

BYLAWS

OF

Friends of Alabonson Park

A Texas Non-Profit Corporation

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**BYLAWS
OF
FRIENDS OF ALABONSON PARK**

**ARTICLE 1
NAME AND PURPOSE**

Section 1.1 Name and Purpose. Friends of Alabonson Park, a Texas non-profit corporation ("Corporation"), is an organization that is exempt from taxation under § 501(c)(3) of the Internal Revenue Code and is an eligible entity to operate a nonprofit corporation for charitable purposes to work on the beautification, betterment, improvement, renovation, and maintenance of Alabonson Park in Houston, Texas, and for all other lawful and charitable purposes.

Section 1.2 Certain Activities. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign (including the publishing or distributing of statements) on behalf of or in opposition to any candidate for public office.

**ARTICLE 2
OFFICES**

Section 2.1 Principal Office. The principal office and place of business of the Corporation shall be located initially at 7603 Antoine Dr. Houston, Texas in Harris County, Texas.

Section 2.2 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 2.3 Registered Office and Agent. The registered office and the registered agent of the Corporation shall be the registered office and registered agent named in the Certificate of Formation and may be changed from time to time by the Board of Directors in the manner provided by law.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1 Power; Number; Term of Office. The business and affairs of the Corporation shall be managed by or under the direction of the board of Directors ("Board of Directors" or "Board") (individually, each Director shall be referred to herein as "Director"), and, subject to any restrictions imposed by law or the Certificate of Formation; the Board of Directors may exercise all the powers of the Corporation. The Board shall be responsible for adoption of policies for the operation of the Corporation. The Board may delegate powers and duties consistent with state law and shall retain those powers and duties exclusively assigned to the governing body by state law. Unless the Board of Directors has delegated specific powers and duties to an individual Director of the Board at a duly called and constituted meeting of the Board of Directors, an individual Director of the Board of Directors, acting in his or her individual capacity, shall have no authority over the Corporation or employees of the Corporation and may not transact business on behalf of the Corporation. Subject to any delegation of power by the Board, Directors of the Board of Directors have authority only when acting as a body corporate.

The Board shall consist of eight (8) nine (9) Directors with voting powers, including the President of the Near Northwest Management District as an ex officio member. Each Director shall

hold office for a term of two years and may be reelected to serve a maximum of three full consecutive two year terms, including the initial term. After an absence as a Director for a term, a person is eligible to serve as a Director again and may serve the maximum number of terms again. In the event that there exists a vacancy of an unexpired term, a Director who would otherwise be ineligible because they had not yet been absent for a full term, such Director may be appointed to fill the unexpired vacant seat and following expiration of that unexpired term will again be eligible to serve the maximum number of terms again. The Corporation may increase the number of Directors in accordance with state law.

Section 3.2 Appointment/Election and Qualification. A Director must meet the requirements of the laws of the State of Texas to serve as a member of the governing body and any applicable federal laws.

Section 3.3 Quorum; Voting. The majority of elected Directors fixed in accordance with Section 3.1, or in the event that the Board consists of fewer numbers than fixed in Section 3.1, the majority of Directors then serving shall be necessary to constitute a quorum for the transaction of business of the Board and the majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director is entitled to one vote. Directors may not vote by proxy. If a quorum is not present at any meeting, the Directors who are present may adjourn the meeting due to a lack of quorum.

Section 3.4 Place of Meetings; Order of Business. The Board may hold its meetings and may have an office and keep the books of the Corporation, except as otherwise provided by law, in such place or places as designated by the Board, in the City of Houston, Harris County, Texas, or as the Board of Directors may from time to time determine. Both regular and special meetings shall be held at the dates, times, and places determined by the President or by the Board in accordance with any applicable laws. At all meetings of the Board of Directors, business shall be transacted in such order as shall from time to time be determined by the President or by the Board.

Section 3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by the President or the Board of the Corporation. Regular meetings shall be held periodically as required to timely transact its affairs and no less than four times per year.

Section 3.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any Director. Meetings may be held at any time as prescribed by the notice. Notice shall be given as prescribed by these bylaws.

