BYLAWS OF
SAM HOUSTON TRAILS COALITION, INC.
A Texas Non-Profit Corporation

ARTICLE I
BOARD OF DIRECTORS

Section 1. Power and Authority of the Board of Directors. The Board of Directors the “Board” or the “Directors” of Sam Houston Trails Coalition, Inc. (the “Corporation”) is vested with the management of the business and affairs of the Corporation, subject to the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these Bylaws.

Section 2. Number. The number of Directors shall not be less than five (5) nor more than seven (7). 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. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Articles of Incorporation as constituting the initial Board.

Section 3. Qualifications. Directors must be Full Service Members of the Corporation (as defined in Article V Section 1).

Section 4. Term of Office. The term of office shall be two (2) years. As used herein, “year” shall mean the period from one annual election until the close of the next annual election, and, if a Director is elected at a special meeting until the close of the next annual election. To accomplish staggered terms, a one-time exception to the two-year term shall exist for three (3) members of the initial Board of Directors whose term shall be one (1) year. The three single-year term directors shall be selected by the President of the Corporation, and approved by the Board of Directors.

Section 5. Designated Directors. One Director (the “Chairman of the Board”) shall be the President of the Corporation. One Director (the “Hiking Director”) shall be designated by a vote of those Voting Members of the Corporation that are Hiking Members. One Director (the “Equestrian Director”) shall be designated by a vote of those Voting Members of the Corporation that are Equestrian Members. One Director (the “Cycling Director”) shall be designated by a vote of those Voting Members of the Corporation that are Cycling Members. One Director (the “Motorized Director”) shall be designated by a vote of those Voting Members of the Corporation that are Motorized Members. One Director (the “At Large Director”) shall be designated by a vote of all Voting Members of the Corporation. Other discipline Directors may be added at the discretion of the Board. Any one of the
Directors may also be the Chairman of the Board. No individual may hold more than one seat on the Board.

Section 6. Nomination and Election. Directors shall be elected annually by the Voting Members of the Corporation for staggered two-year terms such that two Directors shall be elected on even years and three Directors shall be elected on odd years. Voting Members of the Corporation may submit written nominations to the Secretary. A nominee for a designated position must be nominated by another Voting Member of the element of recreation to be represented. At Large nominees may be nominated by another Voting Member of any element of recreation. If an individual Full Service Member is nominated for more than one position on the Board of Directors, the individual must immediately declare which position is to be sought. The Board of Directors shall have the right to reject any nomination which, in its sole opinion, is frivolous. All nominations shall be received by the Secretary no later than four (4) weeks prior to such election.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Resignations. Any Director may resign, which resignation shall be effective on giving written notice to the Secretary or within one week thereafter as may be specified in the notice.

Section 9. Removal. Any Director may be removed, at any time, by a majority vote of the whole Board of Directors at a regular or special meeting called for that purpose. Any Director who shall have three (3) unexcused consecutive absences from regular meetings of the Board or four (4) regular meetings whether consecutive or not during the year may be removed by a majority of the whole Board of Directors. Any Director under consideration of removal must first be notified about the consideration by written notice at least fourteen (14) days prior to the meeting (regular or called for that purpose) at which the vote takes place.

Section 10. Conflict of Interest. No Director shall vote on any matter in which, to his or her knowledge, the Director, the Director's immediate family or partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect financial interest. A Director shall disclose fully the nature of any potential conflict of interest. A majority vote of the whole Board of Directors shall determine if a conflict of interest exists.

Section 11. Compensation. No compensation shall be paid to Directors for their services as Directors.

Section 12. Reimbursement. Directors may be reimbursed by the Corporation solely for out-of-pocket expenses incurred in the performance of their duties for the Corporation.
ARTICLE II

COMMITTEES

Section 1. Committees. The Board of Directors may establish committees as it deems desirable and discontinue these committees at its pleasure. Such committees shall have only such powers and perform such duties or functions, not inconsistent with law, as may be delegated to them by the Board.

