

**BYLAWS OF
FRIENDS OF CHERRYHURST PARK
a TEXAS NONPROFIT CORPORATION**

Adopted by the Board of Directors on _____

These Bylaws constitute the rules adopted by the Friends of Cherryhurst Park (the Corporation) for the regulation and management of its affairs.

**ARTICLE 1
Registered Office and Registered Agent**

The Corporation shall comply with the requirements of the Bylaws and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as needed.

**ARTICLE 2
Purpose**

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

- (a) To strengthen and support the Cherryhurst Park (a public park located at 1700 Missouri, Houston, Texas) for the public good.
- (b) To keep the Cherryhurst Community Center in Cherryhurst Park open.
- (c) To preserve, maintain, and enhance Cherryhurst Park, Cherryhurst Park Community Center, and its facilities, resources, and safety.
- (d) To recognize the historical significance of Cherryhurst Park and the Cherryhurst Community Center, a 1939 Public Works Administration building.
- (e) To work with Houston Parks and Recreation Department, the Houston Parks Boards, and other partners in providing educational and recreational services at Cherryhurst Park.

ARTICLE 3
Membership & Management

- (1) The business, property, and affairs of the Corporation shall be managed by the Board of Directors.
- (2) Membership categories may be created by the Board of Directors, which at its discretion shall determine the terms, obligations and privileges of such membership. No members have voting rights in the affairs of the Corporation.

ARTICLE 4
Board of Directors

- (1) **Powers**
The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws.
- (2) **Qualifications**
Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.
- (3) **Number of Directors**
The Board of Directors will consist of three (3) to twelve (12) Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.
- (4) **Terms of Directors**
Directors shall hold office for a one-year term and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office. Any director may be re-elected to serve consecutive terms of office.
- (5) **Election of Directors**
Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next Regular meeting of the Board of Directors or at a Special meeting called for that purpose. When a re-appointment or replacement is made, the re-

appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Resignation

Any member of the Board of Directors may resign at any time by delivering written notice to another member of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(7) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement and the Reimbursement Policy in Article 10 of these Bylaws is followed. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

(10) Attendance

Directors are expected to attend at least 75% of Board meetings. Any Director not present at 75% of the Board meetings in a fiscal year shall be deemed to have resigned unless the Board excuses by majority vote. Present is defined in Article 11 of these Bylaws.

(11) Honorary Board Members

The Board may appoint individuals it deems of special merit to an Honorary Board member position. The Honorary Board member will serve as a special resource to the

Board, performing such services and offering such counsel as the Board may seek. Honorary Board members shall be nominated at any Board meeting and may include past Board members as well as other distinguished individuals whose affiliation with Friends of Cherryhurst Park will be of benefit. Honorary Board members shall serve unlimited terms of two (2) years, are not entitled to vote, and do not have the duties or liabilities of a Director.

ARTICLE 5 Committees

(1) Steering Committee

The Board of Directors may appoint, by majority vote, a steering committee to perform the functions of officers, in the event no officers are elected under Article 7(1)(a). The steering committee shall consist of at least one Director and shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the steering committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The Board of Directors will designate the chairperson of the steering committee. A majority of the steering committee is required to transact business and all decisions shall be by majority vote of those present.

(2) Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these Bylaws.

(3) Advisory Committee

An Advisory Committee -- not having and exercising the authority, responsibility, or duties of the Board of Directors in the management of the Corporation -- may be designated by a resolution adopted by the Directors. Except as otherwise provided in such resolution, members of an Advisory Committee need not be Directors of the Corporation. The Board of Directors shall appoint the members of an Advisory Committee. The Directors, at their discretion, may remove any member of the Advisory Committee.

(4) Notice of Committee Meetings

Notice of the date, time, and place of committee meetings shall be made by regular mail, telephone (including voice mail), facsimile, e-mail, or other remote communications technology no less than three (3) days notice prior to the meeting.

ARTICLE 6
Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at any place that the Board may designate within the city limits of Houston.

(2) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held quarterly, or more frequently as deemed necessary by the Board of Directors. Any Director may call Special Meetings.

Meetings may be held using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other participants. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting using remote communications shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened

An orientation meeting will be held each year for the new members of the Board of Directors. Orientations meetings are not Regular or Special meetings and notice of the Board of Directors is not required.

(3) Notice of Board Meetings

Notice of the date, time, and place of Regular and Special Meetings shall be given to each Board member by regular mail, telephone (including voice mail), facsimile, or e-mail or other remote communications technology no less than three (3) days notice prior to the meeting.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these Bylaws. Majority for purposes of these bylaws is defined in Article 11.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these Bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall be obtained before any action is taken and shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed. Notice to the public may be made by notice on the website for Friends of Cherryhurst Park and/or notice boards in the Cherryhurst Park.

(8) Proxy Voting Prohibited

Proxy voting is not permitted (see Article 11).

**ARTICLE 7
Officers**

(1) Officers

(a) The Board of Directors may elect a President and/or a Secretary, and one or more Vice Presidents and/or a Treasurer, as may be determined from time to time by the Board. The same person may be elected to two offices, except the same person cannot serve as both president and secretary pursuant to Texas Business Organizations Code 1396-2.20(A).

None of the elected officers need be a member of the Board of Directors.

(b) A Management Committee designated by the Board of Directors may perform the functions of any officer. The functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary, as long as the committee consists of two (2) or more persons. Management Committee members need not be a member of the Board of Directors.

