

# **BIG THICKET ASSOCIATION**

## **THE BIG THICKET ASSOCIATION CONSTITUTION & BYLAWS**

Rev. 11/6/94, 1/21/01, and 10/11/08

### **ARTICLE I - NAME**

The name of the organization is THE BIG THICKET ASSOCIATION (hereinafter termed the Association).

### **ARTICLE II - PURPOSE**

The purpose or purposes for which the Association is organized are:

- (a) To work for the preservation of the flora and fauna of the Big Thicket area;
- (b) To promote the conservation of natural resources and natural history of the Big Thicket area;
- (c) To maintain and perpetuate, so far as possible, the many species of trees, plants and animals found in the Big Thicket area, and to do whatever else may be done to preserve for posterity the abundance of flora and fauna and natural beauty with which this area has been endowed;
- (d) To promote and to fund research contributing to knowledge of the Big Thicket area;
- (e) To publish or support publication of cultural and scientific Big Thicket literature; and
- (f) To promote the welfare of the Big Thicket National Preserve.
- (g) To lead and supervise a group of mutually supporting organizations known as the Big Thicket Consortium. The Consortium shall include the Big Thicket Natural Heritage Trust, The Thicket of Diversity, The Lamar University Big Thicket Studies Center and any other related group included by majority vote of the Association.
- (h) To manage the Big Thicket National Preserve Field Research Station under a Memorandum of Understanding between the Association and the National Park Service.

### **ARTICLE III - MEMBERSHIP AND DUES**

Section 1. Voting membership shall consist of Members who have paid their annual dues for the current year, as defined by the Board of Directors; and LIFE and PATRON members whose memberships were purchased or conferred

Section 2. MEMBERSHIP DUES and categories of membership shall be established by the Board of Directors.

Section 3. The general membership and business meeting, known as the ANNUAL MEETING, shall be held in October of each year at a time and place to be selected by the Board of Directors

### **ARTICLE IV - OFFICERS AND EXECUTIVE BOARD**

Section 1. The officers of the Big Thicket Association shall serve as an Executive Board, consisting of: The President, The Vice-President, The Secretary, The Treasurer; and The Past-President.

Section 2. The Executive Board shall have the authority to conduct business between meetings of the Board of Directors.

Section 3. The duties of the officers are:

- (a) The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Board; shall make all appointments subject to the approval of said Board; shall appoint and supervise the Executive Director and other salaried employees of the Association; shall call special meetings; and shall perform all such duties as pertain to the office. The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.
- (b) The VICE-PRESIDENT shall assume the office of the President to fill a vacancy of that office or to serve, if the President, for any reason, is unable to perform official duties. The Vice-President shall aid and assist the President at all times in the administration of the Association's affairs.
- (c) The SECRETARY shall keep an accurate record of all meetings of the Association, the Board of Directors, and the Executive Board, and shall perform all duties pertaining to the office. The Secretary shall maintain an accurate list of the names and addresses of the members of the Association and their standing, in conjunction with the Membership Chairman and the Treasurer, which shall be provided to the President. The Secretary shall give notice to members of dues, general membership meetings, and other necessary communications.
- (d) The TREASURER shall have custody of the funds of the Association and shall deposit them in the name of the Big Thicket Association in the bank or banks designated by the Board. Financial records are maintained by the Executive Director under the supervision of the Treasurer. The board shall authorize another board member to sign checks to cover vacancy or inability to serve. . The annual budget adopted by the Board of Directors shall serve to authorize expenditures for the Fiscal Year, January 1 through December 1, except that unbudgeted items must be approved by the Board of Directors. The Treasurer shall make a report of the financial condition of the Association at the Annual Meeting and shall make additional reports at meetings of the Board of Directors, or as directed by the Board. The Treasurer shall be bonded in an amount adequate to satisfy the Board of Directors.
- (e) The PAST-PRESIDENT shall be an ex-officio officer of the Board of Directors and shall serve on the Executive Board.
- (f) Member organizations of the Big Thicket Consortium that have a board of directors shall be represented on the Association Board of Directors and Executive Board by the chair of the component's board or council.