Such committees, including the committee of the whole, shall not have, and shall not exercise, the authority of the Board of Directors in the management of the Corporation. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing, the Bylaws, electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage, or all or substantially all of the property and assets of the Corporation; revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation, or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, him or her, by law.

ARTICLE III

BOARD AND COMMITTEE MEETINGS

Section 1. Quorum and Manner of Acting. A simple majority of the whole Board of Directors, or a simple majority of the whole of any committee, shall constitute a quorum. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors, or the act of the committee, except as otherwise required by statute, the Articles of Incorporation or these Bylaws. If no quorum is present, a majority of the members present may adjourn the meeting from time to time without notice.

Section 2. Annual Meeting. Annual meetings of the Board of Directors shall be held at such time and on such date of each fiscal year as may be fixed by the Board and stated in the notice of the meeting for the consideration of reports to be laid before such meeting, to elect the officers of the Corporation and to transact such other business as may properly come before the meeting.

Section 3. Regular Meetings. The Board of Directors, upon resolution, may provide the time and place for regular meetings of the Board, without special notice other than such
resolution. A committee, upon resolution, may provide the time and place for regular meetings of the committee, without special notice other than such resolution. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, any and all business may be transacted at any regular meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) Directors. Special meetings of any committee may be called by the committee chairman or any two (2) committee members. Special meetings shall be held in person at the date and time set by the caller and shall be held at such times and places as may be specified in such call.

Section 5. Notice. Notice of any special meeting of the Board of Directors or of any committee shall be provided by regular mail, telephone (including voice mail), facsimile, or electronic email to each Director, or committee member, at least seventy-two (72) hours prior to such meeting. This notice shall contain the date, time and place of such meeting, as well as a brief statement of purpose for the meeting. Attendance of a Director or a committee member at any meeting shall constitute waiver of notice of such meeting.

Section 6. Action Without Meeting. Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors, or committee members, as would be necessary to take that action at a meeting at which all of the directors, or members of the committee, were present and voted. Written consents signed by less than all of the directors, or committee members, entitled to vote on the subject matter thereof, shall be given in accordance with the provisions of Section 9.10(C) of the Texas Non-Profit Corporation Act.

Section 7. Voting. Each Director or committee member shall have one vote. Voting may be done in person or by proxy sent to the secretary. All such proxies shall be executed in writing and kept as part of the corporate record for one year.

ARTICLE IV
OFFICERS

Section 1. Officers. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Membership Officer. The President may not hold, simultaneously, the office of Secretary of the Corporation.

Section 2. Selection of Officers. The officers of the Corporation shall be elected by the Board of Directors at the Board's next meeting following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter.
Section 3. **Designated Officers.** Candidates for the office of President shall be limited to current members of the Board of Directors.

Section 4. **Term of Office.** The term of office of any elected officer of the Corporation shall begin immediately following election and such officers shall serve for a period of one year or until his/her successor takes office. Officers may serve consecutive terms without limit.

Section 5. **Removal of Officers.** Any officer may be removed at any time, by the affirmative vote of a majority of the Board of Directors.

Section 6. **Vacancies.** Should any office of the Corporation become or be declared vacant for any reason, a successor, who shall serve until the end of the term, shall be elected by a majority of the Board of Directors.

Section 7. **Duties of Officers.**

(a) The President shall be the chief elected officer of the Corporation, shall preside at all business meetings, and shall be President of and preside at meetings of the Board of Directors. The Board of Directors shall appoint the members of all committees except as otherwise specified in the Bylaws of the Corporation. The President may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as shall be prescribed by the Board of Directors from time to time.

(b) The Vice President shall serve as the President for meetings in absence of the President or in the event of his or her inability or refusal to act, conducting business as provided by the Bylaws of the Corporation. The Vice President shall also assume responsibility for the publicity and public relations of the Corporation.

(c) The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose and shall submit these minutes for approval by the respective bodies; see that all notices are given in accordance with the Bylaws; be custodian of the Corporation’s records; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

(d) The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipt for money due and payable to the Corporation from any source whatsoever and deposit such monies in the name of the Corporation. The Treasurer shall oversee the preparation
and filing of tax information and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The treasurer shall give reports at board meetings and general meetings.