Section 3.7 Notice. Notice may be given to each Director either personally, by mail, by telegram, by facsimile, or by electronic transmission. Except as otherwise required by law, whenever written notice is required under the Texas Corporation laws, the Certificate of Incorporation, and any amendments, or these Bylaws, a waiver in writing by the person entitled to such notice, regardless of time given, shall be deemed as equivalent to the giving of such notice. Attendance of a person at any meeting shall constitute waiver of notice of such meeting, except where a person attends a meeting for the sole purpose of objecting to the transaction of business because of the failure of such notice.

Section 3.8 Attendance. It shall be the responsibility of each Director to attend all regular and special meetings of the Board of Directors. Directors must attend personally and may not send representatives, proxies, or substitutes. Any Director with excessive absences from regular Board meetings during any fiscal year may be removed by the Board of Directors by an affirmative vote of a majority of the remaining Directors, and a vacancy shall be declared. Upon request from the removed

Director, the Board of Directors may consider and elect the removed Director by majority to fulfill the unexpired term.

Section 3.9 Removal. Any Director may be removed in accordance with state law, with cause, at a regular or special meeting by an affirmative vote of a majority of Directors. For purposes of these Bylaws, "cause" shall exist in the event that a Director (a) is restricted from serving under the laws and regulations applicable to Texas nonprofit corporations or other law; (b) engages in conduct that the Board determines, in its reasonable discretion, to be adverse to the well-being of or not in the best interest of the Corporation or its mission; (c) acts in a manner inconsistent with the Board's governance policies and/or the Board of Director's rights and responsibilities; (d) fails to perform his or her duties as prescribed for a Director by the Texas Corporations laws; (e) commits any act or omission prohibited of an employee of the Corporation as set forth in the Board policies and/or the Employee Handbook, if any; or (g) engages in immoral or unethical conduct either in connection with serving as a Director of the Board or otherwise when such conduct affects the Corporation's community and/or the Director serving as a role model for the community.

Section 3.10 Resignations; Vacancies; Increases in the Number of Directors. Any Director may resign by giving written notice to the President or to all Directors. Any such resignation shall take effect at the next regular or special meeting of the Board. Vacancies existing on the Board of Directors for any reason, including vacancies to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors regardless of the number of remaining Directors or by a sole remaining Director; and any Director so chosen shall hold office until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation or removal. A replacement Director is elected to complete the remaining time on the term of the Director for whom he/she is replacing. Upon completion of the existing term, he/she may seek re-election for the open position at the annual meeting of the Board of Directors or a meeting called for election purposes. Replacement Directors are eligible to vote upon approval or election, including authority to vote on all business to be conducted at the meeting at which he or she is approved or elected. In the event that vacancies exist for all Director positions, vacancies shall be filled in accordance with applicable law.

Section 3.11 Minutes and Records. The Corporation shall keep minutes of any action taken at any regular or special meeting and maintain minutes and records as required by law.

Section 3.12 Compensation. Directors shall not receive compensation for serving on the Board of Directors or as an officer of the Board, or on a Board committee. Unless otherwise prohibited by law, nothing contained in these Bylaws shall preclude a Director or officer who is also an employee of the Corporation from receiving compensation and benefits in his or her capacity as employee.

Section 3.13 Expenses. By the majority vote of the Directors present at a meeting in which a quorum exists, the Board may vote to reimburse a Director for expenses incurred in carrying out functions as a Director and as permitted by law.

Section 3.14 Conflicts of Interest. Conflicts of Interest shall be governed by the laws applicable to the Corporation. Additionally, 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.

ARTICLE 4 MEMBERS

Section 4.1 Members. This Corporation shall have no members.

ARTICLE 5 COMMITTEES

Section 5.1 Designation; Powers. The Board of Directors may designate standing committees by resolution and such resolutions shall be incorporated herein as if laid out herein, subject to these Bylaws. The Board may designate one or more advisory committees consisting of one or more Directors, community members, or representatives of local governmental entities to have such powers and conduct such duties consistent with the Certificate of Incorporation or these Bylaws. No Board appointed committees shall have final authority in decision making. All committee recommendations must be brought before the Board of Directors for approval. Additionally, no such committee shall have the power or authority of the Board of Directors in reference to amending or repealing the Certificate of Incorporation; adopting an agreement of merger or consolidation; leasing or exchanging of all or substantially all of the Corporation's property and assets; dissolving the Corporation or revoking a dissolution of the Corporation; or amending, altering or repealing these Bylaws or adopting new Bylaws for the Corporation. In addition to and subject to the foregoing, such committee or committees shall have such other powers and limitations of authority as may be determined from time to time by the Board of Directors and applicable law.

