

AMENDED
BYLAWS OF THE
ART & HISTORY TRAIL COMMITTEE

ARTICLE I PURPOSE AND
MEMBERS

SECTION 1. NUMBER OF TERMS OF OFFICE

- A. The Art & History Trail Committee (the “Committee”) shall consist of seven (7) members, each of whom shall be appointed by the City Council. A majority of the committee must be residents of the City of Roanoke, Texas (the “City”).
- B. The members of the Committee shall serve terms of staggered three (3) years. Two (2) members shall serve an initial one (1) year term. Two (2) members shall serve an initial two (2) year term. And, three (3) members shall serve an initial three (3) year term. Thereafter, each successive member of the Committee shall be appointed and serve for three (3) years or until a successor is appointed as hereinafter provided. All affected terms begin and expire in August of the applicable year. Not more than three (3) City council members may serve on the Committee 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 the Committee, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council. A vacancy in the office of Chairman or Vice Chairman which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the Committee 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 Chairman or Vice Chairman, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chairman or Vice Chairman.

SECTION 3. MEETINGS OF MEMBERS

For meetings of the Committee, 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 Art & History Trail Committee may have an item placed on the agenda by delivering the same in writing to the City Staff liaison or City Secretary no less than five (5) calendar days prior to the date of the next meeting. Each agenda of the Committee meeting shall contain an item, titled “Public Input,” to allow public comment to be made by the general public concerning matters related to Art & History Trail. However, no official or formal action or vote may be taken on any comment made by citizens during Public Input.

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

SECTION 4. QUORUM

A quorum is four (4) members of the Committee for the conduct of official business. The Act of a majority of the Committee or more at a meeting at which a quorum is in attendance shall constitute the act of the Committee, unless the act of a greater number is required by these Bylaws, policies/procedures of the Committee, City Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS

- A. At the meetings of the Committee, matters pertaining to the business of the Art & History Trail Committee shall be considered in accordance with the rules of procedure as from time to time prescribed by the Committee. Unless otherwise adopted by the Committee, the rules of procedures of the City Council shall be the rules of procedures for the Committee.
- B. At all meetings of the Committee, the Chairman shall preside, and in the absence of the Chairman, the Vice Chairman shall exercise the powers of the Chairman.
- C. The Secretary of the Board shall act as Secretary of all meetings of the Committee, 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 Committee and Committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the City. The unofficial minutes shall be submitted to the City Secretary within seven (7) days following the Committee meeting. This will enable the unofficial minutes to be distributed to the Committee members for their approval at a future Committee meeting.

SECTION 6. COMMITTEES OF THE BOARD

An official sub-committee of the Committee shall consist of not more than three (3) members. It is provided, however, that all final official actions may be exercised only by the Committee. Each sub-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 City.

SECTION 7. COMPENSATION OF DIRECTORS

The members, including the Chairman and Vice Chairman, 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 Committee and approved by City Council. 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 Chairman and Vice Chairman shall be elected by the Committee and shall serve a term of one (1) year. The respective terms of the initial Chairman and Vice Chairman shall be determined by the City Council.

The Chairman and Vice Chairman shall continue to serve until their successors are appointed.

SECTION 2. POWERS AND DUTIES OF THE CHAIRMAN

The Chairman shall be the chief executive officer of the Committee, and shall, subject to the authority of the Committee and paramount authority and approval of the City Council, preside at all meetings of the Committee. In addition, the Chairman shall:

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

SECTION 3. VICE CHAIRMAN

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

SECTION 4. ATTENDANCE

Members must be present in order to vote at any meeting. Regular attendance at the Committee meetings is required of all members. The following number of absences shall constitute the basis for replacement of a member. Absences greater than 25% from regularly scheduled meetings during any one year term (January 1st to December 31st) 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 Committee, the member shall bring the same to the attention of the Committee and shall abstain from discussion and voting thereof.

Any member shall bring to the attention of the Committee any apparent conflict of interest or potential conflict of interest of any other member, in which case the Committee 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 Committee is cause for dismissal from the Committee by action of the City Council.

SECTION 6. PARTICIPATION IN COMMITTEE MEETINGS

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

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, advise, 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 Committee may accept on behalf of the Committee any contribution, gift, bequest, or device for the general purpose or for any special purposes of the Committee.

SECTION 3. CODE OF ETHICS

Each member, including the President and Vice President, 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 Committee, 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 committee. These bylaws may not be amended more often than once a year.