

Greater 288 Partnership – Policies and Procedures

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Policies and Procedures of
The Greater 288 Partnership, Inc.
A Texas Non-Profit Corporation

Note: the italicized language is the language of the current bylaws of this organization.

Article I – Name of Organization

The name of this organization shall be “The Greater 288 Partnership.”

Article II – Purpose

The Greater 288 Partnership was founded to address a regional need for an action-oriented and unified advocacy organization focused on current and future infrastructure issues. The Partnership seeks to represent the interests of the Region’s stakeholders to decision making bodies and funding agencies.

Article III – Offices and Agents

Principal Office: The principal office of this organization shall be located at the following address: P.O. Box 2592, Pearland, Texas 77588

Registered Office: the registered office of this organization shall be located at the following address: The location will be the working office of the registered agent

Other Offices: The organization may have such other offices as the Board of Directors may determine or as the affairs of the organization may require from time to time.

Registered Agent: The Registered Agent is the Chair of the organization.

Article IV – Membership

Any individual person, organization, corporation or agency may be admitted to membership in the organization by the Board of Directors.

Reciprocal Organization Participation: It may be acceptable that a membership is granted to a representative of another organization with similar interest to this organization without payment of dues. This membership however will be a nonvoting member, cannot serve on the Board of Directors or as an Officer, and must be reciprocated in the same manner within the other organization. The membership must be approved by the Board of Directors yearly.

Article V – Dues

The Board of Directors may set and change the amount of the annual dues payable to the organization by the members in accordance with policies established by the Board.

Article VI – Board of Directors

General Powers: The affairs of the organization shall be managed by the Officers of the Board of Directors as defined in Article VII of these bylaws. The Directors shall be members of the organization in good standing. A Director in good standing is one that has paid all required fees and dues and is not suspended as of the date of the meeting.

Founding Board of Directors: Upon formation of the organization, the thirteen (13) founding members of the organization shall act as the Board of Directors until membership within the organization reaches the level of fifty (50) members in good standing, at which time a special meeting of the members should be called by the acting Chair to create the Board of Directors and elect Officers. This special meeting should be held within a month of the membership reaching fifty (50) members in good standing. The Founding Board of Directors shall elect from its members Officers to carry on the business of the organization until a new Board of Directors and Officers are created.

Nomination and Election of Directors: Each County and City who is a member in good standing may appoint a Board member to represent the County or City. Any private company, entity or individual who is a member in good standing, is eligible to nominate a person or persons for election to the Board. A second of any other member in good standing is required to place the nominated person or persons on the ballot for election to the Board of Directors. The Board of Directors may choose to designate a Board position for a specific member classification, market sector, or other classification if deemed desirable for representation on the Board of Directors. Election for Board of Directors for the ensuing year shall be at the annual meeting of the

members of this organization. The number of Director positions will be determined by the Officers based on the goal of maintaining a 50% public representation (Cities and Counties) and 50% private (companies, entities and individuals) on the Board of Directors in accordance with the membership at the end of December.

Terms and Term Limits for Directors: Terms for serving as a Director shall be three (3) years and be limited to two (2) consecutive terms. However, an extra year of services may be allowed if necessary to serve as the Past Chair.

Annual Meeting: The annual meeting of the Board of Directors shall be held during the month of December at which time corporate business shall be conducted. In the event that the meeting cannot be held in December, the Chair shall schedule the annual meeting as close as possible to the December date.

Regular Meetings: The Board of Directors may provide for regular meetings. Notice of regular meetings of the Board is required. The Officers, by majority, shall set the schedule for regular meetings.

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chair, or any two Officers, or any four Directors.

Notice: Board members will be notified of all meetings in writing delivered personally or sent by mail, e-mail message, or facsimile transmittal (FAX) at least five (5) business days in advance of the annual and regular meetings and at least forty-eight (48) hours in advance of a special meeting. Such notice shall state the place, day, and time of the meeting as well as the general purpose for which the meeting is called.

Quorum and Action: At all meetings of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. Directors may designate ex-officio members to represent in their absence as they deem necessary. The Director may vote by proxy in writing to the chair.

Vacancies: Vacancies in the Board of Directors shall be filled by a vote of the majority of the Officers for the balance of the year.

Compensation: Directors as such shall not receive any stated salaries for their services; but from time-to-time it may be in the interests of the organization to reimburse a director for expenses incurred in relation to business of the organization. Only the Officers shall be authorized to allow such reimbursement, and then provided the expenses are approved in advance by a majority vote of the Board of Directors.

Article VII – Officers

The Officers of the Board shall consist of eight (8) positions which will include a Chair, Past Chair, Vice Chair, Secretary, Treasurer and three (3) Officers at Large nominated by the Board. No two or more offices may be held by the same person. The Officers shall be 50% public (Cities and Counties) and 50% private members.

