BYLAWS OF

EL CAMINO REAL DE LOS TEJAS

NATIONAL HISTORIC TRAIL ASSOCIATION

Amended on 13 October 2018

ARTICLE I — NAME - PURPOSE

SECTION 1 — The name of the organization is the EL CAMINO REAL DE LOS TEJAS NATIONAL HISTORIC TRAIL ASSOCIATION (the Association).

SECTION 2 — El Camino Real de los Tejas National Historic Trail Association seeks to protect the historic integrity of the trail, to educate and engage the public about its significance, and to promote resource development, interpretation, and tourism along its path.

ARTICLE II — MEMBERSHIP AND AFFILIATION

SECTION 1 — The membership of The Association shall consist of the charter members and all individuals whose applications for membership have been accepted by The Association and are in good standing.

SECTION 2 — Membership in The Association shall be by application on a form provided by The Association. Classes of memberships shall be as follows:

- Individual member: Pays annual individual dues and has all right and privileges of the organization. Only one vote can be cast per individual member.
- Government/Non-profit Member: Pays annual government/non-profit dues and has all right and privileges of the organization. Only one vote can be cast per governmental or non-profit organization.
- Business Member: Pays annual business dues and has all rights and privileges of the organization but can cast only one vote. A business consists of all its employees. The business member may include in any business advertisement that they are a member of the Association.
- Honorary Member - A person who has made a substantial contribution to the furtherance of the activities of the Association. Honorary Members shall have life tenure without payment of dues and shall be entitled to all of the privileges of a regular Member of the Association, including the right to vote. Honorary Members shall be selected by the affirmative two-thirds vote of the Board of Directors.

- Associate Member - A person who possesses technical or organizational resources with the potential to make a substantial contribution to the furtherance of the activities of the Association. Associate Members do not have a vote. Associate Members shall be selected by the affirmative majority vote of the Board of Directors and shall serve at the pleasure of a majority of the Board.

SECTION 3 - Services and privileges shall be reviewed and established by the Board of Directors at their discretion by a two-thirds vote of the whole Board of Directors.

SECTION 4 – Annual dues shall be reviewed by the Board of Directors and any recommended changes submitted to the annual business meeting for membership approval. A schedule of membership dues shall be appended to these bylaws. A development subcommittee appointed by the Board may propose names and levels for sponsorships, subject to approval by majority vote of the Board.

SECTION 5 - There shall be the designation of Regions within the counties and parishes that comprise El Camino Real de los Tejas NHT.

A. At least four Regions shall be established for purposes of geographical board representation.

B. Initial Regions shall be established as follows:

1. South Texas Region, comprised of the following counties: Maverick, Zavala, Frio, Medina, Atascosa, Dimmit, La Salle, McMullen, Webb and Zapata.

2. San Antonio-Goliad Region, comprised of the following counties: Bexar, Guadalupe, Wilson, Karnes, Bee, Goliad, DeWitt, Gonzales, Lavaca, Caldwell, Comal, Hays, Victoria, and Live Oak

3. Brazos Region, comprised of the following counties: Williamson, Milam, Robertson, Leon, Madison, Brazos, Burleson, Washington, Lee, Fayette, Bastrop, and Travis.

4. East Texas/Caddo Region, comprised of the following Texas counties: Houston, Cherokee, Nacogdoches, San Augustine, Sabine; and Louisiana parishes: Sabine and Natchitoches.

ARTICLE III – LOCAL CHAPTERS

SECTION 1: The Board of Directors may authorize the formation of chapters of the Association on a state, regional, specific trail basis, or other pertinent area of interest to the Association to:

1. Conduct scholarly research;

2. Identify, mark, map, and preserve the trails and associated historic sites, landmarks, artifacts, and objects;

3. Educate the public;

4. Promote the Association and its work;

5. Develop and staff, when appropriate, trail related acquisitions or preservation easements;

6. Organize and host meetings of the Association

SECTION 2: Only dues paying members in good standing of the Association shall be eligible to become a member of a chapter.

SECTION 3:. Approved chapters shall be issued a charter signed by the President of the Association. Attach copy of required charter as an appendix to Bylaws.

SECTION 4: Each chapter must remain in compliance with its charter and the policies and guidelines established by the Board of Directors and may be disbanded by the Board for failure to comply.

SECTION 5 Subject to the oversight of the Board of Directors, a chapter may adopt rules and regulations governing its activities and set chapter dues and assessments in the manner that best meets the individual chapter's needs and programs.

F. Chapters may encompass more than one Region. Regional boundaries shall in no way be construed as barriers to the collaboration of members through regional, chapter or individual endeavors.

ARTICLE IV — MEMBERSHIP MEETINGS

SECTION 1 — The annual membership meeting of the Association is for the purpose of electing officers, amending the bylaws, and adding, amending or deleting goals and shall be held in September or October. Written notice of the time, place, and purpose of such meeting shall be submitted to each Member not less than fifteen nor more than sixty days before the meeting.

SECTION 2- . The president may call special membership meetings of the association as deemed necessary. Ten percent of the members of the Board of Directors may also call a special membership meeting.

