

BYLAWS

Camp Rio Blanco – Circle of Friends, Inc.

ARTICLE I: ORGANIZATION NAME

The name of the organization is Camp Rio Blanco Circle of Friends, Inc.

ARTICLE II: PURPOSE

This Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as Section 501(c)(3) exempt organizations.

The purpose of the Corporation is to provide resources to preserve and improve Camp Rio Blanco for outdoor experiences.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility for Membership

The members of the Corporation shall consist of individuals age 18 and over who are current or former members of Girl Scouts or any individual so inclined to commit to the purpose of Camp Rio Blanco Circle of Friends, and who are not current staff members of Girl Scouts of Texas Oklahoma Plains so as to maintain the Corporation as a volunteer led organization.

Section 2. Annual Dues

The annual dues for members shall be \$35 payable each fiscal year (October 1st through September 30th), unless changed by vote of qualified membership at the annual meeting. Qualified membership is contingent upon receipt of annual dues.

Section 3. Voting Rights of Members

Qualified members retain the right to vote at the annual meeting or at a special meeting as determined by the Board of Directors. Voting may be held in person, by mail, or by electronic communication. Voting by proxy shall be allowed by qualified members.

Section 4. Resignations and Termination

a) Resignations

1. A member may resign at any time by giving written notice to the Secretary and shall be effective upon the date stated in the letter of resignation.
2. Dues shall not be refunded either in full or in pro rata for any resignations.
3. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

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b) Termination

1. A member may be terminated upon a majority vote by the Board of Directors for:
 - a. Actively opposing the mission; or
 - b. Actions found to be detrimental to the efforts and accomplishments of the group;
or
 - c. Breaking the agreed upon commitments as stated in the membership registration agreement; or
 - d. Having been convicted of a felony

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1. Annual Meeting

- a) The Corporation will hold an annual membership meeting each year to inform members of the current activities and/or projects of the Corporation, elect new officers, renew membership, invite new members, and receive the annual financial report.
- b) The annual meeting shall be held at a time and place as determined by the Board of Directors in the month of October.
- c) Proxy voting is allowed.
- d) Action without a meeting, as described in the State Corporation Code, is prohibited.

Section 2. Special Meetings

Special meetings or elections may be called by the President of the Board of Directors, or in his or her absence by the 1st Vice President, upon recommendation by the Board of Directors and may be held online as needed. Members may call a special meeting upon written request to the Secretary which must include a petition signed by 50% of the voting members of the Corporation.

Section 3. Notice of Meetings

Notice of meetings shall be given to voting members through electronic communications that include personal email and notification on the website not less than 30 days prior to the meeting with agenda being distributed not less than 14 days prior to meeting.

Section 4. Quorum

A quorum for a membership meeting shall consist of the number of qualified members present at the meeting but not less than 10.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

- a) A Director shall discharge the Director's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Corporation.
- b) A Director is not liable to the Corporation, a member, or another person for an action taken or not taken as a Director if they acted in compliance with this section. A person seeking to establish liability of a Director must prove that the Director did not act:
 1. in good faith;
 2. with ordinary care; and
 3. in a manner the Director reasonably believed to be in the best interest of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

- a) The number of Directors shall be no less than three (3) nor more than nine (9) including the following officers: President, Past-President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, and Parliamentarian.
- b) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum is present as described in Section 4.
- c) No two members of the Board of Directors who are related may serve on the Board of Directors at the same time.
- d) Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full.
- e) The term of each Board of Director of the Corporation, with the exception of the Past President, will be three (3) years with no member serving more than two consecutive terms. The Past President will serve for a one-year term.
- f) Staggered terms will allow for year-to-year continuity on the Board as members rotate on and off.
- g) Each member of the Board of Directors shall attend at least three (3) of the quarterly Board meetings.
- h) Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax-deductible

value paid for or solicited by the Board member and received by the Corporation. No contribution credit shall be given for in-kind donations.

Section 3. Regular Meetings

The Board of Directors will hold quarterly meetings at least four (4) times each calendar year at such place as may be designated in the notice of the meeting.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any location, as the place for holding any special meeting of the Board.

Section 5. Notice of Meetings

- a) Notice of regular quarterly meetings shall be given personally, mailed, or electronically transmitted to each member of the Board of Directors no less than ten (10) days prior to the meeting date.
- b) Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting personally, mailed or electronically transmitted to each member of the Board of Directors.

Section 6. Quorum

The presence, in person or by electronic transmission, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

Section 7. Voting

- a) Each member of the Board of Directors, with the exception of the Past President, shall be entitled to cast one vote on any motion coming before the meeting.
- b) At a meeting in which a quorum is present, a simple majority affirmative vote of the Board of Directors present is required to pass a motion.
- c) Proxy voting is not allowed.
- d) Past President does not have voting rights.

Section 8. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by the September annual meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 9 of this Article in these bylaws.

Each member of the Board of Directors must receive written notice of the proposed forfeiture at least ten (10) days in advance of the proposed action.

Section 9. Removal

Any member of the Board of Directors may be removed at any time, by vote of two-thirds (2/3) of the members of the Board of Directors for:

- a) Actively opposing the mission; or
- b) Actions found to be detrimental to the efforts and accomplishments of the group; or
- c) Breaking the agreed upon commitments as stated in the membership registration agreement;
or
- d) Having been convicted of a felony

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Section 10. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting.

Section 11. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 12. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 13. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS

The officers of this Board shall be the President, Past President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer and Parliamentarian. All officers must have the status of active members of the Board.