Meetings and Actions: The Officers should meet monthly. Further, emergency meetings of the Officers can be held with notice sent by mail, e-mail message, or facsimile transmittal (FAX) at least eight (8) hours in advance of the scheduled meeting. At all Officer meetings, a quorum (a majority of the total Officers of the organization) of the Officers must be present to vote and the act of a majority of the Officers at any meeting at which a quorum is present shall be the act of the Officers.

Term: Officers will serve a term of one (1) year.

Vacancies: A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In this event, the Officers shall call for nominations for the vacancy from the Board of Directors and schedule a special meeting of the Board of Directors to vote.

Chair: The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. The Chair shall by virtue of his office be Chairman of the Board of Directors. The Chair or his/her designee shall present at each annual meeting of the organization an annual report of the work of the organization. The Chair shall see that all books,

reports and certificates required by law are properly kept or filed. The Chair shall be one of the Officers who may sign the checks or drafts of the organization. The Chair shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Past Chair: The Past Chair shall be a voting member of the Officers and shall assist and aid the Chair, Vice Chair, Secretary, and Treasurer as needed.

Vice Chair: The Vice Chair shall in the event of the absence or inability of the Chair to exercise his/her office become acting Chair of the organization with all the rights, privileges and powers as if he/she had been the duly elected Chair.

Secretary: It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records and minutes of this organization. The Secretary may be one of the Officers required to sign the checks and drafts of the organization. The Secretary shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer must be one of the Officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

Officers at Large: The Officers at large shall be voting members of the officers and shall assist and aid the Chair, Vice Chair, Secretary, and Treasurer as needed.

Advisory Board: An Advisory Board shall be formed to provide advice and guidance to the Officers of the Board of Directors. The Advisory Board shall consist of the County Judges (or his/her representative) of the respective counties represented by this organization. Additional members can be added to the Advisory Board by the majority vote of the Board of Directors. The Advisory Board shall be notified of all meetings of the Officers forty-eight (48) hours in advance of all meetings except for emergency meetings, in which the Advisory Board shall receive notice eight (8) hours before the emergency meeting. The Advisory Board is not a voting body of this organization.

Article VIII – Committees

All committees of this organization shall be defined in scope and the members nominated to serve on the committee by the Officers and approved by the Board of Directors. Members of such committees may, but need not be, Directors. No committee shall have or exercise any authority of the Board of Directors in the management of the organization but only act in an advisory capacity to the Board of Directors. Committee chairs will be Directors but will not be Officers of the organization.

Article IX – Staff, Contracts, Salaries and Compensation

The Board of Directors shall hire and/or contract with and fix the compensation of any and all employees and contractors which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Termination: Termination of employment and/or contract shall be at the by majority vote of the entire Board of Directors.

Article X – Meetings of Members

Annual Meeting: The first annual meeting of the members shall be held as stated in Article VI, and each subsequent meeting thereafter shall be held within the month of January on a day and at an hour determined by the Board of Directors.

Special Meetings: Special meetings of the members may be called at any time by the Chair or by the Board of Directors or upon written request of 20% of the voting members. A member in good standing is one who has paid all required fees and dues and is not suspended. 20% of the Board of Directors shall be present at the special meeting in order to validate that it is an official membership meeting.

Place of Meeting: The Board of Directors or the Chair may designate any place for the meeting as long as it is within the jurisdiction served by this organization.

Notice of Meetings: Members will be notified of meetings in writing delivered personally or sent by mail, e-mail message, or facsimile transmittal (FAX) at least five (5) business days in advance of the scheduled meeting. Such notice shall state the place, day, and time of the meeting as well as the general purpose for which the meeting is called.

Voting: A majority of the members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority (ie, one more than half the members present). Should election Board of Director positions be required, and a quorum was not present at the annual meeting, the Chair shall send ballots to the members with a reasonable date in which such ballots are due back. The simple majority of the ballots returned by that date will be used to fill the position.

Article XI – Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Article XII – Fiscal Policies

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

Article XIII – Prohibited Acts

As long as the organization is in existence, and except with the prior approval of the Board of Directors or the members, no member, Director, Officer, or committee member of the organization shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the organization.
- (b) Do any act with the intention of harming the organization or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the organization.
- (d) Receive an improper personal benefit from the operation of the organization.

Article XIV - Miscellaneous

Lobbying: The Board of Directors, by majority vote, may choose to endorse or lobby for any issue, project, and/or subject which is to be determined within the goals and objectives of the organization. However, the organization will not participate in lobbying for or endorse or contribute to any particular candidate and/or his/her campaign.

Removal: The Board of Directors may vote to remove a Director or Officer at any time with cause by a majority of the Board or without cause by a super majority vote of the Board (2/3rds vote).

Article XV – Amendments

These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.