SECTION 3 — At the annual membership meeting of the Association there shall be present, in person, a quorum of the Members in order to conduct business.

SECTION 4 – A quorum is ten percent of the membership in good standing. If a quorum is not present at the annual meeting; then those motions formally presented and seconded, that were to be voted upon, can be forwarded to the next regular meeting for a decision.

SECTION 5 — Deliberations of the Association and any chapters shall be governed by the latest edition of Robert's Rules of Order, except where requirements for majorities and methods of voting are elsewhere stated in the Bylaws. The presiding officer may appoint a parliamentarian to advise in the conduct of deliberations.

SECTION 6 – Persons presenting a posted meeting agenda item that may entail a motion and vote are requested to provide documents, charts, maps and other written or electronic

material pertinent to the item in a timely manner prior to the meeting to the greatest extent practicable.

ARTICLE V – BOARD OF DIRECTORS (also known as BOARD MEMBERS)

SECTION 1 — The affairs and business of the Association shall be governed by a Board of Directors consisting of not more than 11 directors. Board members will be nominated by a Board-appointed nominating committee and elected by a majority vote of the general membership present and voting at the annual membership meeting. Floor nominations may be made by the general membership.

SECTION 2 - The Board shall consist of four regional representatives and seven at-large directors. The Regional Board Members shall be numbered as follows: South Texas--1, 2; San Antonio/Goliad--2, Brazos--3, and East Texas/Caddo--4. The at-large board members shall be numbered 5-11. All even numbered Board Members will be elected for two year terms in even numbered years. All odd numbered Board Members will be elected for two year terms in odd-numbered years and shall serve for two year terms. Board members may be elected to three consecutive terms. If a new Board member fills a vacated position with more than 12 months remaining, then it will count as a full-term toward the three consecutive term limit. Likewise, if they assume the remainder of a term with 12 months or less remaining, they will still be eligible for three more consecutive terms. After one term out of office they are eligible to again be elected to the Board.

SECTION 3 — Unless otherwise ordered by the President, the Board of Directors shall hold a minimum of four regular meetings per calendar year at a location approved by the Board of Directors; one of those meetings may be in conjunction with the annual membership meeting. At the discretion of the President, Directors may attend meetings and vote via video or telephone conferencing. The annual meeting will not be available via telephone or videoconferencing.

SECTION 4 — At least seven Directors, as fixed by these bylaws, shall be necessary to constitute a quorum for the transaction of business.

SECTION 5 – The Board of Directors may submit proposals for consideration and approval by the Board in e-mail, fax, or mail referendums. An affirmative vote of at least nine Board members is required for approval of the proposal.

SECTION 6 — If a Board Member misses one board meeting in one year, without an excused absence (prior notice to Executive Director), he/she may be dropped from the Board of Directors at the Board's discretion by 2/3 vote. Any vacancy in the Board of Directors occurring during the year through death, resignation, removal or other cause, shall be filled for the unexpired portion of the term by vote of the remaining Directors.

SECTION 7 — All Board members must be current, dues-paying members of the Association at the Pioneer level or above.

ARTICLE VI — OFFICERS - THEIR ELECTION AND DUTIES

SECTION 1 — The initial officers shall be elected by the Board appointed by the Task Force. Thereafter, the Board of Directors shall, from their own ranks, nominate and elect, by a majority vote, a President, a Vice-President, Secretary, and a Treasurer. Each of said officers shall serve for a term of one year, beginning at the time of election in the annual membership meeting. An elected officer may be elected to two successive terms in the same office. After two terms out of office a person may run again for the same office. If the Immediate Past – President has reached his/her term limits as a board member (six years of service), but is still within two years of his/her presidency, then the Immediate Past-President shall serve solely in an advisory role and will not have a vote on the Executive Committee.

SECTION 2 — The PRESIDENT shall call all meetings and preside at all meetings of the Association and of the Board of Directors He/she shall be ex officio member of all committees.

SECTION 3 – The VICE-PRESIDENT shall perform the duties of the President during his or her absence.

SECTION 4 — The SECRETARY shall keep the records, handle correspondence under direction of the President and Directors and shall perform such other duties as may be required.

SECTION 5 — The TREASURER shall receive funds of the Association under direction of the President and Directors and shall perform such other duties as may be required by the Directors including the preparation of an annual financial report.

SECTION 6 – The IMMEDIATE-PAST PRESIDENT will assist the president as needed at all meetings of the association.

SECTION 7 - The elected officers along with the Immediate Past–President, will constitute the Executive Committee, which will advise the President between meetings of the Board of Directors.

SECTION 8 - The Chair of the Nominating Committee shall announce their proposed slate of directors at least one month prior to the annual meeting.

ARTICLE VII – EXECUTIVE DIRECTOR

SECTION 1: The Board of Directors shall create the position of Executive Director and assign duties and responsibilities as needed. Those duties will include creation of an Association office, keeping Association Records, and conducting the day-to-day business of the Association under the direction of the President, with the advice of the Executive Committee.