## ARTICLE V - BOARD OF DIRECTORS

Section 1. The BOARD OF DIRECTORS shall consist of all officers and not more than twenty (20) duly-elected Directors. At any meeting, one-third of the Directors shall constitute a quorum. A simple majority of the Board of Directors present shall rule.

Section 2. The meetings of the Board of Directors shall be held quarterly (January, April, July, October) at a time and place designated by the President. Special meetings of the Board of Directors shall be called by the President or be called at the request of the Board of Directors.

Section 3. The Board of Directors shall manage the affairs of the Association, and shall delegate authority to the Executive Board between meetings. The Board of Directors can appoint Advisory or Honorary Board Members as needed.

Section 4. Any member of the Board of Directors must attend two (2) meetings per calendar year and be current in dues. Vacancies on the Board of Directors shall be filled by appointment of the President, subject to Board approval.

Section 5. *Conflict of Interest Policy.* A conflict of interest exists wherever an individual could benefit, disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence, or where someone might reasonably perceive there to be such a benefit and influence.

Members of the Big Thicket Association have a duty to disclose any personal, family or business interests that may, in the eyes of another person, influence their judgment or affect the reputation or credibility of the organization. They should exempt themselves from participating in any discussion and voting on matters where they have or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings.

Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving as an officer or member of the Big Thicket Association, unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.

## ARTICLE VI - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Each officer shall be elected and shall hold office for two (2) years. The term of office shall begin on the first day of the calendar year following election. The President and Vice-President shall have terms alternating with the Treasurer and Secretary. No officer shall hold more than two (2) consecutive terms of office all members of the Board of Directors shall be elected for a term of two (2) years, with one-half (1/2) being elected each year. Any member of the Board of Directors is subject to recall by two-thirds (2/3) majority of the Board of Directors.

Section 2. Elections of Officers and members of the Board of Directors require a simple majority of the membership in good standing and voting by ballot from a slate prepared by the Nominating Committee. The ballot shall contain spaces for write-in candidates.

Section 3. The Nominating Committee shall consist of three (3) members in good standing selected by the Board of Directors. The Committee shall prepare a slate to fill expiring terms. The Nominating Committee shall be appointed by the Board of Directors at the first quarterly meeting and shall report to the Board of Directors at the third quarterly meeting. The ballots for election of all positions open for the following year shall be mailed to all members in good standing at least 30 days prior to the Annual Meeting by the Nominating Committee. Ballots for the election will be counted if returned and received at least 10 days prior to the annual meeting. Results of the election shall be announced at the Annual Meeting in October of each calendar year.

## ARTICLE VII - COMMITTEES

Section 1. Standing committees shall be appointed by the President and confirmed by the Board of Directors, and shall include Membership/Personnel, Budget and Audit, Legislative, and Publications and Research.

Section 2. Ad-hoc committees shall be appointed as needed to accomplish special purposes.

## ARTICLE VIII – Executive Director

The Executive Director shall be appointed and supervised by the Association president; shall have the responsibility to maintain accurate accounts for the Association and Consortium members, shall supervise record-keeping and communications for the Association and the Consortium, and perform such other tasks assigned by the President of the Association

## ARTICLE IX - The Big Thicket Consortium

Section 1. The Big Thicket Consortium shall be an association of groups sharing a common concern for the Big Thicket. Membership in the Consortium shall be established by a majority vote of the Big Thicket Association Board of Directors at a regular quarterly Meeting. Removal shall be in like manner.

Section 2. Initial membership shall include:

- A. The Big Thicket Natural Heritage Trust;
- B. The Thicket of Diversity;
- C. Lamar University's Center for Big Thicket Studies

Section 3. Governance: The Big Thicket Association Board of Directors shall act as the governing board for the Consortium and its members. A Consortium member organization having an independent charter, a separate board of directors and its own financial support shall have its own decision making authority. Those components without such attributes shall make recommendations to the Association.

## ARTICLE X - AMENDMENT OF CONSTITUTION AND BYLAWS

Amendments to the Constitution and Bylaws shall be proposed by the Board of Directors and/or proposed and submitted to the Board of Directors by at least ten percent (10%) of the membership in good standing any time in each calendar year prior to or at the third quarterly meeting. Such proposed amendments shall be submitted to the membership with the election ballot mailed at least 30 days prior to the Annual Meeting. Members shall vote by mail to approve or reject such proposed amendments by a simple majority. Amendments shall become effective upon the report of adoption presented at the Annual Meeting.

