



BY-LAWS OF THE PLAINS TRAIL REGION OF TEXAS, INC.

ARTICLE I. Purpose

The purpose for which this Corporation is created is to educate people regarding the historical and cultural values of the Plains Trail Region of Texas through lectures, forums, seminars, conferences, public discussion groups, and publications, and to enhance and enrich community life and tourism in the Plains Trails Region of Texas by perpetuating those customs and traditions of the people.

ARTICLE II. Board of Directors

2.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors, the sole policy-making body of the Corporation. The Board of Directors shall, to the extent it deems appropriate, exercise its power to administer, direct, manage, and conduct the affairs of the Corporation through its Executive Committee, with the optional assistance of an Executive Director.

2.2 Eligibility. Any adult resident of one of the fifty-two (52) Counties of the Texas Plains Trail Region (TPTR) shall be eligible for membership on the Board of Directors. Regular access to e-mail communication is required of Directors.

2.3 Number and Composition. The Board of Directors shall be composed of officers of the Corporation and additional persons to total between eighteen (18) and twenty-five (25) voting Directors. It is the intent of these By-laws to appoint persons representing a cross section of the region of Texas served by the Corporation.

2.4 Election. The Directors shall be elected by members of the Corporation at the regular board meeting held in June and installed in August, for terms beginning September 1.

2.5 Nomination of Directors. Directors shall be nominated by a three (3)-person Nominating Committee appointed by the President. The Nominating Committee must present a slate of Officers and Directors to the President no later than June 10. Such nominations shall be set forth in the agenda of the regular board meeting held in June.

2.6 Vacancies. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors following the recommendation of the Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

2.7 Term of Office. The term of office shall be three (3) years. A Director may be elected for one (1) additional three-year term. A year in office shall be considered as September 1 through August 31. Any director wishing to serve for additional terms beyond the second three-year term is eligible to reapply after a recess of at least one year. Service of Directors elected by the Board to fill an unexpired term as Director shall not count as a full term for purposes of the two-term limitation imposed herein. Former directors may also apply for an ex officio appointment after a recess of one year. Former Directors may be designated Emeritus Directors (non-voting) at the discretion of the Executive Committee after retiring from active service.

2.8 Attendance. Directors are expected to attend a majority of meetings and to participate fully in the work of the Corporation. More than two (2) absences excused or unexcused, within a program year constitutes grounds for removal from the Board., by action of the Executive Committee. An absence is unexcused if a Director fails to notify the President or Executive Director in writing, in advance of the meeting, of the anticipated absence.

2.9 Resignation. Any Director may resign by submitting written notice of resignation to the Executive Committee.

2.10 Removal. Any Director of the Corporation may be removed by the Directors whenever, in the judgment of two-thirds of the current Directors, the interest of the Corporation will be served thereby.

2.11 Ex-Officio Directors. The Board of Directors may, at their discretion, elect non-voting, ex-officio members to be appointed to the Board. The terms for these appointments will be determined by the Board of Directors. These Directors should provide specific knowledge or insight into matters that come before the Board in the standard order of business. Ex-officio appointments may include former Directors who have completed their terms and maintained an absence from the Corporation for one year. The Board of Directors will determine the number of ex-officio Directors who may serve on the Board.

2.12 Meetings. The Board of Directors shall meet at least six (6) times a year on dates prescribed by the Executive Committee. One meeting will be held in conjunction with the Strategic Planning Meeting of the Board. The Election of new Officers and Directors will take place during the June meeting. Special meetings shall be called at any time by the Secretary upon the order of the President, or at the written request of one-third of the voting Board.

2.13 Written Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken

without a meeting if a consent in writing, setting forth the action so taken, is signed by *all* of the voting Board of Directors.

2.14 Meetings by Telephone, Fax, Teleconference, or E-mail. Subject to the provisions of the Texas Non-Profit Corporation Act and of these By-laws for notice of meetings, the Board, or any committee designated by the Board, may participate in and hold a meeting of the Board or committee by means of conference telephone, fax, or e-mail or similar communication equipment by which means all persons participating in the meeting can hear each other or communicate with each other in writing. Participation in such a meeting will constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.15 Quorum. All members present at a Board meeting constitute a quorum. Directors will not be allowed to vote by proxy or designee.

ARTICLE III. Officers

3.1 Enumeration. The Board President, Vice President, Secretary, Treasurer, and such officers as are deemed advisable by the Board of Directors shall be nominated by the nominating committee no later than June 10 and elected at the regular Board meeting in June.

3.2 Term. Officers shall hold office for one-year terms and until their successors are elected and assume duties. Any officer may be elected to the same or another office upon the expiration of a term of office, provided that no person shall serve in one office of the Corporation for more than two (2) consecutive years, except that an officer who is filling an unexpired term of office because of a vacancy shall be eligible for election to two (2) additional terms in the same office.

3.3 Vacancies. Any vacancy in any office shall be addressed by the Nominating Committee, and the nominee shall be voted upon by the Board of Directors at the next Board meeting to fill the unexpired term of said office.

3.4 Presiding Officer. The Board President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the membership and at all meetings of the Board of Directors.

3.5 Vice President. The Vice President shall perform such duties as may be assigned by the Board of Directors or the President.

