

**TOW COMMUNITY
CENTER ASSOCIATION
BY-LAWS**

**BY-LAWS OF
TOW COMMUNITY CENTER ASSOCIATION
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**BY-LAWS
OF
TOW COMMUNITY CENTER ASSOCIATION**

**ARTICLE I
PURPOSE OF THE TCCA**

Following the original adopted By-Laws of 1-14-1991 and revised By-Laws of 02-23-2009 and revised By-Laws of 04-06-2023, the Tow Community Center Association, hereafter referred to as the TCCA, is to maintain a convenient facility to meet the needs of the citizens and property owners in Precinct 205, Llano County, Texas. The same shall be held and used for public purposes only, including recreation, assembly and activities. To participate, to promote, and to establish activities designed and carried out to improve the general health and well-being of the citizens of Precinct 205 and such citizens of adjacent areas as may be determined from time to time by the Board. Said premises, and no part thereof, shall ever be used for any business purpose whatsoever. The TCCA is governed by nine (9) Board Members, ("Board") with the responsibility for planning the growth and development of the Tow Community Center. The Board Members hereby accept and assume the responsibility on behalf of the residents and property owners in precinct 205 and hereby organize themselves in conformity with the By-Laws hereinafter stated.

**ARTICLE II
OFFICE LOCATION**

The office of the TCCA is located at 135 County Road 221, Tow, Texas 78672. The Post Office address of the TCCA shall be P.O. Box 234, Tow, Texas 78672. The TCCA shall not have, nor claim any other address, either within or without the State of Texas. The Post Office address of the TCCA shall not be changed or altered by the voluntary act of the Board, or any individual.

**ARTICLE III
BOARD MEMBER MEETINGS**

3.01 An annual Board meeting of the TCCA shall be held the 2nd Saturday in January. Notice of the TCCA Annual Board Meeting, which will be held at the Tow Community Center Building, and time of the meeting shall be publicly posted and by any other means as deemed necessary by the Board.

- 3.02 A regular meeting of the TCCA Board shall meet at least quarterly at a time and place as shall be fixed by standing order of the Board, which from time to time can be amended. The date will be determined by a majority vote of the Board. All meetings shall adhere to the Texas Open Meetings Act and shall be publicly posted and open to the public.
- 3.03 A quorum at any such TCCA regular Board meeting or annual Board meeting shall consist of at least five (5) Board Members. If a quorum is not present, a majority of the Board present shall adjourn the meeting to another date, time, place and notice to be set by the President. If a regular Board meeting must be cancelled for any reason, the President shall set a new date, time, and place for said meeting to take place.
- 3.04 Special meetings of the Board may be called by the President. Special meetings of the Board must be called by the President when a written request is made by any three (3) Board Members. All special meetings of the Board shall follow the Texas Open Meetings Act and shall be publicly posted.
- 3.05 Emergency Meetings of the Board may be called to address a serious, unexpected, or dangerous situation requiring immediate attention.
- 3.06 The Board shall prescribe a written procedure whereby a member of the public may be permitted to address the Board. The Board shall stipulate a reasonable time limit for the address to the Board.
- 3.07 Parliamentary procedure shall be governed by "Robert's Rules of Order, Revised" and the Secretary shall procure and maintain an up-to-date copy of such rules, and have the same available at all meetings.

ARTICLE IV BOARD MEMBERS

- 4.01 The affairs of the TCCA shall be governed by its Board Members.
- 4.02 The initial Board shall consist of nine (9) appointed persons, all of whom shall have their primary residence in or be a property owner in Llano County Precinct 205. The Board Member's spouses nor their immediate family members shall be eligible to serve on the Board concurrently.
- 4.03 With regard to Board members who serve their term but do not or cannot serve again, the process for replacing that member shall be as follows: At least 45 days prior to the TCCA annual meeting, a Nominating Committee of at least two board members and selected by a majority of the Board shall be formed. Per Parliamentary procedures the President may

not appoint nor serve on a Nominating Committee. The Nominating Committee shall publicly post notice seeking interested candidates who meet the qualifications. The Committee shall report its findings back to the Board not later than the first regular TCCA meeting in January. The candidates selected by a majority vote of the Board shall then be submitted to the Llano County Commissioner's Court for final approval. The newly approved Board members will be announced at the annual TCCA meeting in January.

