

Bylaws of the Linden Heritage Foundation

Article I: Name

The name of this nonprofit corporation shall be the Linden Heritage Foundation. The Board of Directors shall fix the location of the principal executive office of the Foundation.

Article II: Purposes

The purposes for which the corporation is formed is to conduct any and all lawful business in the State of Texas, including but not limited to charitable, civic, and educational business. More specifically ...

- To encourage the preservation of local heritage resources, historic structures, archeological sites, objects, and customs relating to the history and uniqueness of the City of Linden, Texas and all that is admirable and distinctive in it.
- To educate the public with a celebratory knowledge of Linden's history, architecture, and folklore.
- To keep this heritage legible, intact, and usefully employed as an enrichment to community life.

Article III: Membership

There shall be four (4) classes of voting members: *Charter*, *Active*, *Business/Institutional*, and *Student*. There shall be one (1) class of non-voting membership: *Honorary*.

Membership shall be effective upon payment of annual dues.

Section 1: **Charter Membership.** Any person interested in the purposes of the Foundation and paying dues as of the date of its formation shall be eligible for Charter Membership. Charter Membership reverts to Active Membership after the founding year.

Section 2: **Active Membership.** Any person interested in the purposes of the Foundation shall be eligible for membership. Active Members shall have all the privileges of the Foundation for as long as their dues are kept current.

Section 3: **Business/Institutional Membership.** Any organization, corporation, board, school, or library interested in the heritage of Linden shall be eligible for membership.

Section 4: **Student Membership.** Any person under the age of 18 interested in the purposes of the Foundation shall be eligible for membership. Student Members shall have all the privileges of the Foundation for as long as their dues are kept current.

Section 5: **Honorary Membership.** Any person whose activities have contributed to the objectives of the Foundation shall be eligible for nomination. Honorary members shall be elected by a three-fourths vote of members present at an annual meeting, upon nomination by the Board of Directors. Such memberships shall remain in effect for the life of the Honorary Member.

Section 6: **Dues.** As prescribed by resolution of the Board of Directors, all voting members shall pay monthly dues. Dues notices are to be mailed annually before January 1. Annual dues shall be payable January 1 for the ensuing year and become delinquent on the first Thursday in February of that same year. Any member in arrears of annual dues shall be dropped from membership and shall lose membership privileges effective February 28 of the delinquent year. The Board of Directors shall approve any changes in annual dues amount.

Section 7: **Voting.** One vote per member shall be allowed for all classes of voting membership. Members may not vote by proxy.

Section 8: **Termination of Membership.** The Board of Directors may request the resignation, or terminate the membership of any member for any act or omission that is deemed by the Board of Directors to be inconsistent with the purposes and objectives of the Foundation.

Article IV: Membership Meetings

Regular meetings shall be held quarterly, and shall be convened primarily for program and educational purposes. A report by the Board of Directors and by active Committees shall be given at each membership meeting. The time and place shall be determined by the President and approved by the Executive Committee. Ten days prior notice shall be given to all members.

The majority (greater than 50%) of the Board may call special meetings of the membership, providing notice is given 10 days prior to the meeting and indicates the stated purpose of the meeting.

Annual membership meetings shall be held each January for the purpose of, but not limited to, the election of the Board of Directors. Ten days prior notice shall be given to all voting members of the date of the Annual Meeting via electronic mail or to their mailing address.

Article V: Board of Directors

Section 1: **Composition.** The voting membership of the Board of Directors (the "Board") shall consist of the elected Directors. The Directors shall attend all regular and special meetings of the Board either in person or via audio or video-based remote

presence systems. At the discretion of the Executive Committee, any Director who is absent from three consecutive regular meetings may be removed from the Board

The Board shall not be less than three (3) Directors or more than thirteen (13) Directors.

The Board as a whole shall represent the full demographic profile of the city of Linden.

Section 2: Authority. The Board shall conduct the business of the Foundation, control its affairs, funds, properties, and shall act as the sole policy-making body of the Foundation.

Section 3: Quorum. The majority (greater than 50%) of Directors on the Board shall constitute a quorum. In the event an EVEN number of Directors are present, the President will wait to vote so as to avoid a tie. The President will be counted towards a quorum.