## ARTICLE XI Components of the Big Thicket Consortium

### **COMPONENT 1: The Thicket of Diversity**

#### **THE CHARTER FOR THE THICKET OF DIVERSITY**

**10/11/08**

The Board of Directors of the Big Thicket Association established, in a called meeting on March 11, 2006 the Thicket of Diversity (TOD) for the purpose of conducting an All Taxa Biodiversity Inventory in the Big Thicket National Preserve and the greater Big Thicket region. The TOD shall be governed by its Executive Council, created by and answering directly to the board of BTA and its president. Executive Council members are not necessarily members of the BTA board. The TOD Executive Council will guide, support, and assist in the development and implementation of a thorough inventory of life forms in the Big Thicket region.

#### **Article 1: AUTHORITY**

Section A: The Big Thicket, an area of unique biodiversity and a major corridor for international migration, is under increasing threat from natural disasters, population increase accompanied by urban sprawl, changes in land ownership, and increasing numbers of invasive species and exotics. These critical circumstances require better knowledge of the many life forms existing in the Big Thicket.

Section B: The Big Thicket Association creates as a subsidiary of the Association the Thicket of Diversity Executive Council to advise and assist in the conduct of the All Taxa Biodiversity Inventory in the Big Thicket area.

Section C: The Council shall have the authority to solicit funds for the ATBI and to create such subcommittees as deemed necessary. All policy and financial recommendations shall be submitted to the Big Thicket Association Board of Directors for approval. All funds to support TOD shall be held in the custody of the Association.

#### **Article 2: MEMBERSHIP**

Membership in the Thicket of Diversity shall be granted to all who are engaged in or are supportive of the All Taxa Biodiversity Inventory in the Big Thicket.

#### **Article 3: EXECUTIVE COUNCIL**

Section A - The Thicket of Diversity shall have an Executive Council composed of:

Subsection 1: President, Vice President, and Secretary.

Subsection 2: Executive Director of the BTA

Subsection 3: Chairs of the standing committees (see Section C below) appointed by the Executive Council president;

Subsection 4: Two members of the BTA Board, two distinguished representatives of the larger community, and one representative of the mass media, appointed by the president of the BTA

Subsection 5: Two members of the BTNP staff, appointed by the BTNP superintendent.

Section B: The President, Vice President, and Secretary shall be elected by the attending membership present at the fall meeting of even numbered years. Elected positions shall have a term of office not to exceed four (4) years. Any elected member who misses more than two (2) regularly scheduled meeting with one year shall be automatically removed and replaced at the next fall meeting.

Section C: The standing committees are:

Science/Technical;

Funding;

Education/Outreach;

Data Management.

Other committees may be created by the Executive Council as needed

Section D: The Executive Council shall develop policies and procedures for:

The establishment of Taxonomic Working Groups;

The approval of TWIG grants and other expenditures;

Recruitment and training of citizen/scientists;

Reporting TOD activities to BTA, NPS, and funding sources

Section E: Members of the Executive Council and committees shall avoid possible conflicts of interest by abstaining on decisions involving funds that might be received directly or indirectly by that member

#### **Article 4: DUTIES AND OBJECTIVES**

Section A: The Thicket of Diversity shall focus its attention on the conduct of a thorough All Taxa Biodiversity Inventory in BTNP and the Big Thicket region.

Section B. TOD shall inform, recruit, and mobilize the scientists, local citizens and citizen scientists necessary for the development and implementation of the ATBI.

