

**BY-LAWS
Of the
Red River-Lone Star Support Committee**

**ARTICLE I
GENERAL**

SECTION 1. NAME

This organization shall be known as the Red River-Lone Star Support Committee (henceforth RR-LS).

SECTION 2. MISSION

The mission of the RR-LS is to aid and assist in activities designed to develop the economic growth of the defense community in Bowie County Texas and the continuing development of properties in the RR-LS area, and its surrounding trade areas, through organized programs, education, services and other activities necessary to achieve economic growth.

SECTION 3. AREA

The area of service will include Bowie County Texas, Miller County Arkansas and their surrounding trade areas in Arkansas, Texas, Louisiana, and Oklahoma.

SECTION 4. LIMITATION OF METHODS

The RR-LS shall operate as a non-profit, non-partisan and non-sectarian organization located in the State of Texas. In accordance with Section 501 (c) (6) of the Internal Revenue Code the RR-LS shall observe all local, state and federal laws.

**ARTICLE II
MEMBERSHIP**

SECTION 1. ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the mission of the RR-LS and interested in supporting said mission shall be eligible to apply for membership. Membership will be granted automatically to the following who will serve as the Executive Committee by virtue of their positions:

- Bowie County Judge
- Miller County Judge
- CEO of Red River Federal Credit Union
- Mayors of Hooks, New Boston, DeKalb, Maud, Redwater, and Texarkana, TX
- Mayor of Texarkana, AR
- Two members representing organized labor at Red River Army Depot or other similar workers
- Two members representing the Military Affairs of the Texarkana Chamber of Commerce
- One representative representing economic development entities in the regions such as the Red River Redevelopment Authority or the Chamber of Commerce

SECTION 2. ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicants. Applicants shall be considered conditional members at that time. Election of conditional members to full member status shall be by the Executive Committee at any meeting thereof and upon payment of designated membership investment fees.

SECTION 3. INVESTMENTS

Membership investments shall be at such rate as the Executive Committee may from time to time prescribe.

SECTION 4. TERMINATION

A. Any member may resign from the RR-LS upon written notice to the Executive Committee.

B. Any member may be expelled by a two-thirds vote of the Executive Committee, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the RR-LS.

SECTION 5. VOTING RIGHTS

Each member whether they be person, association, corporation, partnership, or estate shall be entitled to cast one vote for any issue requiring a membership vote.

SECTION 6. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

ARTICLE III

MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the committee shall be held in October of each year or at such time as agreed upon by the Executive Committee. The time and place shall be fixed by the Executive Committee and notice thereof mailed or electronically communicated to each member at least ten (10) days before said meeting.

SECTION 2. REGULAR BOARD MEETINGS

The Executive Committee shall meet as needed to conduct the business of the RR-LS unless otherwise agreed upon by the majority of the members of the Committee.

SECTION 3. ADDITIONAL MEETINGS

The Chairman of the Executive Committee may call general meetings of the RR-LS at any time or upon petition in writing of thirty (30) members in good standing.

A. Notice of special meetings shall be mailed or electronically communicated to each member at least five (5) days prior to such meetings.

B. Special Board meetings may be called by the Chairman or by the Executive Committee upon written application of one-third of the members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting.

SECTION 4. QUORUMS

At any duly called general meeting of the RR-LS, a majority of the Executive Committee shall constitute a quorum. The Chairman and other officers present shall be counted for the purpose of determining a quorum.

SECTION 5. NOTICES, AGENDA, MINUTES

Written notice of all RR-LS meetings must be given at least three (3) days in advance unless otherwise stated. An agenda and minutes of the last meeting must be prepared for all meetings. Electronic notice of meetings will constitute notice under this provision.

ARTICLE IV Executive Committee

SECTION 1. COMPOSITION OF THE EXECUTIVE COMMITTEE

A. The Executive Committee shall be composed of up to 12 members.

B. Adjustments shall be made to the terms of the positions as necessary from time to time to cause one third of the filled positions to be elected annually.

C The policy making responsibilities and program development of the RR-LS shall be vested in the Executive Committee. .

SECTION 2. SELECTION AND ELECTION OF Executive Committee MEMBERS

A. **NOMINATION COMMITTEE:** At the August Board meeting the Chairman shall appoint, a Nominating Committee of five (5) members of the RR-LS. The Chairman shall serve as the chair of the nomination committee.

B. **SLATE OF CANDIDATES:** Prior to September 1 of that year, the Nominating Committee shall present to the President a slate of candidates who shall serve one-year terms to replace the Executive Committee members whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of membership on the Executive Committee.

C. **NOTIFICATION:** Upon receipt of the report of the Nominating Committee, the Chairman shall immediately notify the committee membership by mail or electronic means of the names of persons nominated as candidates for Executive Committee. The names of all candidates, with appropriate information, shall be arranged on a ballot in alphabetical order and shall further notify the membership of their right of petition, as provided in these bylaws.