Section 5.2(a) The standing committees are: Operations; Volunteers; Programs; Fund Raising; Civic Engagement; Budget & Finance; and Natural History.

Section 5.2 Procedure; Meetings; Quorum. Any committee designated pursuant to this Article 5 shall keep minutes of its actions and report same to the Board of Directors at the next Board meeting following such action, and shall meet at such times and at such place or places as the committee may decide. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the committee members present shall constitute an act by the committee.

Section 5.3 Substitution and Removal of Members; Vacancies. The Board of Directors may designate one or more Director as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of the absence of a disqualified member. The Board shall have the power at any time to remove any member(s) of a committee and to appoint other Directors in lieu of the person(s) so removed and shall also have the power to fill vacancies in a committee.

ARTICLE 6 OFFICERS

Section 6.1 Number, Titles and Term of Office. The officers of the Corporation shall be a President, Vice-President, Treasurer, and Secretary, and such other officers as the Board of Directors may from time to time elect or appoint. Election of officers shall be held during the annual board

meeting or a meeting called for election purposes. The term of office is one (1) year with no limit on how many terms the officer may serve. Any number of offices may be held by the same person, unless the Certificate of Incorporation or any applicable law provides otherwise. The office of President and the office of Secretary may not be held by the same person.

Section 6.2 Duties. The officers of the Corporation shall have such powers and duties, except as modified by the Board of Directors, as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the Board of Directors and by these Bylaws.

Section 6.3 Powers and Duties of the President. Subject to the control of the Board of Directors, the President shall have the powers and duties as generally pertain to the office of President and any other duties assigned by the Corporation. The President shall preside at all meetings of the Board of Directors or may assign another Director to preside in his or her absence. The President may also assign another Director to perform the duties of the President in his or her absence. The President may also call special meetings of the Board, appoint Directors to committees, prescribe duties of officers as necessary, and serve as ex-officio member of all Board committees. Upon prior adoption and delegation by the Board of Directors, the President may execute all contracts, proposals, grants, leases, evidences of indebtedness, and other obligations in the name of the Corporation. The President shall have such other powers and duties as designated in accordance with applicable law, these Bylaws, and as from time to time may be assigned to the President by the Board of Directors.

Section 6.4 Powers and Duties of the Vice-President. The Vice-President shall have the powers and duties as generally pertain to the office of Vice-President and any other duties assigned by the Corporation. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall become the President should the President resign, be disqualified, or die during his/her term of office. The then President shall serve as President until the next election.

Section 6.5 Powers and Duties of the Treasurer. The Treasurer shall have the powers and duties as generally pertain to the office of Treasurer and any other duties assigned by the Corporation. The Treasurer shall assure that any other individuals delegated responsibility for the custody and handling of funds and, or, securities of the Corporation are properly bonded for amounts customary for persons in similar circumstances and that the Business Manager, if any, maintains adequate insurance. The Treasurer shall perform such other duties as the Board of Directors shall direct from time to time with respect to the financial affairs of the Corporation.

Section 6.6 Powers and Duties of the Secretary. The Secretary shall have the powers and duties as generally pertain to the office of Secretary and any other duties assigned by the Corporation. The Secretary shall ensure recordation and shall maintain the minutes of all meetings of the Board of Directors and committees of the Board in accordance with applicable law; shall attend to the giving and serving of all notices; may sign with the other appointed officers all resolutions; shall have charge of such books and papers as the Board may direct, all of which shall at all reasonable times be open to inspection of any Director upon application at the office of the Corporation during business hours; shall have such other powers and duties as designated these Bylaws and as from time to time may be assigned to the Secretary by the Board of Directors or the President; and shall in general perform all acts incident to the office of Secretary, subject to the control of the Board of Directors or the President. The Secretary shall maintain the Corporation's records in accordance with the Texas Business Organizations Code, and all other applicable laws and implementing regulations.