Section C: TOD shall seek grants, contributions, and other sources of funding for the support of the ATBI activities

Section D: TOD and BTA shall assure that the product of the ATBI is duly reported and recorded in a usable database so as to be available to NPS personnel, the scientific community, and the lay community for effective management and enjoyment of the ecological environment

Section E: TOD shall assist in the utilization of the ATBI for the training of citizen scientists and for effective environmental education of the public

## **COMPONENT 2**

### **LAMAR UNIVERSITY BIG THICKET STUDIES CENTER Charter Yet to be Written**

The Big Thicket region offers tremendous richness from both a cultural and biological standpoint. The region has been the focus of much cultural and natural history research. Numerous individuals have conducted the research sporadically in institutions scattered across the nation. There is no clearinghouse for this research that focuses on the cultural and biological significance of the Big Thicket. The region needs an entity that specifically seeks to facilitate research on the region.

The consequence of this is that much of the natural and cultural history of the region is either undocumented or poorly documented or that which has been documented is difficult to retrieve. Much of the local history resides primarily in the minds of an aging population that is disappearing from the landscape. Significant aspects of this history should be documented before it is lost forever.

An incomplete understanding of this region's heritage greatly increases the likelihood that society will continue to impair, if not ultimately destroy, the unique biological and cultural resources of the region. Though many believe the fight to save the Big Thicket was won in the 1970's with the creation of a National Park Service unit, the unique biological resources of the region are today in jeopardy because of activities ongoing or proposed in the region. It is critical that we better understand the ecological functions critical to the survival of the Big Thicket region of southeast Texas.

The Lamar University Center for the Study of the Big Thicket will promote the study of the natural and cultural history of the Big Thicket. In terms of cultural history, the Center, when operational, would provide for the interdisciplinary study of the region's historical events and features, folklore, architecture, politics, literature, art, music and religion. In terms of natural history, the Center would use its interdisciplinary resources to enhance the understanding of the natural features and processes of the Big Thicket. The natural features of the region have attracted the interest of many researchers throughout the nation and internationally. The Center would take advantage of the fact that Lamar University is strategically located to facilitate such studies and already has an extensive collection of Big Thicket-related materials in its library.

The Center could provide services, programs, and resources to scholars, public schools, organizations, businesses, government entities, and others interested in the region. The Center could seek to become the focal point for innovative research, education, and preservation of the heritage of the Big Thicket. In accomplishing these goals, the Center could act as a vehicle for region-specific grants and contracts that propose to research, edit, collect, exhibit, and distribute natural and cultural historical information on the region. To support such efforts, the Center could inventory the materials available in the region, such as archival materials that are not indexed in digital databases, in order to support systematic access to research materials throughout the region.

The Center is under the jurisdiction of Lamar University's College of Arts and Sciences and could fully exploit the interdisciplinary potential that the College offers. The Biology, Chemistry, English and Foreign languages, Earth and Space Sciences, History, Political Science and Sociology Departments could all offer much to advancing the goals of the Center. It has an Advisory Council appointed by the Dean of the College of Arts and Sciences.

## COMPONENT 3

### BIG THICKET NATURAL HERITAGE TRUST

#### ARTICLE I: OFFICES

1.1. **Principal Office.** The principal office of the trust shall be located at 1238 Hays Rd Silsbee TX 77656.

1.2 **Other offices.** The trust may also have offices at such other places within the State of Texas as the Board of Directors may from time to time determine.

#### ARTICLE II: PURPOSE AND FISCAL YEAR

2.1 **Purpose.** To protect and preserve the land, waters, scenic beauty, plants, wildlife, biodiversity, and natural communities of the Big Thicket; and to promote respect for and enjoyment of the rural character and culture of the Big Thicket region through encouragement of land stewardship values that promote sustainable communities.

2.2 **Fiscal.** the fiscal year shall be January 1 through December 31 each year.

#### ARTICLE III: DIRECTORS

3.1 **Powers.** The business and affairs of the Trust and all Trust powers shall be managed by the Board of Directors, subject to any limitation imposed by statute, the Articles of Incorporation, or these By-laws.

3.2 **Number; Qualification.** The number of directors which shall constitute the whole Board shall be an odd number not less than five (5) nor more than fifteen (15), at least half of which must be residents of the State of Texas.

3.3 **Election.** The Directors shall be elected at the annual meeting of the members, and each Director elected shall serve for two years with half of the Directors elected each year.

3.4 **Removal of Directors.** At any meeting of the members called expressly for the purpose of removing a director, any Director may be removed for just cause by a majority vote.