- 4.04 The initial Board shall be divided into three (3) classes, with three (3) Members in each class. The Members of the first class shall vacate their offices at the expiration of one (1) year; the second class of Members at the expiration of two (2) years; and the third class of Members at the expiration of three (3) years. Classes shall be determined by lot drawing at the first meeting of the Board. All terms thereafter shall be for 3 years.
- 4.05 No person shall be elected or appointed as a Board Member more than two (2) consecutive terms. A Board Member can serve as a Board Member again after the expiration of one (1) year from the date he/she vacated his/her office.
- 4.06 In the event of any vacancy occurring on the Board prior to term end, a successor will be filled by the Board Members. The vacancy shall be-filled as soon as possible in the same manner as prescribed in Article 4.03. If a person is appointed Board Member to fill a vacancy, that person may serve out the remainder of the term vacated.
- 4.07 Board Members shall not receive any stated salaries or remuneration of any type for their services, provided, however, Board Members shall be reimbursed for their reasonable and necessary out of pocket expenses in the conduct of the affairs of the TCCA upon proof being furnished to and approved by the Board.
- 4.08 If a Board Member is not present for three (3) consecutive Board Meetings, the Board may request a written excuse as to why the Board Member was not present. If the excuse is denied by the Board, a written notice will be sent to the Board Member notifying them of their possible removal from the Board pending approval by the Commissioner's Court. Reinstatement, if desired, and prior to Commissioner's Court decision, will be by a majority vote of the Board. Any Board Member may be removed by the Board (with or without cause) by a majority vote whenever, in its judgment, the best interests of the Tow Community Center would be served thereby, but such removal shall be without prejudice to the contract, rights, if any, of the Board Member so removed. Said removal is subject to approval by the Commissioner's Court.
- 4.09 Any officer may be removed from office by the Board(with or without cause) by a majority vote whenever, in its judgement, the best interests of the Tow Community

Center would be served thereby, but such removal shall be without prejudice to the contract, rights, if any, of the Officer so removed. Any vacancy of an officer shall be filled by a majority vote of the Board as soon as possible.

- 4.10 The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws. The outcome of all votes shall be recorded in the minutes of the meeting, and a roll call vote may be requested by any Board Member and must be recorded in the minutes as to how each Board Member voted. The presiding officer may vote on any question unless otherwise prohibited

ARTICLE V OFFICERS OF THE BOARD MEMBERS

- 5.01 The election of the officers of the Board shall be held the first regular January Board Meeting. If the election of officers shall not be held in such meeting, said election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board. Each officer shall be elected for one (1) year but shall hold office until his/her successor shall have been duly elected and shall have qualified. Nominations for officers shall take place at the December regular Board meeting. Any board member that will not be available for the January meeting may submit an absentee vote in writing to the secretary at any time prior to the January regular meeting.
- 5.02 The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer. No two or more offices may be held by the same person. All offices shall be held only by members of the Board.
- 5.03 Duties and Responsibilities of the Officers:
- A. The President shall be the principal executive officer of the TCCA and shall in general supervise and control all the business affairs of the TCCA. The President shall be an ex-facto (if not active) member of each committee except a Nominating committee. The President shall sign, with the Secretary or any other so approved Board Member, any mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to someone other Board Member or agent of the TCCA; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

- B. The Vice-President shall, in the absence of the President or in the event of a vacancy in that office, carry out the duties of the President. The Vice-President shall perform such duties as may be assigned by the Board.
- C. The Secretary shall keep accurate minutes and records of all proceedings of the TCCA, including the meetings of the Board, and shall have the responsibility for all official papers and records pertaining to the office. At the expiration of the Secretary's term of office, all books, records and other property of the TCCA shall be delivered to the successor. The Secretary shall attend to such correspondence as may be necessary or desirable and such other duties as from time to time may be assigned by the President or by the Board.
- D. The Treasurer shall keep a true record of all monies received and shall cause all proper bills to be paid, preserving proper voucher for all expenditures disbursed by the TCCA. At each Board Meeting, the Treasurer shall furnish a full written report of the finances of the TCCA. All checks shall be countersigned by two (2) Board members authorized by the Board. At each Board Annual Meeting, the Treasurer shall submit a written report for the fiscal year just ended. The Treasurer may be bonded in such an amount as in the judgement of the Board shall be deemed proper at no cost or expense to said Treasurer. The Treasurer shall submit, at least quarterly, a Profit & Loss Statement to the Board. The Treasurer shall ensure an external audit be performed at the beginning of the year for the prior year's books by a person approved by the Board.

ARTICLE VI COMMITTEES

6.01 Committees, whether standing or Ad Hoc, may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. The Chairman of each such committee shall be a member of the Board. At the discretion of the Chairman, he/she may appoint individuals not currently serving on the Board to serve on any such committee. Any member thereof may be removed by the President of the Board when, with the Board's approval, it serves the best interests of the Tow Community Center. There shall be the following Standing Committees under the chairmanship of a Board Member.