Section 6.7 Resignations; Vacancies; Removal. Any officer may resign by giving written notice to the President or to all Directors. Any such resignation shall take effect at the next regular or special meeting. Vacancies occurring in any officer position for any reason shall be filled by an affirmative vote of a majority of the Directors present at a meeting at which a quorum exists. The then newly elected officer shall serve until the next election of officers. Any officer may be removed with cause by a majority vote of the whole Board of Directors at any regular or special meeting.

Section 6.8 Delegation. For any reason that the Board of Directors may deem sufficient, except where prohibited by law or regulations, or the Bylaws, the Board may delegate the powers or duties pertaining to the Corporation to any person, may delegate the powers and duties of any officer to any other person, and may authorize any officer to delegate specified duties of such office to any other person. Any such delegation or authorization by the Board shall be effected from time to time by resolution of the Board of Directors.

ARTICLE 7 MISCELLANEOUS PROVISIONS

Section 7.1 Fiscal Year. The Corporation's fiscal year shall commence on January 1st and end on December 31st.

Section 7.2 Contracts. Notwithstanding Section 6.3 and subject to any restrictions or limitations under applicable law, the Board of Directors may designate any Director or agent of the Board to execute a contract or other documents on behalf of the Board. Such delegation of signatory authority shall occur after the Board of Directors has approved the contract or authorized the document at a meeting duly called and constituted or in accordance with any delegation of duties approved by the Board.

Section 7.3 Voting. Each elected Board Director shall have one vote. Passage of any action put to a vote shall pass with a majority of the Directors who vote. Each Director may enter a vote of "Yes" or "No" or "Abstain."

Section 7.4 Checks. All checks, drafts, and orders for the payment of money may be signed by the President or Treasurer of the Board of Directors, or any other Director, or such other person that the Board of Directors designates in such a manner as may from time to time be determined by the Board. All checks, drafts, and orders must bear the signatures of two (2) directors.

Section 7.5 Facsimile Signatures. Facsimile or electronic signatures of any officer, Director, or agent of the Corporation may be used whenever and as authorized by the Board of Directors.

Section 7.6 Corporate Books, Reports and Records; Immunity. Any Director shall have the right to examine the books and records of the Corporation in a reasonable time, manner and place unless otherwise precluded by law. All Directors in the performance of such Director's duties shall be protected to the fullest extent permitted by law in relying upon the records of the Corporation and upon information, opinion, reports or statements presented to the Corporation or to the Board. The Board of Directors shall be immune from liability and suit to the extent provided by the Texas Business Organizations Code and other state and federal laws.

Section 7.7 Indemnification. The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director or officer of the Corporation and may indemnify (which indemnification may include without limitation, advancing

reasonable expenses) any person who is or was an employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board may determine from time to time. As provided in Section 7.10, the Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions. Any amendment to this Section shall be prospective and shall not reduce or eliminate the right of any person who is or was a Director or officer of the Corporation to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

Section 7.8 Notice. Unless otherwise provided in these Bylaws, notice of any meeting required by these Bylaws must be given not less than 24 hours before the time scheduled for the meeting except in cases of emergency.

Section 7.9 Application of Bylaws. In the event that any provisions of these Bylaws is or may be in conflict with any law of the United States, of the state of Texas, or of any other governmental body or power having jurisdiction over this Corporation or over the subject matter to which such provision of these Bylaws applies, or may apply, such provision of these Bylaws shall be inoperative only to the extent that the operation thereof unavoidably conflicts with such law, and shall in all other respects be in full force and effect.

Section 7.10 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation who is or was serving at the request of the Corporation as a Director, officer, agent or similar functionary of another business or non-profit corporation, against any liability asserted against such person and incurred by such person in his or her capacity as a Director, officer, or agent of the Corporation, or arising out of such person's status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under the provisions of this Article; the Certificate of Incorporation, as amended; or the Texas Business Organizations Code.

Section 7.11 Amendments. The Board of Directors shall have the power to adopt, amend, renew, and repeal from time to time these Bylaws of the Corporation. Updated Bylaws shall supersede any and all board policies that conflict with any provisions contained in the Bylaws.

Section 7.12 Periodic Review. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

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Approved by the Board on the Date of Amendment, page 1 of these Bylaws, as evidenced by the following directors of the Board:

Dr. Jon Enloe

President

Loren M. Cooper

Secretary