3.5 **Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, or otherwise shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

#### ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

4.1 **Place.** Meeting of the Board of Directors, annual or special, shall be held within the State of Texas.

4.2 **Annual Meetings.** Annual meetings of the Board of Directors may be held upon notice at such time and at such place as shall from time to time be determined by the Board or on written request of two (2) directors. No less than one (1) annual meeting shall be held each year.

4.3 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by the Secretary on the written request of two (2) directors.

4.4 **Notice of Board Meetings.** Written notice of each special meeting of the Board of Directors shall be given to each Director at least seven (7) days before the date of the meeting. This requirement may be waived. Attendance of a director at any meeting shall constitute a fulfillment of notice of such meeting.

4.5 **Quorum of Directors.** At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. The Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.6 **Action without Meetings.** Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if consent in writing setting forth the action taken is signed by a majority of the members of the Board of Directors or any committee, as the case may be. This would include electronic communications.

4.7 **Committees.** The Board of Directors may from time to time designate members of the Board and/or regular members to constitute special committees, which shall in each case consist of not less than three (3) and shall have and may exercise such power as the Board may determine and specify in the respective resolutions appointing them. A majority of all the members of any such committee may determine its action and fix the time and place of its meeting, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to change the number, subject as aforesaid, and members of any such committee to fill vacancies and to discharge any such committee.

4.8 **Nominating Committee.** Prior to the annual meeting of the members, the President shall appoint a committee to nominate persons for the director positions becoming vacant. Members may also nominate persons for the director positions becoming vacant by written notice to the President at least five (5) days prior to the annual meeting.

## ARTICLE V: OFFICERS

5.1 **Election; Number.** An Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and Fifth Officer shall be selected by and from the Board of Directors. The officers of the Trust shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office.

5.2 **Removal.** Any officer elected or appointed by the Board of Directors may be removed at any time by the Board majority whenever in its judgment the best interests of the Trust will be served thereby. The removal process shall be substantiated with proper documents and instances of the cause of removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

5.3 **Vacancies.** Any vacancy occurring in any office of the Trust by death, resignation, removal or otherwise shall be filled by the Board of Directors.

5.4 **Authority.** Officers and agents shall have such authority and perform such duties in the management of the Trust as may be provided in these Bylaws or as may be determined by the Board of Directors not inconsistent with these Bylaws.

5.5 **President.** The President shall be the chief officer of the Trust, shall have general authority of the business and affairs of the Trust and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside at all meetings of the Executive Committee and all meetings of the Board of Directors.

5.6 **Vice-President.** The Vice-President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority to exercise the powers of the President. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time delegate.

5.7 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all of the proceedings of the meetings of the Board of Directors. The Secretary shall perform like duties for the standing committees, when required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be.

5.8. **Treasurer** (a) The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render the President and the Board of Directors at its regular meetings, or when the President or Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

(c) The Board of Directors shall have the power to approve compensation of authorized expenses incurred by any member of the Trust.

5.9 **Fifth Officer.** The Fifth Officer shall assist other officers and vote in all matters requiring a vote of the Executive Committee.

## ARTICLE VI: GENERAL PROVISIONS

6.1 **Minutes.** The Trust shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and shall keep at its designated location, a record of its Directors, giving the names and addresses.

6.2 **Notice.** Any notice to Directors shall be in writing and shall be delivered personally or mailed to the Directors at their respective addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to Directors may also be given by other communication means designated by the Board of Directors.. Whenever any notice is required to be given under the provisions of applicable statutes or of the Articles of Incorporation or of

these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

6.3 **Membership.** Membership is open to any interested persons who pay dues. Membership dues shall be set by the Board of Directors. Members are invited to all meetings and will be on the periodic newsletter mailing list.

#### ARTICLE VII: AMENDMENT OF BYLAWS

7.1 These Bylaws may be amended by a majority vote of members attending the annual membership meeting.

**Appendix 1**

**BIG THICKET ASSOCIATION  
ARTICLES OF INCORPORATION**

We, the undersigned natural persons of the age of twenty-one or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE**

The name of the corporation is BIG THICKET ASSOCIATION.

**ARTICLE TWO**

The corporation is a non-profit corporation.