D. **PETITION:** Any twenty-five (25) members of the RR-LS in good standing may petition to add additional names of candidates for Executive Committee, having determined in advance the candidates' willingness to accept the responsibility. However, said Petition shall be filed with the Chairman on or before ten (10) working days of the notification of the membership. The determination of the Nominating Committee as to the legality of such Petition shall be final.

E. **DETERMINATION:** If no petition is filed by 5:00 p.m. ten (10) working days from the date of notification the nominations shall be closed.

F. **BALLOTS:** If a legal Petition shall present an additional candidate or candidates, the names of candidates for membership shall be listed on ballots alphabetically and the Chairman shall cause ballots to be mailed to all members in good standing. Deadline for return of ballots to the RR-LS shall be not less than three (3) weeks nor more than four (4) weeks from the date on which they are mailed to the membership. The Nominating Committee shall canvass the ballots and report the results of the election to the Executive Committee at the November meeting.

G. VOTING RESTRICTIONS OF MEMBERS: A member in good standing has in any election, referendum, or membership meeting one vote. Neither voting by proxy nor cumulative voting shall be permitted.

SECTION 3. SEATING OF NEW MEMBERS OF EXECUTIVE COMMITTEE.

All newly-elected and appointed Executive Committee members shall be seated at the regular December meeting and shall be participating members thereafter. Retiring members shall continue to serve until the end of the calendar year.

SECTION 4. VACANCIES

Vacancies on the Executive Committee shall be filled from nominations from and a majority vote of the Committee. Executive Committee members shall fill vacancies among the officers by a majority vote of said Committee.

SECTION 5. POLICY

The Executive Committee is responsible for formulating policy of the RR-LS.

ARTICLE V

OFFICERS

SECTION 1. DETERMINATION OF OFFICERS

The Executive Committee at its regular December meeting shall reorganize for the coming year. The Nominating Committee for members of the Executive Committee shall nominate officers each year after the November Board meeting. At the December Board meeting, the Executive Committee shall elect the Chairman-elect who shall automatically assume the office of the Chairmanship the year following his term as Chairman-elect. Other officers will be elected from the members of the new Board and may include a Vice-Chairman, a Secretary, and a Treasurer if needed. All officers shall take office on the first day of January and serve for a term of one (1) year or until their successor assumes the duties of office. If not serving as a member of the Executive Committee by reason of position, they shall become voting members of the Executive Committee.

SECTION 2. DUTIES OF OFFICERS.

A. CHAIRMAN OF THE COMMITTEE. The Chairman of the Executive Committee shall serve as the chief elected officer of the RR-LS and shall preside at all meeting of the membership, and Executive Committee.

In the event the Chairman is unable to fulfill his term of office, the Chairman-elect may assume that office; if the Chairman-elect is unable to assume the office at that time, an interim Chairman shall be elected by the Committee to serve the remaining balance of the former Chairman's term.

B. CHAIRMAN-ELECT. Chairman-elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-elect shall serve as Chairman in the year succeeding this term of office.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1. APPOINTMENT AND AUTHORITY

The Chairman, by and with the approval of the Executive Committee, shall appoint all committees and committee chairpersons. The Chairman may appoint such ad hoc committees and their chairs as deemed necessary to carry out the mission of the RR-LS. Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Executive Committee, and to carry on such activities as may be delegated to them by the Committee.

SECTION 2. LIMITATION OF AUTHORITY

No action by any member, committee, employee, or officer shall be binding upon, or constitute an expression of, the policy of the RR-LS until it shall have been approved or ratified by the Executive Committee.

The Chairman shall discharge committees when their work has been completed and their reports accepted or when, in the opinion of the Executive Committee, it is deemed wise to discontinue the committees.

ARTICLE VII FINANCES

SECTION 1. FUNDS

All funds paid to the RR-LS shall be placed in a general operating fund of the RR-LS unless otherwise authorized by the RR-LS. Funds unused from the current year's budget will be placed in a reserve account to be used for future needs.

SECTION 2. DISBURSEMENTS

Upon approval of the budget, the Chairman is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Executive Committee. Disbursement shall be by check. Checks are to be signed by any two (2) of the following: Chairman, Immediate Past Chairman, Chairman Elect, Secretary, or Treasurer.

SECTION 3. FISCAL YEAR

The fiscal year of the RR-LS shall close on December 31.

SECTION 4. BUDGET

The Chairman shall recommend the budget for the coming year and submit it to the Executive Committee for approval.

SECTION 6. BONDING

The Chairman and such other officers and staff designated by the Executive Committee may serve without a fidelity bond.

ARTICLE VIII DISSOLUTION

SECTION 1. PROCEDURE

The RR-LS shall use its funds only to accomplish the mission and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the RR-LS . On dissolution of the RR-LS, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Executive Committee.

ARTICLE IX PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall be the final authority in all questions of parliamentary procedures when such rules are not inconsistent with the by-laws of the RR-LS.

ARTICLE X AMENDMENTS

SECTION 1. REVISIONS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Executive Committee. Any proposed amendments or alterations shall be submitted to the Executive Committee in writing, at least ten (10) days in advance of the meeting at which action shall be taken.

APPROVED AND ADOPTED:
Date: December 29, 2005