3.6 Secretary. The Secretary shall make, or cause to be made, a record of all meetings of the Board of Directors. He or she shall be responsible for the timely delivery or mailing of all notices of meetings. The Secretary shall have custody of the corporate seal.

3.7 Treasurer. The Treasurer shall cause to be received or disbursed the funds of the corporation under directions of the Board of Directors. The treasurer shall keep proper books of account, and shall submit at least bi-monthly a statement of financial condition to the Board of Directors. The custody of all records and documents relating to property of the Corporation shall be kept at the Corporate Office at 1923 29th St., Suite 2, Lubbock, Texas, 79411, except for those working papers in possession of the Treasurer at any given time.

3.8 Additional duties. The officers listed above shall each have authority to countersign checks on behalf of the Corporation. All officers of the Corporation shall have duties and responsibilities as may be prescribed by the Board of Directors.

3.9 Compensation. No officer of the Corporation shall receive any compensation for their services as such, but may be allowed reimbursement for their approved expenses, actually and reasonably incurred on behalf of the Corporation.

ARTICLE IV. Executive Committee

4.1 Composition. The Executive Committee of the Board of Directors shall be composed of the President, the Vice President, the Secretary, and the Treasurer. In addition to the aforementioned, the retiring President may remain a member of the Executive Committee for one (1) year after retiring from office.

4.2 Powers. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to general policies established by the Board.

4.3 Meetings. The Executive Committee shall meet at the call of the President, who shall serve as chairman of the Executive Committee.

4.4 Quorum. A majority of the then-existing Executive Committee shall constitute a quorum. No proxies shall be allowed in any votes of the Executive Committee.

ARTICLE V. Executive Director

5.1 Appointment or employment. The Board of Directors may appoint or hire an Executive Director (ED) at the discretion of the Directors.

5.2 Responsibilities. The ED shall be responsible for the operation of the Corporation. He /she will have the responsibility of overseeing initiatives and projects as determined by the Board. He/she shall be responsible for administering the finances as defined in the budget, submitting financial, administrative, and year-end reports to the Board, and following directives from the Texas Historical Commission.

5.3 Budget and Finance. The ED shall be responsible to the Board for the administration of Board policies and the operation of the main office. He/she shall have authority to

employ and dismiss staff personnel in accordance with policies and budgets approved by the Board. The ED shall have authority to expend funds to maintain the home office as provided by the Board, and shall have authority (if arranged on the bank signature card) to countersign all checks on behalf of the Corporation except his/her payroll checks. He/she shall be responsible for submitting an annual budget for the operation of the home office for approval by the Board.

5.4 Annual Report. The ED shall submit an annual report on the condition of the TPTR, to coincide with the fiscal year of the TPTR, to the board.

5.5 Meetings. The ED shall attend and submit informal reports at the meetings of the Board of directors and he/she shall call their attention to any matters requiring action or notice.

ARTICLE VI. Other Task Forces

6.1 Task Forces. The Executive Committee may appoint such Task Forces or Committees to perform such duties and functions as the Board may deem appropriate. The President and ED shall be standing members on each Task Force. Task Forces/Committees may be formed to work with a given purpose and a desired outcome on stated objections from the Strategic Plan. These groups will work to complete actions needed within the TPTR to meet regional objectives.

6.2 Term. Each member of every Task Force/Committee shall continue at the pleasure of the Board of Directors or until the task is completed.

6.3 Chairman. The member of each Task Force shall be appointed chairman, either directly by the Board Chairman, or in such other manner as the Board Chairman may prescribe.

6.4 Quorum. All members present at a Task Force/Committee meeting constitute a quorum.

ARTICLE VII. Fiscal Year

7.1 Fiscal Year. The fiscal year of the Corporation shall be September 1 through August 31.

ARTICLE VIII. Corporate Records, Contracts, Checks, Deposits, and Gifts

8.1 Maintenance of Corporate Records. All official corporate records, including contracts, checks, deposits and gifts shall be maintained at the corporate office at the Corporate Office at 1923 29th St., Suite 2, Lubbock, Texas, 79411.

8.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into

any 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 specific instances.

8.3 Checks, Drafts, and Other Forms of Payment. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

8.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

8.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

ARTICLE IX. Restrictions on Power

9.1 Restrictions. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws.

9.2 Restrictions. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

ARTICLE X. Indemnification of Officers and Directors

10.1 Indemnification. The Corporation shall indemnify all directors, officers, and employees to the fullest extent required or permitted under, and in conformity with the procedures of, Texas law, as provided by Section 2.22A of the Texas Non-Profit Corporation Act or any successor provision. The Corporation shall have the power to purchase and maintain at its cost and expense liability insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act or any Successor provision.

ARTICLE IX. Amendment of By-laws

These articles may be amended at any time by a majority vote of a quorum of its members, at a regularly scheduled or specially called meeting of the Board of Directors.

ARTICLE XII. Dissolution

11.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

This revision of the By-laws supersedes all previous iterations of this document.
Adopted by the Board of Directors at its regularly scheduled meeting, June 20, 2013.

Attest: Carol Campbell, Secretary _____

Danyel Parkhurst, President _____

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