between Williamson County, Texas, and the Friends of River Ranch County Park (FRRCP).

## **ARTICLE I – NAME**

The name of this Organization shall be Friends of River Ranch County Park.

## **ARTICLE II – PURPOSE**

The purpose of this Organization shall be: To advocate and support the park through information, interpretation and assistance in the operation, maintenance and conservation of the park.

## **ARTICLE III – MEMBERSHIP**

**Section 1.** Active membership shall consist of those who have successfully completed an application form and have met the criteria for membership as outlined in the FRRCP Standard Operating Procedures (SOP). The Board of Directors reserves the right to review and to reject a Membership Application.

**Section 2.** A FRRCP member must be in good standing as defined in the FRRCP SOP.

**Section 3.** A FRRCP member must be current in required dues as defined in the FRRCP SOP.

**Section 4.** Requirements for donors are detailed in the FRRCP SOP.

**Section 5.** Disciplinary Action or Termination

**Voluntary Termination:** Any member may voluntarily terminate membership in the FRRCP by written communication to the FRRCP Board of Directors.

**Disciplinary Action or Removal:** Removal of a member from the membership roll or disciplinary action of a member shall follow the FRRCP Management Guidelines section of Policy and Procedures for the Disciplining and/or Removal of Members, as outlined in the SOP.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1.** The Officers shall include President, Vice-President, Secretary and Treasurer and are elected by the general membership.

**Section 2.** The Board of Directors shall include the Officers, the Immediate Past President and six Directors, two of which are elected Members-at-Large.

**Section 3.** The duties and responsibilities of the various positions within the Board of Directors are defined in the FRRCP SOP.

**Section 4.** The Board of Directors shall have the power to conduct the business of the FRRCP as defined in these Bylaws.

**Section 5.** The Executive Committee shall include the Officers, Immediate Past President and the two Members-at-Large.

**Section 6.** The Executive Committee shall elect the four remaining Director positions by a simple majority of Members present.

**Section 7.** All resolutions and actions that do not fall within the assigned duties of the Board of Directors or are not assigned by these Bylaws will be presented to and voted upon by a simple majority of the members present.

**Section 8.** All Board Members must be in "Good Standing" at the time of election. "Good Standing" is defined as current in dues, in compliance with the requirements of membership and in compliance with the FRRCP Code of Ethics and the FRRCP Standards of Conduct.

## **ARTICLE V – ELECTIONS**

**Section 1.** The Nominating Committee shall consist of two or more voting FFRCP members appointed by the Executive Committee in August of each year. The Immediate Past President shall chair the committee. Any FRRCP member wishing to serve on the Nominating Committee must contact a member of the Executive Committee by the designated deadline.

**Section 2.** The Nominating Committee shall prepare a slate of candidates for the officers and two at-large Executive Committee members. There shall be at least one candidate per position. Any qualified member in good standing wishing to place his/her name in nomination shall contact any member of the Nominating Committee. Each Nominee must give consent for his/her name to be placed on the ballot.

**Section 3.** Nominations shall be announced prior to the last general membership meeting of the fiscal year and nominations from the floor will also be accepted at that time. The membership at large shall be notified of the final list of nominees prior to the last general membership meeting of the fiscal year. Absentee ballots shall be distributed to the membership via email prior to the last general membership meeting of the fiscal year unless there are no contested offices.

**Section 4.** Elections shall take place at the last general membership meeting of the fiscal year. Elections will be by ballot unless there are no contested positions. A simple majority of the votes cast, including absentee ballots, shall be required for election. Executive Committee members shall take office on the first day of the fiscal year.

**Section 5.** If for any reason a member of the Board of Directors cannot complete his/her term of office, the following shall apply: Any vacancy shall be filled by appointment by the Executive Committee members.

**Section 6.** Elected Board Members shall be limited to serving two (2) consecutive one-year terms in the same position. If so deemed, the Board of Directors, by a simple majority, may authorize the Nominating Committee to submit for re-election to the same office any Board Member.

**Attendance:** Any Officer absent from three (3) consecutive Board of Director meetings without notice and/or excused absence shall be subject to removal by a simple majority vote of the Board of Directors. Any Board member other than an officer absent from three (3) consecutive Board of Director meetings without notice and/or excused absence shall be subject to removal by a simple majority vote of the Officers of the FRRCP.

**For Cause:** Any Officer in serious malfeasance of their responsibilities or having demonstrated behavior inconsistent with the principles of the FRRCP may be removed from office by a two-thirds vote of the remaining Board of Director members. Any Board member other than an Officer in serious malfeasance of the responsibilities or having demonstrated behavior inconsistent with the principles of the FRRCP may be removed from office by a two-thirds vote of the remaining Officers of the FRRCP.

#### **ARTICLE VI – GENERAL MEMBERSHIP MEETINGS**

**Section 1.** General meetings shall be held a minimum of annually, and additionally on a more frequent basis as determined by the Executive Committee.

**Section 2.** A quorum shall be the members in good standing present at the meeting.

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

**Section 4.** Meetings shall be conducted at a time and location designated by the Board of Directors.

**Section 5.** The FRRCP Membership shall be notified of all membership meetings. Notification of each meeting shall be published in written form via conventional mail, email or other equivalent means to all members at least ten days prior to the meeting.