**ARTICLE THREE**

The period of its duration is perpetual.

**ARTICLE FOUR**

The purpose or purposes for which the corporation is organized are:

- To work for the preservation of the flora and fauna of the Big Thicket area of Southeast Texas;
- To promote the conservation of the natural resources and natural beauty of the Big Thicket -area;
- To maintain and perpetuate so far as possible the many types and species of trees, plants and animals found in the Big Thicket area of Southeast Texas, and to do whatever else may be done to preserve for posterity the abundance of flora and fauna and natural beauty with which this area has been endowed;
- To promote and to fund environmental education and research contributing to knowledge of the Big Thicket area;
- To publish or to support publication of cultural and scientific Big Thicket literature;

- To promote the welfare of the Big Thicket National Preserve, state parks, refuges, and nature sanctuaries; and
- To acquire by lease, deed, or otherwise such buildings and land areas as may be required for the foregoing purposes.

**ARTICLE FIVE**

The street address of the registered office of the corporation is 12149 Big Thicket Drive, Saratoga, Texas 77585-0198, and the name of its registered agent at such address is Ann Roberts (Secretary).

**ARTICLE SIX**

The number of directors constituting the initial Board of Directors of the Corporation in 1964 is nineteen (19), and the names and addresses of the persons who served as the initial directors were:

<u>Name</u>	<u>Address</u>	<u>Name</u>	<u>Address</u>
Dempsey Henley	Liberty Texas	Willie Bean	Kountze, Texas
Emmett Lack	Kountze, Texas	Jim Hale	Daisetta, Texas
Jimmy Jennings	Kountze, Texas	Rex Fortenberry	Beaumont, Texas
John K. Casey	Beaumont, Texas	Carl Sory	Saratoga, Texas
Alice Cashen	Batson, Texas	Harold Fillingim	Saratoga, Texas
Mrs. E. P. Watson	Silsbee, Texas	Joe F. Combs	Beaumont, Texas
Mrs. R. C. Mitchell	Saratoga, Texas	Mrs. Dollie J. Hoffman	Saratoga, Texas
Joseph M. Heiser, Jr.	Houston, Texas	Terrell Buchanan	Silsbee, Texas
Walter Coon	Saratoga, Texas	Lance Rosier	Saratoga, Texas
Robert Neyland	Silsbee, Texas		

**ARTICLE SEVEN**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>	<u>Name</u>	<u>Address</u>
Lance Rosier	Saratoga, Texas	Carl Sory	Saratoga, Texas
Mrs. R. C. Mitchell	Saratoga, Texas	Harold Fillingim	Saratoga, Texas
Walter Coon	Saratoga, Texas		

**ARTICLE EIGHT**

Section 1. (a) Membership: The members of this Corporation at any time shall be those persons who have paid their annual dues for the current year. Annual dues are payable on or before January 1 of each year, provided that no member shall be dropped from the rolls of this corporation if such delinquent dues are paid before March 1 of each year. The Board of Directors shall fix the amount of the annual dues by letter or card mailed to the last known address on or before December 1 each year. All adult members shall have the right to vote at annual elections and at all other meetings of the Corporation.

(b) Life Memberships: In the event any person makes a donation of \$1,000.00 or more to this Association at any one time, he shall have the right to attend and vote in all Association meetings, and have all of the other rights of a member of this Association, so long as he lives without the payment of any further dues or fees. The board may confer life memberships for outstanding services or historical significance of contributions.

(c) Meetings: There shall be at least one meeting of the Membership of the Corporation annually, and notice of Membership meetings may be given in any manner provided by law or by the bylaws of the Corporation. The annual general membership and business meeting shall be held in October of each year, unless some other date therefore is set by the Board of Directors.

Section 2. (a) Board of Directors and Officers: In addition to the Board of Directors, the officers of the Corporation shall be president, vice-president, secretary, treasurer, immediate past or past president, and such other officers as may be provided for in the bylaws of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors, who shall be elected for such term or terms as may be provided in the bylaws. At any meeting of the Board of Directors, if one-third (1/3) of the members are present, they shall constitute a quorum. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the Corporation, at any regular duly called meeting of the membership of the Corporation. The Board of Directors may appoint any number of Associate Directors that the Board may see fit. Such Associate Directors may

be chairmen of committees and perform such duties that the Board may delegate to them. The Board of Directors may appoint any committee to perform any executive duty that the Board of Directors or any officer of the Corporation could perform.