Section 4: Board Meetings. Regular meetings of the Board shall be held quarterly. The time and place shall be determined by the President and approved by the Executive Committee. The Executive Committee may call a special meeting of the Board, providing notice is given 10 days prior to meeting and shall include the stated purpose. Directors may participate electronically in deliberations and may vote by electronic means as provided and approved by the Executive Committee.

Section 5: Election of Directors. The Directors shall be elected at the annual meeting of membership or a special meeting called for that purpose.

Section 6: Nominations. A three-person nominating committee appointed by the Board shall nominate Directors. Nominations shall be set forth in a written notice at the annual membership meeting or special meeting called for that purpose. Nominations may be made from the floor, contingent upon consent by the nominee. Election shall be held by ballot and a majority vote (greater than 50%) shall be required.

Section 7: Term of Office. Initial Directors shall be elected (by lot) for staggered terms of 1, 2, and 3 years. Thereafter, all Directors shall be elected to office for a three-year term, with a limit of two three-year consecutive terms. A lapse of at least one year must occur before one shall be eligible for re-election. Service of a Director to fill an unexpired term, as elected by the Board, shall not count as a term for purposes of the term limitation.

Section 8: Vacancies. Any vacancy occurring on the Board (other than through the normal expiration of term of office) may be filled by a vote of the majority (greater than 50%) of the Board.

Section 9: Resignation. Any Director may resign by submitting written notice to the Secretary.

Section 10: Removal. Any Director may be removed by a majority (greater than 50%) of the current Board, whenever the interests of the Foundation will be best served.

Article VI: Officers

Section 1: Officers. The Officers of the Foundation, elected by the Board of Directors at the next meeting of the Board following the Annual Meeting, shall serve on the Executive Committee. These officers are President, three Vice-Presidents, Secretary, and Chief Financial Officer. All elected officers shall be voting members in good standing.

Section 2: President. The President shall be the principal Executive Officer of the Foundation and shall supervise all the business and affairs of the corporation at the pleasure of the Board. The President shall preside at all meetings of the Executive Committee and all membership meetings. The President will sign with the Secretary, or any other officer authorized by the Board of the Foundation, any contracts or other legal documents expressly authorized by the Board. The President shall appoint the chairmen of all committees, with the approval of the Executive Committee, and shall be an ex-officio member of all committees, except the nominating committee. The President shall be the sole representative and spokesperson for the Foundation to other organizations and to the public, except that a Board-designated Director may serve as a substitute. The President shall perform all duties incident to the office of President and such other duties as instructed by the Board. If the Chief Financial Officer (CFO) is unavailable, the President may act on their behalf to perform the duties of the CFO.

Section 3: Vice-President for Preservation and Education. The Vice-President for Preservation and Education shall direct and supervise the Foundation's preservation activities and actively encourage the recognition and protection of the historic and natural resources of Linden, Texas and shall stimulate greater knowledge of same through research, program development, and education. The Vice-President for Preservation and Education shall be an assistant to the President, and may represent the President whenever designated or during the President's absence, disability, or refusal to act. The Vice-President for Preservation and Education shall be empowered to sign documents, if so ordered by the Board, and shall perform other duties as required by the President, Executive Committee, or Board. If the President and Chief Financial Officer (CFO) are unavailable, the Vice-President for Preservation and Education may act on their behalf to perform the duties of the CFO.

Section 4: Vice-President for Marketing and Development. The Vice-President for Marketing and Development shall direct and supervise all fund-raising and marketing activities, as well as membership development for the Foundation. A full accounting of all funds is to be made to the Board within six weeks of any fund-raising event, with funds given to the Chief Financial Officer to be deposited into the Foundation's general account or into a special account as ordered by the Board. If the President, Vice-President for Marketing and Development, and Chief Financial Officer

(CFO) are unavailable, the Vice-President for Preservation and Education may act on their behalf to perform the duties of the CFO.

Section 5: Vice-President for Information Technologies (CIO). This officer shall have responsibility of planning for and implementing a strategy utilizing current and emerging information technology systems to support the purpose of the Foundation. These services will include, but not be limited to, software and hardware solutions that support Internet and wireless-based communication among members that will support all aspect of operation of the Foundation.

Section 6: Secretary. The Secretary shall keep the minutes of Board meetings and membership meetings, keep a record of attendance of all members, sign along with the President any contract authorized by the Board, and perform all duties incident to the office of the Secretary and/or requested by the President or Board.

