

BY-LAWS OF
TEXAS RIVERS PROTECTION ASSOCIATION

A NON-PROFIT CORPORATION

AMENDED MARCH 4/21/19

ARTICLE I
NAME AND OFFICES

Section One. Name of the Organization.

The name of the organization shall be the Texas Rivers Protection Association (TRPA), hereinafter known as "the Association," a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act.

Section Two. Mailing Address and Offices.

The Association shall maintain a mailing address and such offices as the Board of Directors may deem necessary in such location as the Board of Directors may establish.

ARTICLE II
PURPOSES

The purposes of this organization are:

- a. To protect the flow, water quality and natural beauty of the rivers of Texas.
- b. To promote the safe and wise use of Texas rivers
- c. To develop an awareness of the rights of the public to use navigable rivers in the state of Texas and an awareness of the rights of riparian landowners to be protected from trespass and other intrusions;
- d. To foster an awareness and respect for the diverse natural waterway environments of Texas;
- e. To promote a mutual respect between river users and landowners for each other's legal rights;
- f. To educate its members and the public concerning conservation and preservation of Texas rivers and streams, and to perform such related educational services within the meaning of

Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

g. To acquire property and/or easements that provide its members and the public access to Texas rivers and streams;

h. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational purposes either directly or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code and its Regulations as they now exist or as they may be amended;

i. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

j. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by applicable provisions of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

k. The corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code or corresponding provisions of any subsequent provisions of any subsequent federal tax laws;

l. The corporation shall not retain any excess business holdings as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

m. The corporation shall not make any investments in such manner as to subject the corporation to tax per the requirements of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

n. The corporation shall not make any taxable expenditures as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

o. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt from taxation of the Internal Revenue Code and its Regulations as they now exist or as they may be amended;

p. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, or educational organizations which would then qualify under the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

No part of the net earnings of the nonprofit corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensation and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to another nonprofit organization engaged in similar activities and with similar purposes after all liabilities and obligations have been paid in full and are discharged and all assets subject to a condition upon transfer are conveyed according to said condition.

ARTICLE IV MEMBERSHIP

Section One. Annual Membership Dues.

Student Member:	\$10
Protector:	\$25
Guardian	\$50
Ranger	\$100
Bronze	\$500
Silver	\$1,000
Gold	\$5,000

Section Two. Family, Business, or Organization Membership

A family, business, or organization may join at the same rate as an individual.

Section Four. Voting Rights.

Each individual, family, business, or organization shall be entitled to one vote on any matter to come before a general meeting of the Association. Each family, business or organization member shall designate a delegate to the Association as the individual authorized to vote on behalf of the business or organization member.

ARTICLE V
GENERAL MEETINGS

Section One. Annual Business Meeting/Frequency of Meetings.

The first general meeting of the Association during a calendar year shall serve as the annual business meeting. A general meeting of the Association shall be held at least once per year.

Section Two. Notice of General Meetings.

Notice of the date, time, and location of a general meeting of the Association shall be provided to each individual, family, business, or organization member at least one month prior to the meeting.

Section Three. Quorum at General Meetings.

At least eight board members must be present at a general meeting in order for business to be conducted at that meeting.

Section Four. Rules for Conducting General Meetings.

All general meetings of the Association shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE VI
BOARD OF DIRECTORS

Section One. Officers and Members of the Board.

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and other directors for a total of fifteen, each serving two year terms. If not elected to the Board,

the immediate past president of the Association shall serve as an ex-officio member of the Board for the two years following the end of his or her term as president.

Section Two. Election of Officers and Board Members.

Election of the officers and other members of the Board of Directors shall be conducted by mail prior to the annual meeting in such a manner as the Board of Directors shall determine.

Section Three. Candidates for Officers and Board Members.

Candidates for officers and other members of the Board of Directors shall be nominated by a committee designated by the current Board of Directors. No more than one-third of the members of the nominations committee shall be members of the current Board. Mail ballots shall include the opportunity to vote for write-in candidates for each office or other Board position. In order to be eligible to serve as an officer or other member of the Board, a person must be an individual member of the Association or an authorized delegate of a business or organization member or the Association at the time the election is held.

Section Four. Assumption of Office.

The newly elected officers and other members of the Board of Directors shall assume office at the annual meeting immediately following their election.

Section Five. Meetings of the Board of Directors.

Regular meetings of the Board of Directors shall be held quarterly. A special meeting of the Board of Directors may be called by or at the request of the president or any three Board members. Reasonable advance notice of Board meetings shall be given to each Board member. A simple majority of the Board of Directors shall constitute a quorum for the purpose of conducting business at a Board meeting. Actions by the Board shall require a simple majority of those Board members present and voting.

Section Six. Requirements for Attendance.

Any officer or other Board member who misses fifty percent of the regular Board meetings in any calendar year may be subject to removal by the Board of Directors.

Section Seven. Vacancies on the Board.

Whenever a vacancy occurs on the Board, that vacancy may be filled by the President of the Association, subject to approval by the Board of Directors at its next regular or special meeting. If a vacancy in the office of President occurs, that vacancy may be filled by the Board of

Directors at its next regular or special meeting. Anyone appointed to fill a vacancy on the Board shall serve until the next regularly scheduled election of officers and other Board members.

ARTICLE VII FINANCE

Section One. Receipt and Disbursement of Funds.

The Treasurer shall be responsible for the receipt and disbursement of all funds subject to oversight by the Board of Directors.

Section Two. Annual Budget.

A detailed budget of the projected revenue and expenditures shall be approved by the Board of Directors annually.

Section Three. Fiscal year.

The calendar year shall be the fiscal year for the Association.

ARTICLE VIII AMENDMENTS

The by-laws of the Association may be amended, repealed, or added to, or new by-laws may be adopted by the vote or written assent of a 2/3 majority of those members voting in any regular election or in an election called for that purpose.