(e) The Membership Officer shall maintain a register of the post-office and email address and phone number for each Member of the Corporation. The Membership Officer shall collect membership fees and turn all money to the treasurer.

ARTICLE V
MEMBERS

Section 1. Definitions. The members of the Corporation ("Members of the Corporation") will be those individuals who applied for and were granted membership at the approved level in the Corporation for the designated fiscal year and whose membership in the Corporation has not expired and has not been terminated, suspended, or revoked.

Membership levels are:

(1) **Non Voting Member**.

Non Voting members shall be entitled to:

a. Receive Corporation communications via email, and

b. Declare an element of recreation, if no element of recreation is declared the Non Voting Member defaults to the General category, and

c. Submit hours worked through the Corporation’s reporting process.

(2) **Voting Member**. To qualify as a voting member the individual must:

a. Have been a Non Voting member for a minimum of one (1) year, and

b. Have submitted through the Corporation’s reporting process the number of volunteer hours designated by the Board of Directors working on trails in the Sam Houston National Forest in the prior fiscal year (exceptions by Board of Directors approval), and

c. Declare an element of recreation, if no element of recreation is declared the Voting Member defaults to the General category, and
d. Have been a member of the declared element of recreation for a minimum of one (1) year to be eligible to vote for the designated director for that element of recreation, and

e. Pay the membership fee set by the Board of Directors.

Voting members shall be entitled to:

f. All privileges of a Non Voting member, and

g. Vote for director of declared element of recreation, and

h. Vote for at-large director(s), and

i. Nominate another eligible member in declared element of recreation for director of declared element of recreation, and

j. Nominate another eligible member of any element of recreation for at-large director, and

k. Submit work day plans, and

l. Access the full website.

(3) Full Service Member. To qualify as a Full Service Member the individual must:

a. Have been a Voting member for a minimum of one (1) year, and

b. Have submitted through the Corporation’s reporting process the number of volunteer hours designated by the Board of Directors working on trails in the Sam Houston National Forest in the prior fiscal year (exceptions by Board of Directors approval), and

c. Declare an element of recreation, if no element of recreation is declared the Full Service Member defaults to the General category, and

d. Have been a member of the declared element of recreation for a minimum of two (2) years to be eligible to vote for the designated director for that element of recreation, and

e. Pay the membership fee set by the Board of Directors.

Full Service Members:

f. Shall be entitled to all privileges of a Voting Member, and

g. Are eligible to be nominated for one seat and serve on the Board of Directors.
Section 2. **Voting.** Voting Members of the Corporation may vote in the annual election of candidates for the Board of Directors. The member must be registered as a voting member for the current fiscal year prior to the nomination deadline as defined in Article I Section 6. Voting Members of the Corporation may also vote on other matters that the Board of Directors determines, at the Board’s sole discretion, to put before a vote of the Voting Members. Voting Members of the Corporation may vote in person or by electronic ballot using the online system with a unique, personal login ID provided by the Corporation. The electronic ballot must be completed no later than 24 hours prior to the election deadline. In voting for candidates for the Board of Directors, each Voting Member of the Corporation may cast one vote per Board seat for which that Voting Member is entitled to vote. No cumulative voting is allowed. Five percent (5%) of the Members of the Corporation entitled to vote on a matter or in an election shall constitute a quorum for voting on that matter or in that election. All ballots shall be kept as part of the permanent record for a period of one year.

Section 3. **Rights of Members.** Members of the Corporation have the right to participate in or receive the benefits of any programs, activities, or services provided by the Corporation on such terms as the Board of Directors may determine from time to time. No Members shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the Corporation’s assets upon dissolution. Other than in the annual election of candidates for the Board of Directors, no Member shall have “Voting Rights”, as that term is used in the Texas Non-Profit Corporation Act.