(b) Bylaws: The bylaws of the Corporation shall be prepared and adopted by the Board of Directors, but the power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the members, at any regular or dully called special meeting of the membership. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation which are not inconsistent with the law or with these Articles of Incorporation

Section 3. This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and shall keep at its registered office a record of the names and addresses of its members entitled to vote.

All books and records of the Corporation may be inspected by any member, or his agent, at any reasonable time.

Section 4. Amendment of Articles: Amendments to the Articles of Incorporation shall be submitted by mail 30 days prior to the annual membership meeting, and members shall vote to adopt or to reject amendments by simple majority of members in good standing and voting by ballot. Results of the ballot shall be reported by the Secretary at the annual membership meeting.

Section 5. Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954.

WHEREAS, all of the members of this Association have voting rights, changes in the Articles of Incorporation were submitted to members of the BIG THICKET ASSOCIATION by U.S. Mail for

action at the annual membership meeting, October 23, 1999. Members present and in good standing approved the changes by at least [two-thirds (2/3) of the votes of the members present at such meeting

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Fred Allen, President

Ann Roberts, Secretary

REVISION APPROVED BY MEMBERSHIP October 23, 1999

FILED WITH SECRETARY OF STATE May 15, 2000, Charter No. 00207951

## **Appendix 2**

BTA Resolution of March 11, 2006 for Big Thicket ATBI

In accordance with Article VII, Section 2 of the Big Thicket Association Constitution and Bylaws (Rev. 11/6/94 & 1/2/01) the Big Thicket Association creates an ad hoc committee for the purpose of supporting and supervising an All Taxa Biodiversity Inventory (ATBI) in the Big Thicket area. Its justification and structure are as follows:

The Big Thicket, an area of unique biodiversity and a major corridor for international migration, is under increasing threat from natural disasters, population increase accompanied by urban sprawl, changes in land ownership, and increasing numbers of invasive species and exotics. These critical circumstances require better knowledge of the many life forms existing in the Big Thicket.

Therefore, the Association creates as a subsidiary of the Association the ATBI Committee to advise and assist in the conduct of the All Taxa Biodiversity Inventory in the Big Thicket area. The committee shall have the authority to solicit funds for the ATBI and to create such subcommittees as needed. All policy and financial recommendations shall be submitted to the Association Board of Directors for approval. All funds to support ATBI shall be in the custody of the Association.

The committee shall be composed of the chairs of the subcommittees, plus the following appointed by the president of the Association: two members of the BTA Board, two distinguished representatives of the larger community, and one representative of the mass media. Two members of the BITH staff nominated by the BITH superintendent shall serve as ex officio members. The committee shall elect its chair, vice chair, recording secretary, committee chairs and such other officers as needed.

**THICKET OF DIVERSITY**  
**Big Thicket National Preserve**

**First EXECUTIVE COUNCIL**

<b>President</b>	<b>Jerry Cook</b>
<b>Vice President</b>	<b>Gillian Bowser</b>
<b>Secretary</b>	<b>Bruce Drury</b>
<b>BTA Board Member</b>	<b>Wendy Ledbetter</b>
<b>BTA Board Member</b>	<b>Bruce Drury</b>
<b>Community Member</b>	<b>Ellen Temple</b>
<b>Community Member</b>	<b>TBD</b>
<b>Media Representative</b>	<b>Larry Beaulieu</b>
<b>Data Management Chair</b>	<b>Tobby Hibbitts</b>
<b>Science/Technical Chair</b>	<b>Dale Kruse</b>
<b>Education/Outreach Chair</b>	<b>Priscilla Weeks</b>
<b>Funding Chair</b>	<b>Maxine Johnston</b>
<b>Ex Officio BITH Staff</b>	<b>Curtis Hoagland</b>
<b>Ex Officio BITH Staff</b>	<b>Matt Fagan</b>

