

**BYLAWS OF THE
ROANOKE PARKS AND RECREATION BOARD**

**ARTICLE I
PURPOSE AND MEMBERS**

SECTION 1. NUMBER OF TERMS OF OFFICE

- A. The Board shall consist of up to eight (8) members, each of whom shall be appointed by the City Council. Each of the members shall be a resident of the City for at least one (1) year.
- B. Half the members of the first board shall serve terms of two (2) years and the other half of the members shall serve terms of one (1) year. Thereafter, each successive member of the Board shall be appointed and serve for two (2) years or until a successor is appointed as hereinafter provided. All affected terms begin and expire in October of each year. Not more than three (3) City council members may serve on the board at any one time.
- C. Any member may be removed from office by the City Council at will. A vacancy of any member's position, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council.
- D. Board members are considered City officers for the purposes of the Texas Open Meetings Act, chapter 551 of the Texas Government Code, as amended.

SECTION 2. VACANCIES AND RESIGNATIONS

A vacancy in any position of a member, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled. A vacancy in the office of Chairperson or Vice Chairperson which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the Board, from the remaining members, for the unexpired portion of the term of that office.

Any member may resign at any time. Such resignation shall be made in writing, addressed to the Parks and Recreation Director, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Parks and Recreation Director.

SECTION 3. MEETINGS OF MEMBERS

For meetings of the Board or committees, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. Any member of the Board or the Parks and Recreation Director, may have an item placed on the agenda by delivering the same in writing to the Parks and Recreation Director no less than three (3) calendar days prior to the date of the Board meeting. Each agenda of the Board meeting shall contain an item, titled "Citizens Forum," to allow public comment to be made by the general public concerning Board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum.

The Board shall hold regular and special meetings, in the corporate limits of the City, at such place or places as the Board may from time to time determined, and in conformance with the Texas Open Meetings Act.

SECTION 4. QUORUM

A quorum is a majority of the Board, being not less than fifty-one percent (51%) (rounded up to the nearest whole number) of the current Board membership count, and shall be present for the conduct of the official business. The Act of a majority of the Board or more at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board, City Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS

- A. At the meetings of the Board, matters pertaining to the business of the Parks and Recreation Department shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board. Unless otherwise adopted by the Board, the rules of procedures of the City Council shall be the rules of procedures for the Board.
- B. At all meetings of the Board, the Chairperson shall preside, and in the absence of the Chairperson, the Vice Chairperson shall exercise the powers of the Chairperson.
- C. The Secretary of the Board shall act as Secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The Secretary shall keep minutes of the transactions of the Board and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Parks and Recreation Department. The unofficial minutes shall be submitted to the Parks and Recreation Director within seven days following the Board meeting. This will enable the unofficial minutes to be distributed to the Board members for their approval at a future Board meeting.

SECTION 6. COMMITTEES OF THE BOARD

An official committee of the board shall consist of two (2) or more members. It is provided, however, that all final official actions of the Parks and Recreation Department may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Parks and Recreation Department.

SECTION 7. COMPENSATION OF DIRECTORS

The members, including the Chairperson and Vice Chairperson, shall not receive any salary or compensation for their services. However, members may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Board. Travel expenses incurred by members for both regular and special meetings are not eligible for reimbursement.

ARTICLE II OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE

The Chairperson and Vice Chairperson shall be elected by the Board and shall serve a term of one (1) year. The respective terms of the initial Chairperson and Vice Chairperson shall be determined by the City Council. The Chairperson and Vice Chairperson shall continue to serve until their successors are appointed.

SECTION 2. POWERS AND DUTIES OF THE CHAIRPERSON

The Chairperson shall be the chief executive officer of the Parks and Recreation Board, and shall, subject to the authority of the Board and paramount authority and approval of the City Council, preside at all meetings of the Board, and absent any different designation by a majority of the Board. In addition, the Chairperson shall:

- A. call both regular and special meetings of the Board and establish the agenda for such;
- B. have the right to vote on all matters coming before the Board;
- C. have the authority to appoint standing or study committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the Board;
- D. perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board, subject to approval by the City Council;
- E. appear before the City Council on a periodic basis, when requested, to give a report on the status of activities of the Board; and
- F. appear before the City Council, or be represented by his designee, regarding any item being considered by the City Council concerning the Board, when requested to be present.

SECTION 3. VICE CHAIRPERSON

The Vice Chairperson shall exercise the powers of the Chairperson during that officer's absence or inability to act. The Vice Chairperson shall also perform other duties as from time to time may be assigned by the Chairperson or the Board.

SECTION 4. ATTENDANCE

Members must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all directors. The following number of absences shall constitute the basis for replacement of a member. Four (4) absences from regularly scheduled monthly meetings during any one year term (October 1st to September 30th) shall be considered vacant.

SECTION 5. CONFLICT OF INTEREST

In the event that a member is aware that he has a conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the Board, the member shall bring the same to the attention of the Board and shall abstain from discussion and voting thereof.

Any member shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other member, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The member about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board is cause for dismissal from the Board by action of the City Council.

SECTION 6. PARTICIPATION IN BOARD MEETINGS

The City Manager, City Secretary, Mayor and Councilmembers, shall have the right to take part in any discussion of the Board, or committees thereof, including attendance of executive sessions, but shall not have the power to vote in any meetings attended.

SECTION 7. DUTIES OF THE BOARD

The Board shall be an advisory board to the Parks and Recreation Department. The Board will make recommendations to the Parks and Recreation Director and will vote on these recommendations in order to present them to the City Council for final approval.

ARTICLE III
MISCELLANEOUS PROVISIONS

SECTION 1. APPROVAL OR ADVICE AND CONSENT OF THE CITY COUNCIL

To the extent that these bylaws refer to any action, approval, advice, or consent by the City to refer to action, approval, advice or consent by the City Council, such action, approval, advice, or consent shall be evidenced by a motion, resolution, or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

SECTION 2. GIFTS

The Board as a whole or as directed through the Director of Parks and Recreation may accept on behalf of the Parks and Recreation Department any contribution, gift, bequest, or device for the general purpose or for any special purposes of the Department.

SECTION 3. CODE OF ETHICS

Each member, including the Chairperson and Vice Chairperson, its officers, employees, and agents shall abide by and be subject to the City Code of Ethics consistent with the state guidelines regarding gifts.

SECTION 4. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of not less than seventy-five percent (75%) of the authorized members serving on the Board, subject to approval

by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed, and adopted by motion, resolution or ordinance duly reflected in the minutes of the City Council, and thereafter, duly noted to the Board. These bylaws may not be amended more often than once a year.