**Section 6.** Meetings shall be open to all members of the FRRCP and the public in general.

**Section 7.** The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the general membership.

#### **ARTICLE VII – BOARD MEETINGS**

**Section 1.** The Board of Directors may meet as often as required but shall meet at least quarterly.

**Section 2.** Meetings shall be conducted at a time and location designated by the Board of Directors.

**Section 3.** The FRRCP Membership shall be notified of all Board Meetings. Notification of each meeting shall be published in written form via conventional mail, email or other equivalent means to all members at least 72 hours prior to the meeting.

**Section 4.** Attendance at the meeting shall be open to all FRRCP members, but only Board Members may vote.

**Section 5.** A majority of the Board members shall constitute a quorum.

**Section 6.** Meetings may be held by teleconference or other remote electronic means, so long as a quorum is present and the electronic media permits the democratic participation of all Directors.

**Section 7.** Executive Committee meetings shall be held at the call of any member of the Executive Committee.

#### **ARTICLE VIII – AMENDMENTS**

Proposed amendments to the Bylaws shall be submitted in writing to the Executive Committee. The President shall present proposed amendments to the Board for consideration. Amendments become effective immediately upon approval by a simple majority of Board Members present.

#### **ARTICLE IX – STANDARD OPERATING PROCEDURES**

**Section 1.** Day-to-day operation of the Organization shall be governed by the SOP, which shall be kept and made available to any member in good standing. If any provision of the SOP is contradicted by the Bylaws, the Bylaws shall take precedence. However, this shall not void any other provisions of the SOP.

**Section 2.** Proposed amendments to the SOP shall be submitted in writing to the Executive Committee. The President shall present proposed amendments to the Board for consideration. Amendments become effective immediately upon approval by a simple majority of Board Members present.

#### **ARTICLE X – PARLIMENTARY AUTHORITY**

In all meetings of the organization, Roberts Rules of Order Newly Revised shall be the authority for procedures in all points of order not covered by these Bylaws.

#### **ARTICLE XI – ACTIVITIES**

All FRRCP activities and projects shall have prior approval from the Parks Director or his/her designee.

#### **ARTICLE XII – DISPOSITION OF FUNDS**

Any funds collected by FRRCP shall be spent in accordance with the Memorandum of Agreement between FRRCP and Williamson County. The Organization will not engage in any activity for the private profit of any individual or organization.

#### **ARTICLE XIII – CAPITAL ASSETS**

Capital assets have been and will be acquired to accomplish the non-profit purposes of this Organization (FRRCP) as stated in Article II of its Bylaws.

##### **Capital assets have been and shall be accounted for as follows:**

**Section 1.** Those assets acquired and/or constructed by FRRCP that by their very nature are attached to the real estate shall become a part of River Ranch County Park (RRCP) and shall be expensed on the records of the Organization. Examples are benches, bridges, buildings, roads, trails, etc.

**Section 2:** Certain capital assets such as vehicles and machinery will be transferred to RRCP for liability insurance purposes.

**Section 3:** All other capital assets not included in Section 1 or Section 2 above shall be capitalized and depreciated on the records of the Organization. These assets are the property of the Organization (FRRCP). These assets are for the cooperative and responsible use by members of the FRRCP, RRCP staff and other RRCP volunteers while under the direct supervision of the RRCP Parks Director or his/her designee. Upon dissolution of this Organization, its remaining capital assets shall be distributed to RRCP.

#### **ARTICLE XIV – COMPLIANCE WITH FRRCP CODE OF ETHICS AND STANDARDS OF CONDUCT**

**Section 1:** Compliance: All members of the FRRCP will adhere to the Code of Ethics and to the Standards of Conduct as established by the FRRCP.

**Section 2:** Violation: Violation of either the Code of Ethics or Standards of Conduct is a serious matter that reflects unfavorably on the entire FRRCP Organization. A formal process to investigate a charge of misconduct against a

member of any status, as well as disciplinary actions for those found in violation of the Code of Ethics or the Standards of Conduct has been established by the FRRCP and will be used to deal with those violations.

#### **ARTICLE XV – FINANCIAL CONTROLS**

The fiscal year shall be from October 1 through September 30th.

##### **FRRCP Funds:**

**Section 1:** The President, Vice President or Immediate Past President shall sign all checks, drafts or other instruments for payment of FRRCP money or notes.

**Section 2.** Expenditure limits will be established and approved by the Board of Directors as set forth in the FRRCP SOP.

**Section 3.** The FRRCP will conduct an examination of the records of the FRRCP prior to the last scheduled board meeting of the fiscal year to review the FRRCP financial activities since the prior examination. The Treasurer will present the FRRCP records to an ad hoc Financial Examination Committee. Results of the financial examination will be reported to the Board of Directors for review and approval at the last scheduled Board meeting of the fiscal year. The report or a summary thereof may also be presented to the FRRCP membership at the first general membership meeting of the new fiscal year.

##### **Gifts and Donations:**

**Section 1.** The FRRCP is authorized to accept and receive contributions, donations and grants from any and all sources. Any gifts or donations of property to Williamson County must be approved by the Parks Director or his/her designee and, in some cases, the Williamson County Commissioners Court before acceptance.

**Section 2.** Acceptance of any grant or gift, restricted or unrestricted, does not imply any form of endorsement by the FRRCP for the source, services, products or policies. Nor does it imply any benefit, past, present or future, to be granted by the FRRCP. Acceptance of any contract will not imply an endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

**Section 3.** It will be the general policy of the FRRCP to accept gifts and donations from any source. However, the FRRCP retains the right to refuse any gift or donation where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the FRRCP.