(2) Election

So far as is practicable, all elected officers shall be elected by the Board of Directors at the end of the fiscal year. All officers shall serve one-year terms. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) Duties of President

- * The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given him or her by the Board of Directors.
- * The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.
- * The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these Bylaws.
- * The President shall, with the advice of the Board of Directors and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board of Directors.

(5) Duties of Vice President

- * The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- * The Vice President shall serve as the parliamentarian and interpret any ambiguities of the Bylaws.

(6) Duties of Secretary

- * The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws.
- * The Secretary shall attest to and keep the Bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- * The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.

- * The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- * The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- * The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- * The Secretary shall see that all notices are duly given in accordance with these Bylaws or as required by law.
- * The Secretary shall see that all books, reports, statements, certificates, disclosure statements, and other documents and records of the Corporation are properly kept and filed.
- * In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

(7) Duties of Treasurer

- * The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- * The Treasurer of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation, which shall be approved by the Board of Directors.
- * The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- * The Treasurer's signature shall be one of the authorized signatures for all checking, savings, and investment accounts of the Corporation. The Board of Directors may designate a member of the Board of Directors or other officer or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- * The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- * The Treasurer shall keep all financial records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE 8 Rules of Procedure

Robert's Rules of Parliamentary Procedure shall govern the proceedings and business of the Board of Directors unless otherwise provided herein.

ARTICLE 9 Indemnification

(1) Insurance

To the extent money is available, the Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification

To the extent permitted by law and money is available, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE 10 Operations

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by two (2) members of the Board of Directors (or such other persons designated by the Board of Directors). All conveyances of land by deed must be approved by a resolution of the Board of Directors.

(2) **Disbursement of Funds**

Financial transactions involving amounts greater than \$200 shall require signatures by two members of the Management Committee or Board of Directors.

(3) **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 may select or as may be selected in accordance with procedures established by the Board of Directors.

(4) **Records**

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

(5) **Inspection of Books and Records**

Any Director or Officer may inspect all books and records of this Corporation for any purpose at any reasonable time on written demand made to the Corporation.

(6) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(7) Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The Bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

(8) Fiscal Year

The fiscal year for the Corporation will be July 1 through June 30.

(9) Reimbursement Policy

Members of the Board of Directors, officers, and employees may be reimbursed for expenses incurred for ordinary and necessary expenses incurred while carrying out the Corporation's activities upon meeting the following conditions: (1) the expense is reasonable in amount, (2) substantiation of the amount, the date, place incurred, business purpose, of each such expense, and (3) an accounting by the person seeking reimbursement is provided within sixty (60) days of incurring the expenditure. No reimbursement will be made without proper substantiation. By following these requirements, reimbursements are not entered on the recipient's income tax return as income and the expenditures are not deductible by the recipient. Examples of reimbursable expenses include the cost of travel, lodging, and meals.

(10) Dividends Prohibited

No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided by Section 10 of Article 4 of these bylaws.

(11) Audit

The Corporation, at its discretion, may have an annual audit to be completed by November 1 of each year for the previous fiscal year.

ARTICLE 11
Definitions

Definitions

- (a) Majority is defined as more than 50% of the vote of the directors being physically present or present as defined in this Article at (b).
- (b) Present is defined as the contemporaneous participation by a person by being physically present or contemporaneously able to participate via remote communication, electronic or other means.
- (c) Written consent is defined as a process that allows Directors to act without a meeting if they each have given their consent to a specific corporate action in writing. The Directors involved may sign the consent either on paper or digitally. The written consent is recognized for all legal purposes.
- (d) Voting by proxy (or proxy voting) is defined as voting by someone who is acting as an agent or substitute for a Director. Proxy voting is not allowed under these bylaws (see Article 6).

ARTICLE 12
Ethics and Attachments

(1) Code of Ethics

The Corporation and its Directors and Employees will comply with the Corporation's Code of Ethics in all of their actions. As long as the Corporation is in existence, no director, officer or employee of the Corporation shall do any act in violation of these Bylaws or a binding obligation of the Corporation:

- (a) do any act with the intention of harming the Corporation or any of its operations;
- (b) do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- (c) receive an improper personal benefit from the operation of the Corporation;
- (d) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (e) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; and

(f) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's mission.

(2) Disclosures and Policies

(a) The Board of Directors of the Corporation and officers of the Corporation must disclose, in writing, annually, any financial interests that the director or officer, or members of the individual's family has in any business entity that transacts business with the Friends of Cherryhurst Park. The Corporation shall adopt a conflicts of interest disclosure questionnaire that all directors and officers must complete and give to the Friends of Cherryhurst Secretary (or designated Director) at the beginning of each fiscal year. The questionnaire may be updated as needed. A copy of the questionnaire is attached as addendum "A" to these Bylaws.

(b) Annually, the Board of Directors and officers of the Corporation shall adopt and agree to abide by a conflicts of interest policy, which shall be addendum "B" to these Bylaws. The conflicts of interest policy may be updated as needed.

(c) The Corporation shall adopt and abide by a document retention and destruction policy, which shall be addendum "C" to these Bylaws.

(d) The Corporation shall adopt and abide by a whistleblower policy, which shall be addendum "D" to these Bylaws.

(e) The Corporation shall adopt and abide by a charitable gift acceptance policy, which shall be addendum "E" to these Bylaws.

CERTIFICATION

The undersigned initial Directors of the Corporation, hereby certify that they adopted these bylaws of the Friends of Cherryhurst Park at its meeting held on _____ and effective as of the same date.

Date Lillian D. Brigman

Date Carol M. Rensink

Date Ursula C. Edwards

Bylaws
Friends of Cherryhurst Park