Section 7: Chief Financial Officer. The Chief Financial Officer (CFO) shall have charge of all funds of the Foundation and the deposit of same in a bank or banks in the Foundation's name, with the periodic advice of the Board. The CFO shall pay all bills and disburse funds authorized by the Board, and shall perform all other duties pertinent to the office of the CFO such as reconciliation of bank and credit card accounts, electronic funds transfer from online donations and purchases of memberships via the Foundation Web site, maintaining a General Ledger, financial reporting, and assisting with year-end audit of financials.

Section 8: Parliamentarian. The Parliamentarian shall act as an advisor to the President and the Board on points of parliamentary procedure and shall attend all meetings and be Chairman of the Bylaws Committee. The President shall appoint a member of the Board as Parliamentarian with approval of the Executive Committee.

Section 9. Immediate Past-President. The Immediate Past-President of the Board shall serve as a voting member of the Board of Directors.

Section 10: Compensation. No officer of the Foundation shall receive any compensation for their services as such, but may be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Foundation, upon submittal of proper receipts.

Article VII: Executive Committee

The Executive Committee of the Board shall be composed of the President, Vice-Presidents, Secretary, Chief Financial Officer, and Immediate Past-President. The Board may authorize the Executive Committee to act on emergency matters requiring attention between meetings of the Board. The Executive Committee shall, by a majority (greater than 50%) vote, approve all committee appointments made by the President.

Article VIII: Other Committees

Section 1: **Standing Committees.** The standing committees shall include, but not be limited to: Preservation, Education and Research, Membership, Awards, Program, and Nominating.

Section 2: **Committee Chairs.** All Committee Chairs shall be voting members, appointed by the President with the approval of the Executive Committee. Chairs shall serve for a one-year appointment. The Chair of all committees shall appoint members of their respective committees subject to approval of the President, and shall keep all records of the work of the committee and inform the President of all meetings. A written report shall be filed at or before the annual meeting of the Foundation. Should a report be required for Board action, a Chair may either appear or may, with approval of the President, send a substitute to the Board meeting, but said Chair/substitute shall stay only for the duration of his/her report.

Section 3: **Term of Life.** Each member of any committee shall continue in office at the pleasure of the Board.

Section 4: **Committee Quorum and Rules.** A quorum of committee will be a majority (greater than 50%) of the members. A committee may adopt rules consistent with the Bylaws. Committees shall be established or terminated by the Board, as deemed appropriate.

Article IX: Auditing

The books of the Chief Financial Officer and committees handling monies shall be audited annually by a certified public accountant as designated by the majority (greater than 50%) vote of the Executive Committee and/or the Board.

Article X: Fiscal Year

The Fiscal year shall be 1 January to 31 December.

Article XI: Contracts, Checks, Deposits, and Gifts

Section 1: **Contracts.** The Board may authorize, through resolution of these Bylaws, any officer or officers to enter into any contract, execute or deliver any instrument in the name of and on behalf of the Foundation.

Section 2: **Checks, Drafts, Electronic Fund Transfers, etc.** Such authorized officer or officers shall sign all checks, drafts, electronic fund transfers, or orders for the payment of money, notes, or other indebtedness issued in the name of the Foundation.

Section 3: **Deposits.** All funds of the Foundation shall be deposited on a timely basis, to the credit of the Foundation, in such banks or other depositories as the Board may select.

Section 4: **Gifts.** The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purpose or any special purpose of the Foundation.

Article XII: Amendments

The Articles of the Incorporation and these Bylaws may be amended by the two-thirds (2/3) vote of a majority of those present at a meeting of the Board Directors, provided written notice of the meeting has been sent to all Directors at least thirty (30) days prior to the meeting and said notice specifies the amendment(s) to be voted upon.

Article XIII: Restrictions of Power

No part of the net earnings of the Foundation will inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Foundation will be authorized and empowered to pay reasonable compensation for services rendered or reasonably incurred on behalf of the Foundation, or goods purchased for the Foundation.

Article XIV: Indemnification

The Foundation shall indemnify all Directors and Officers to the fullest extent in conformity with the procedures of the Texas *Business Organization Code* or any successor provision. The Foundation 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 8.151 *et seq.* of the Texas *Business Organization Code* or any successor provision.