Section 1. President

The President shall:

- a) Preside at all meetings of the Board of Directors and membership.
- b) Appoints Standing Committee Chairmen
- c) Be responsible for carrying out the policies and directives of the Board and supervises the affairs of the Corporation, subject to approval of the Board.
- d) Shall be authorized to co-sign checks with the Treasurer or 1st Vice President.
- e) Shall execute on behalf of the Corporation, all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the transaction of the business of the Corporation.
- f) Shall be Ex-officio member of all standing committees with the exception of the Nominating Committee and shall have the power and duties usually vested in the office of the President.

Section 2. Past President:

Past President will act in an advisory capacity to the President and the Board of Directors as needed.

Section 3. 1st Vice President

The 1st Vice President shall:

- a) Be considered as Vice President of Ways and Means with primary duties of fund development.
- b) Be vested with all the powers and shall perform all the duties of the President during the absence of the latter.
- c) Have the duty of chairing their prospective committee and such other duties as may, from time to time, be determined by the President or the Board.

Section 4. 2nd Vice President

The 2nd Vice President shall:

- a) Be considered as Vice President of Membership.
- b) Work to increase the membership and keep a current roster of all members.
- c) Be in charge of sending the membership renewal information by May.

Section 5. 3rd Vice President

The 3rd Vice President shall:

- a) Be considered as Vice President of Communications
- b) Coordinate and facilitate all communications of the Corporation

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- c) Manage the Corporation website and social media.

Section 6. Secretary

The Secretary shall:

- a) Attend all meetings of the Board, and all meetings of members, and keeps the minutes and votes of all proceedings.
- b) Be the custodian of all corporate records, all books, correspondence and papers relating to the business of the Corporation, except those of the Treasurer.
- c) Give notice of meetings of the Board and membership and all other notices required by law or by these bylaws.
- d) Provide a copy of the minutes to the Board at least one week prior to each meeting and records all amendments to the bylaws.

Section 7. Treasurer

The Treasurer shall:

- a) Collect all dues and shall have general charge of the finances of the Corporation.
- b) Keep a complete and accurate set of books of all receipts and disbursements of the Corporation, presenting a written financial report at each meeting of the Board and at the annual membership meeting.
- c) Serve as Chairman of the Finance Committee.
- d) Make such other reports to the Board as may be required.

The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

All checks, drafts, and other orders for payment of funds will require two signatures – the Treasurer and either the President or the 1st Vice President.

Section 8. Parliamentarian

The Parliamentarian shall:

- a) Act in an advisory capacity to the President and the Board in parliamentary procedures as outlined in *Robert's Rules of Order*.
- b) Serve as Chairman of Nominating Committee.

Section 9. Election of Officers

The Nominating Committee shall submit at the Board meeting prior to the annual membership meeting the names of those persons for the respective offices of the Board of Directors. The proposed slate of officers shall be posted on the website fourteen (14) days prior to the annual meeting. The election shall be held at the annual meeting of the Corporation.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

The Board may create committees as needed for a one-year term. The Board President appoints all committee chairs and can resume committees as needed. A committee member who is not a Board member has the same responsibility with respect to the committee as a committee member who is a Board officer.

Section 2. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes President, 1st Vice President and Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The Board of Directors must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors.

Section 3. Nominating Committee

- a) The Nominating Committee is charged with preparing a slate of nominees for the elected officer positions. A slate of one nominee for each office is submitted to the Board for approval at the Board meeting prior to the annual meeting. The approved slate of officers will be posted on the website for membership notification fourteen (14) days prior to the annual meeting and voted on at the annual meeting.
- b) The Nominating Committee consists of 2 Board members and 3 from the general membership, and one (1) alternate from the Board and one (1) alternate from the general membership.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a) **INTERESTED PERSON** Any Director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) **FINANCIAL INTEREST** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- c) COMPENSATION - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a) DUTY TO DISCLOSE In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b) DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c) PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST
1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d) VIOLATIONS OF THE CONFLICT OF INTEREST POLICY
1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis

for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a) A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The period reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

The Corporation will have the power to indemnify and hold harmless any Board of Director member or officer from any suit, damage, claim, judgement, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Board of Director or officer (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

ARTICLE X. LIMITS OF LIABILITY

Section 1. Inurement/Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers or other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with the furtherance of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

Section 2. Prohibited Activities

No substantial part of the activities of the corporation shall be the carrying on of 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 this Certificate of Formation, 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 Code, or the corresponding section of any future federal tax code.

Section 3. Member Liability

The private property of the Corporation's members, Board of Directors or officers shall not be subject to the payment of Corporate debts to any extent whatsoever. No Director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

Section 4. Dissolution

The corporation is a non-profit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes and exempt under the Texas Franchise Tax.

ARTICLE XI. BOOKS AND RECORDS

The Corporation shall keep complete books and records of accounts and minutes of any and all meetings of the Corporation.

The fiscal year shall be the from October 1 to September 30.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the Corporation, subject to the laws of the State of Texas.

ARTICLE XIII. AMENDMENTS

Section 1. Certificate of Formation

The Certificate may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Certificate setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Certificate, any amendment to (Article III or Article V of the Articles) shall require the affirmative vote of all directors then in office. All other amendments of the Certificate shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

These Bylaws may be amended by majority vote of the membership at the annual meeting provided that written notice of the proposed amendment shall have been posted on the Corporation website fourteen days (14) prior to the annual meeting.