### Appendix 3

#### Brief on the Big Thicket Consortium

The **Big Thicket Consortium** comprises five entities organized under the leadership of the Big Thicket Association (BTA) with the BTA president serving as chair of the Consortium. The other member organizations are:

1. The Big Thicket Natural Heritage Trust (BTNHT), represented by the president of the BTNHT Board of Directors;
2. The Thicket of Diversity (ToD), represented by the President of its Executive Council;
3. The Big Thicket National Preserve's Field Research Station (BTNP-FRS), operated by the BTA under a Memorandum of Understanding with the Preserve, and represented by the Preserve's Resource Management Chief. *The Field Research Station may eventually be funded by the National Park Service.*
4. Lamar University's Center for Big Thicket Studies (LU-CBTS) is represented by its Director and/or the Dean of the College of Arts & Sciences. *The Center for Big Thicket Studies continues to seek funding through Lamar University from the Texas Legislature*

As noted in hits report, all elements of The Consortium are active except for The Lamar University Center for the Study of the Big Thicket. The Center was authorized in 2003 by Lamar University President James Simmons to promote the study of the natural and cultural history of the Big Thicket. In terms of cultural history, the Center, when operational, would provide for the interdisciplinary study of the region's historical events and features, folklore, architecture, politics, literature, art, music and religion. In terms of natural history, the Center would use its interdisciplinary resources to enhance the understanding of the natural features and processes of the Big Thicket. Even though the natural features of the region have attracted the interest of many researchers throughout the nation and

internationally, and although Lamar University is strategically located to facilitate such studies and already has an extensive collection of Big Thicket-related materials in its library, the Center has not been funded and remains inactive.

The Big Thicket Association currently has an ad hoc committee, headed by Vice President Rosalie Rogers, reviewing the governing documents of all of the Consortium components with the objective of proposing a structure that will allow greater cooperation among the components. In addition, BTA has created The Big Thicket Legacy Committee which is charge with the task of establishing and funding an endowment that will ensure the continuing viability of the Consortium.

The Consortium also has a proposal to include the Sandy Lands Nature Conservancy as a member.

## **Appendix 4**

### Rationale for Appointing a BTA/BT Consortium Executive Director

#### Description of Project

The project involves collaboration of four organizations with related purposes and goals: the Big Thicket Association, the Big Thicket Natural Heritage Trust, the Lamar University Center for Big Thicket Studies and the Big Thicket National Preserve Field Research Station. The first two are 501-C-3 incorporated organizations with volunteer leadership that critically need administrative assistance. The Lamar University Center for Big Thicket Studies cannot fulfill its promise for lack of full-time leadership and state funding is not yet available. The Preserve is a unit of the U.S. National Park System and is short-staffed and under-funded; hence the Big Thicket Association manages the Preserve's Field Research Station under a Memorandum of Understanding.

#### Meet Program Objectives and Goals:

An Executive Director with clerical assistance would administer on-going projects and represent the private organizations to corporate officials, government agencies, and the general public. The Director would oversee recruitment campaigns for new members and maintenance of appropriate records and communications with members. The Director would oversee operation of the Field Research Station, Big Thicket National Preserve until the Preserve can obtain funding to operate the facility. A critical part of the job description involves fund-raising through grants and endowments.

#### Organization Links

The Big Thicket Association will address public education and support and, aided by the Big Thicket Natural Heritage Trust, will acquire significant natural areas for transfer to appropriate agencies. The Big Thicket National Preserve will identify and evaluate proposed acquisitions. The Center for Big Thicket Studies will encourage scientific and cultural research. All of the consortia organizations will encourage sustainable development and eco-tourism in gateway communities.

- The Big Thicket Association and the Big Thicket Natural Heritage Trust should increase memberships.
- The Big Thicket Association must intensify efforts to strengthen natural resource protection in the Big Thicket Region through public education.

- The Big Thicket Natural Heritage Trust must endeavor to save significant natural areas, particularly those adjoining the Big Thicket National Preserve.
- With the assistance of an Executive Director, fund-raising efforts will increase, and the Director will work to acquire land by all means of acquisition, including fee purchase, conservation easements, cooperative agreements, etc.