Article XV: Parliamentary Authority

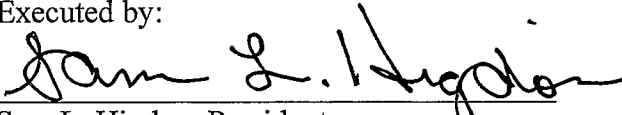
The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Foundation may adopt.

Article XVI: Dissolution

In the event of dissolution, a plan of distribution of the assets of the Foundation shall be created pursuant to 22.301 and 22.302 of the Texas Business Organization Code.

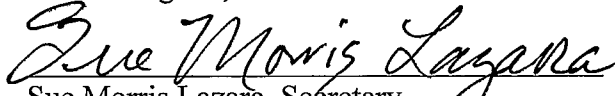
Bylaws as of Incorporation Date: 1 September 2015

Executed by:



Sam L. Higdon, President

10/12/2015
Date



Sue Morris Lazara, Secretary

10/12/2015
Date



Joe B. Lovelace, Director

10/22/2015
Date



James S. Jacob, Director

30 September 2015
Date

**Dues Schedule for
Linden Heritage Foundation**

(2016)

Charter Membership* - \$100 (Available only through 31 December 2015)

Business/Institutional Membership - \$100

Individual Membership - \$35

Student Membership* - \$15

Charter Members will receive a special certificate of recognition, and invitation to a unique reception in their own honor, and the pride of knowing that they helped create very positive movement in their beloved hometown. After year one, Charter Member dues revert to \$35 per year. Charter Members are to be listed on the website and denoted as Charter Members on all future organizational rosters.

□

**A student membership may be taken by a person age 10-30 who is enrolled in at least three (3) accredited courses during the membership year

Linden Heritage Foundation
Unanimous Consent of the Board of Directors
Board Resolution to Ratify Adoption of Bylaws and Appointment of Chief Financial Officer

Effective Date: January 12, 2016

WHEREAS, on 1 September 2015 the Certification of Formation of the Linden Heritage Foundation was filed with the Texas Secretary of State;

WHEREAS, on 1 September 2015 the Bylaws of the Linden Heritage Foundation were effective, as executed, by Sam Higdon, President; Sue Morris Lazara, Secretary; Joe B. Lovelace, Director; and James S. Jacob, Director;

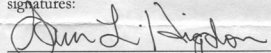
WHEREAS, the Board of Directors held its Organizational Meeting by Unanimous Consent and adopted the Bylaws of the Linden Heritage Foundation; and

WHEREAS, the Board of Directors has appointed Jana Bounds as Chief Financial Officer of the Linden Heritage Foundation;

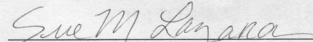
RESOLVED, that the Board does hereby ratify and affirm the existing Bylaws.

RESOLVED, that the Board does hereby ratify and affirm the appointment of Jana Bounds as Chief Financial Officer of the Linden Heritage Foundation.

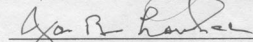
IN WITNESS WHEREOF, each director has consented to this Resolution by our signatures:



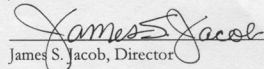
Sam L. Higdon, President and Director



Sue M. Lazara, Secretary and Director



Joe B. Lovelace, Director



James S. Jacob, Director

LINDEN HERITAGE FOUNDATION
Unanimous Consent of the Board of Directors
Amendment of Bylaws
January 23, 2016

WHEREAS, on this 23 January 2016 the Linden Heritage Foundation held its first quarterly meeting of the Linden Heritage Foundation Board;

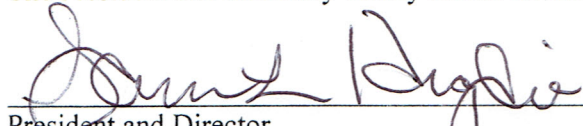
WHEREAS, on the 1 September 2015 the Bylaws of the Linden Heritage Foundation were adopted;

WHEREAS, the following amendments are required to the existing Bylaws:


1. In Article III: Membership Section 1: change "Active Membership" to "Individual Membership."

RESOLVED, that the Board does by Unanimous Consent affirm the above amendments to the Bylaws.

The President and Secretary certify that at all members of the Directors present approved.



President and Director



Secretary and Director