Section 4. **Meetings.** An annual meeting of Members of the Corporation shall be held at a location within 100 miles of New Waverly, Texas determined by the Board of Directors. No notice of any annual or regular meetings shall be required.

Section 5. **Termination.** Members of the Corporation may resign, and the resignation shall be accepted at the next meeting of the Board of Directors and shall be effective as of the date of resignation.

Section 6. **Suspension and Revocation.** Members of the Corporation may be temporarily suspended or have their membership permanently revoked for conduct detrimental to the interests and purposes of the Corporation, by the following:

(a) A determination of such conduct made by the Board of Directors followed by the approval of the Board of Directors to suspend or revoke the Member’s membership; and

(b) After the determination by the Board of Directors, a statement of the Board’s decision shall be prepared and served personally or by depositing in the U.S. mail upon such Member.
Suspension or expulsion immediately terminates all rights and privileges accompanying membership in the Corporation.

ARTICLE VI

DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute any remaining assets of the Corporation exclusively for charitable or educational purposes to such qualified organization or organizations as the Board of Directors shall determine.

ARTICLE VII

INDEMNIFICATION

The Board, officers, employees, and advisors of the Corporation shall not, in their capacity as Directors, officers, employees, and advisors, be liable for the obligations of the Corporation. The Corporation shall indemnify and hold harmless each Director for any and all liability which may be imposed upon him/her as a Director or the Corporation, provided, however that this right of indemnification shall not operate to require the Corporation to indemnify any Director for the commission of any unlawful act. The Corporation may purchase such “Directors and Officers” liability and corporate reimbursement insurance as the Board may deem appropriate to cover the Corporation’s obligations and prerogatives.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of any Members of the Corporation entitled to vote.

ARTICLE IX

FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE X
SEVERABILITY

If any of these Bylaws shall be found to be invalid or ineffective, the validity and the effectiveness of the remaining provisions shall not be affected.

ARTICLE XI

AMENDMENTS

All amendments and changes to these Bylaws must be approved by at least two-thirds of the whole Board of Directors.

ARTICLE XII

MISSION STATEMENT

To work with federal, state, county, and local entities to plan, develop, fund, implement, and maintain a safe comprehensive sustainable trail network in the Sam Houston National Forest for diverse outdoor recreational use including but not limited to hiking, cycling, equestrian, motorized, camping, hunting, fishing, and birdwatching while protecting natural resources and educating others accordingly.
ARTICLE XIII

OBJECTIVES

(a) To collaborate with the U.S. Forest Service to create a sustainable, unified, and enhanced trail system providing greater access for the public to the Sam Houston National Forest (the forest) which is compatible with the protection of natural resources and the harvest of timber.

(b) To educate the public about the forest.

(c) To develop methods to make trails water tolerant and educate others about sustainability.

(d) To expand and redefine our educational and trail development programs to meet the continuing challenge of building and maintaining trails.

(e) To ensure our Military Veterans and special needs and physically challenged individuals have a place to experience the healing effect of the forest.

(f) To provide volunteer assistance to the U.S. Forest Service and the community of land owners, stewards, and other volunteer groups in planning, developing, funding, building, and maintaining trails.

(g) To maintain internet resources which focus on information related to building, maintaining, and using trails.

(h) To provide a forum for all trail users and others who recreate in the forest to discuss trail issues, problems, and solutions.

(i) To facilitate actions to balance the common good and interests of users including but not limited to hikers, cyclists, equestrians, motorized off highway vehicle enthusiasts, campers, hunters, fishermen, birdwatchers, and educators.
CERTIFICATE OF SECRETARY
OF
SAM HOUSTON TRAILS COALITION, INC.

The undersigned certifies:

1. That the undersigned is the duly elected and acting Secretary of Sam Houston Trails Coalition, Inc., a Texas non-profit corporation (the “Corporation”); and

2. That the foregoing Bylaws constitute the Amended and Restated Bylaws of the Corporation as duly adopted by the Action by Written Consent in Lieu of a Meeting by the Board of Directors of the Corporation, dated as of 28 January 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of 28 January 2019.

Cynthia Mettes
Secretary