SECTION 2: The Executive Director will be hired by a majority vote of the Board of Directors.

SECTION 3: The Executive Committee, with input from the Board of Directors, will evaluate the performance of the Executive Director at least one month before preparation of the annual budget. The Evaluation will be confidential.

ARTICLE VIII – FISCAL RESPONSIBILITIES

SECTION 1: Each year the President, Executive Director and Treasurer will prepare a budget for the following fiscal year. The budget must be approved by a majority vote of the Board of Directors

SECTION 2: The Fiscal year of the Association will coincide with the federal fiscal year, i.e. 1 October through September 30 of each year.

SECTION 3: Association shall have financial records reviewed, and annual tax forms prepared by a Certified Public Accountant. Audits shall not be required unless ordered by the Board.

SECTION 4: The Association shall maintain current true and accurate financial records with full and current entries with respect to all financial transactions of the Association in accordance of generally accepted accounting practices. Financial records of the Association shall be open to inspection by any Association member during business hours.

SECTION 5: Receipt and Expenditure of Funds

A. All funds shall be received in the Association office and deposited in an Association account.

B. Funds may be expended as authorized by the budget. Three signers shall be authorized on checking accounts: President, Treasurer, and Executive Director. The Executive Director and/or the President may issue checks for sums up to $500. Checks over $500 require two signatures. The Executive Director is authorized to spend over $500 via credit or debit card purchases with documented consent from the President.

C. Funds may not be spent unless authorized by the annual budget, unless approved by a majority of the Board of Directors.

D. Only the president of the Association may sign contracts. Any contracts over $500 must be approved by the Executive Committee.

ARTICLE IX — PERSONAL CONDUCT POLICY

SECTION 1 – The tremendous investment of personal resources and energy into this organization requires personal conduct that supports the ability of members to work together toward common goals. The Personal Conduct Policy directs members to show mutual respect and consideration while encouraging clear, direct and frank dialogue on the subject matter at hand.

SECTION 2 — Any member may be dropped from the roll of membership for nonpayment of dues.

SECTION 3 - Any member whose activities are deemed hostile to the objectives or injurious to the purpose of the Association , or who violates its bylaws or established rules, may be removed from office, suspended or expelled from the Association by a 2/3 vote of the Board of Directors.

ARTICLE X – COMMITTEES AND SUBCOMMITTEES

SECTION 1 — There shall be committees and sub-committees as approved by the Board of Directors. Chairpersons shall be appointed by the President with the advice and consent of the Directors.

ARTICLE XI – MINUTES, RECORDS, AND REPORTS

SECTION 1 — The Association shall keep correct and complete books and records of account. The Association shall also keep minutes of the proceedings of its meetings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XII – INDEMNIFICATION

SECTION 1 - The Association may indemnify to the fullest extent allowed under Article 1396-2.22A of the Texas Non-Profit Corporation Act (the "TNCA,") as may be amended from time to time, any person who was, is now, or is threatened to be named as a defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, because said person named is or was an officer, director, employee, agent or similar functionary of the Association at the time the asserted liability arose or accrued.

If the TNCA or the Texas Miscellaneous Corporation Laws Act (the "TMCLA") hereafter is amended to authorize further limitation of the liability of officers, directors, employees, agents or similar functionaries, then the liability of such persons, in addition to the limitation on the personal liability provided herein, shall be limited to the fullest extent permitted by the TNCA, as amended, and the TMCLA, as amended. Any repeal or modification of this Section 1 shall be prospective only, and shall not adversely affect any limitation on the personal liability of an officer, director, employee, agent, or similar functionary of the Association at the time of such repeal or modification.

SECTION 2 - The Association may purchase and maintain insurance on behalf of the Association or any person who is or was a director, officer, employee, or agent of the Association, against any liability which may be asserted against them or incurred by such officer, director, employee, or agent, whether or not the Association would have the power to indemnify said person against that liability under the laws of the State of Texas.

SECTION 3 - The rights of indemnification provided for this Article shall not be deemed exclusive of any other rights to which such officer, director, employee or agent may be entitled under any by-laws, agreement, vote of members, or as a matter of law, or otherwise.

ARTICLE XIII – AMENDMENTS

The By-laws may be amended, repealed or new By-laws adopted by a two thirds (2/3)vote of the qualified members present and voting at any membership meeting, providing the amendments were submitted in writing to the members at least 30 days before the meeting.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, distribute any remaining assets of the Association to such organization or organizations organized and operated for purposes similar to the Mission of the Association, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

(end of bylaws, as amended by Membership of the Association on 13 October 2018)

Thomas M Byrne 10/24/2018 John H Pruett 10/24/2018

President Date Secretary Date

Appendix I – Dues Fee Schedule

Membership Levels (All levels have only one vote)

Student	$10
Explorer	$35
Pathfinder	$50
Pioneer	$100

Sponsorship Levels (All levels have only one vote)

Trailblazer	$250
Preservationist	$500
Partner	$1,000

INVITATIONAL (All levels have only one vote)

Honorary Sponsor	By invitation only