1. Communications: Public Relations, Civic Affairs, Publicity, Internet, Social Media and other Civic Organizations
2. Finance: including private contributions, corporate contributions, grants and fundraisers
3. Maintenance: Building/Grounds, including enhancements
4. Activities: Working with Finance, Fundraisers, Sponsored Activities

ARTICLE VII

Fiscal Year

The fiscal year of the TCCA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII

Contracts, Checks, Deposits, Funds and Maintenance

- 8.01 Contracts: The President may authorize any agent or agents of the TCCA, so authorized by these By-Laws and approved by the board, to enter into any contract or agreement in the name of and on behalf of the TCCA and such authority shall be confined to specific instances. However, no contract, guaranty, or agreement may encumber the property of the TCCA without prior written Commissioner Court approval.
- 8.02 Checks, Drafts and etc: All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TCCA shall be signed by such Board Members, agent or agents of the TCCA, and in such manner as shall be determined from time by time by the President by resolution entered in the minutes thereof.
- 8.03 Deposits: All funds of the TCCA shall be deposited from time to time to the credit of the TCCA in such banks, trusts, or other depositories, as the Board may select. The Board may adopt such resolutions as may be required by such depository or depositories to clarify the authority of Board Members of the TCCA to sign checks and the relationship of the TCCA to the depository or depositories.
- 8.04 Gifts and Rental Fees: The Board Members may accept on behalf of the TCCA any contribution, gift, or device for the general purposes or for any special purpose of the TCCA, The Board also has the authority to charge reasonable rental fees for the TCCA amenities, including the Community Center and Community Center grounds.
- 8.05 Reserves: If the annual receipts of the TCCA exceed operational expenses and debts requirements, the Board may create such reserves as may be deemed proper.
- 8.06 Maintenance: It is to be understood those individuals, and their guests, renting the TCCA amenities are responsible for any preparation including the mowing of grass and the immediate cleaning up of all amenities after use of said area to their own expense. No group, person, or persons shall make any change, alterations, removals, or additions to the buildings, fixtures, or grounds without written approval of the TCCA Board.

ARTICLE IX BOOKS AND RECORDS

The TCCA shall keep correct and complete records and books of account and shall also keep minutes of the proceedings of the Board. All books and records of the TCCA may be inspected by any resident in precinct 205, or by his/her agent or attorney duly appointed in writing, for any reasonable time or place. No notice of such intent on the part of any resident in precinct 205 shall be required.

ARTICLE X AMENDMENT OF BY-LAWS

- 10.01 Amendments: These By-Laws shall be subject to amendment at any time by a resolution in writing submitted by any Board Member or a resident in precinct 205 to the Board. It shall require a majority vote by the Board to be approved. Any amendment changes to these By-Laws must also be approved by the Llano County Commissioners Court as long as TCCA is governed by the Llano County Commissioners Court.
- 10.02 Revision: When and if it becomes necessary for these By-Laws to be revised, it shall be the duty of the President to appoint a By-Laws committee of at least three (3) Board Members whose report shall be presented to the Board. It shall require a majority vote by the Board to be approved. Any revision changes to these By-Laws must also be approved by the Llano County Commissioners Court as long as the TCCA is governed by the Llano County Commissioners Court.
- 10.03 Duplication, Distribution and Supply: These By-Laws shall be duplicated and the Secretary shall furnish requested copies thereof upon request and upon payment of an appropriate fee for the cost of reproduction and postage. The Secretary shall obtain a sufficient number of copies for the needs of the Board Members and maintain a supply on hand for future requirements.

ARTICLE XI LLANO COUNTY COMMISSIONERS COURT

The "RULES AND BY-LAWS FOR THE TOW COMMUNITY CENTER BUILDING" effective 14 January, 1991 and revised 02-23-2009 and revised 04-06-2023 remain in effect until as long as the TCCA is governed by the Llano County Commissioners Court.

- 11.01 The TCCA will be governed by Board Members that will be appointed by the Llano County Commissioners Court.

- 11.02 This Board shall consist of Board Members that have been recommended by the TCCA Board.
- 11.03 A written report, copy of the minutes or both will be submitted after each Board Meeting to the Llano County Commissioner, Precinct 2.
- 11.04 The TCCA Board Members will be responsible for making rules of operations and conduct to be obeyed by all persons and organizations using the Tow Community Center facilities.
- 11.05 Anyone wanting to use the building or grounds shall contact a Board Member for availability. A Chairperson will be responsible for keeping a calendar for reservations and all activities and events must be cleared by the President.
- 11.06 The President of the TCCA shall present an updated report to the Llano County Commissioners Court on a Semi-annual basis.

TOW COMMUNITY CENTER ASSOCIATION BY-LAWS

APPROVED THIS THE _____ DAY OF _____, 2023

Ron Cunningham, Llano County Judge

END