

**RESOLUTION TO BE PRESENTED TO EL CAMINO REAL DE LOS TEJAS NATIONAL HISTORIC TRAIL  
ASSOCIATION MEMBERSHIP**

October 13, 2018

**SUBJECT: REVISION OF THE ASSOCIATION BYLAWS IN REGARD TO BOARD OF DIRECTORS (ALSO  
KNOWN BOARD MEMBERS)**

**MOTION #1: Yes \_\_\_\_\_ No \_\_\_\_\_**

**RESOLVED** that Section 1 of Article V (BOARD OF DIRECTORS [ALSO KNOWN AS BOARD MEMBERS]) of the Association bylaws be amended. The amendment will allow for BOARD OF DIRECTORS (ALSO KNOWN BOARD MEMBERS)

(Article V, Section 1) to be changed.

- Article V, Section 1 currently reads:

“The affairs and business of the Association shall be governed by a Board of Directors consisting of not more than 15. 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.”

- If amended, Article V, Section 1 would read:

“The affairs and business of the Association shall be governed by a Board of Directors consisting of 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.”

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**SUBJECT: REVISION OF THE ASSOCIATION BYLAWS IN REGARD TO BOARD OF DIRECTORS (ALSO  
KNOWN AS BOARD MEMBERS)**

**MOTION #2: Yes \_\_\_\_\_ No \_\_\_\_\_**

**RESOLVED** that Section 2 of Article V (BOARD OF DIRECTORS [ALSO KNOWN AS BOARD MEMBERS]) of the Association bylaws be amended. The amendment will allow for BOARD OF DIRECTORS (ALSO KNOWN AS BOARD MEMBERS) (Article V, Section 2) to be changed.

- Article V, Section 2 currently reads:

“The Board shall consist of eight regional representatives and seven at-large directors. The Regional Board Members shall be numbered as follows: South Texas--1, 2; San Antonio/Goliad--3, 4; Brazos--5, 6; and East Texas/La--7, 8. The at-large trustees shall be numbered 9-15. All even numbered Trustees will be elected for two year terms in even numbered years. All odd numbered Trustees will be elected for two year terms in odd-numbered years and shall serve for two year terms, except for those elected under these by-law revisions in 2010, who shall serve only one 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.”

- If amended, Article V, Section 2 would read:

“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, 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.”

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**SUBJECT: REVISION OF THE ASSOCIATION BYLAWS IN REGARD TO BOARD OF DIRECTORS (ALSO KNOWN AS BOARD MEMBERS)**

**MOTION #3:** Yes \_\_\_\_\_ No \_\_\_\_\_

**RESOLVED** that Section 4 of Article V (BOARD OF DIRECTORS [ALSO KNOWN AS BOARD MEMBERS]) of the Association bylaws be amended. The amendment will allow for BOARD OF DIRECTORS (ALSO KNOWN AS BOARD MEMBERS) (Article V, Section 4) to be changed.

- Article V, Section 4 currently reads:

“At least six Directors, as fixed by these bylaws, shall be necessary to constitute a quorum for the transaction of business.”

- If amended, Article V, Section 4 would read:

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

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**SUBJECT: REVISION OF THE ASSOCIATION BYLAWS IN REGARD TO OFFICERS – THEIR ELECTION AND DUTIES**

**MOTION #4:** Yes \_\_\_\_\_ No \_\_\_\_\_

**RESOLVED** that Section 1 of Article VI OFFICERS – THEIR ELECTION AND DUTIES of the Association bylaws be amended. The amendment will allow for OFFICERS – THEIR ELECTION AND DUTIES (Article VI, Section 1) to be changed.

- Article VI, Section 1 currently reads:

“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 amended, Article VI, Section 1 would read:

**“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.”**

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**SUBJECT: REVISION OF THE ASSOCIATION BYLAWS IN REGARD TO OFFICERS – THEIR ELECTION AND DUTIES**

**MOTION #5:      Yes \_\_\_\_\_      No \_\_\_\_\_**

**RESOLVED that Section 7 of Article VI OFFICERS – THEIR ELECTION AND DUTIES of the Association bylaws be amended. The amendment will allow for OFFICERS – THEIR ELECTION AND DUTIES (Article VI, Section 7) to be changed.**

- **Article VI, Section 7 currently reads:**

**“The elected officers will constitute the Executive Committee, which will advise the President between meetings of the Board of Directors.**

- **If amended, Article VI, Section 7 would read:**

**“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.”**