

BYLAWS OF BMRA, INC.

ARTICLE I. NAME OF CORPORATION

Section 1.01. The name of the corporation shall be BARNWELL MOUNTAIN RECREATION AREA, INCORPORATED; also known as BMRA, Inc., or hereinafter referred to as “the Park”.

Section 1.02. This corporation is organized exclusively for purposes under Section 501(c)(7) of the Internal Revenue Code of the United States. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under Section 501(c)(7); including the making of distributions to other organizations that qualify as exempt organizations under Internal Revenue Code.

ARTICLE II. LOCATION OF THE CORPORATION

The principal office of BMRA, Inc. shall be located at 6284 Texas Highway 155 North, Gilmer, Texas, 75644. The Board of Directors of BMRA, Inc. shall have the power and authority to designate, establish, and maintain secondary and subordinate offices at other locations, inside or outside the State of Texas, as deemed necessary to conduct BMRA, Inc. business.

By an action of the Board of Directors, the principal office may be moved to another location in the State of Texas, by recording the changed address and effective date herein; and such a change shall not be considered an amendment of these Bylaws. Such change shall be promptly reported to the Secretary of State of Texas, the Internal Revenue Service, any additional governmental entities as required, and to the Secretary of the Texas Motorized Trails Coalition (hereinafter “TMTC”)

_____ date _____

_____ date _____

_____ date _____

ARTICLE III. GOALS AND OBJECTIVES OF CORPORATION

Section 3.01. The basic goal of BMRA, Inc. is the safe and cost effective operation of the facility herein referred to as “the Park”; which is deeded to Texas Motorized Trails Coalition, Inc. The Park is 1,800 acres, more-or-less, located in eastern Upshur County, approximately 5 miles ENE of Gilmer, Texas, on the east side of Texas Highway 155, at the physical point identified as Barnwell Mountain. The Park was established in 2000, using Federal funds provided through Texas Department of Parks & Wildlife, and is appraised by the Upshur County Central Appraisal District under the classification of park/recreational/scenic lands. The designated usage of the Park is motorized recreational

activities for Off Highway Vehicles (OHV), and the Park is open for use by groups and individuals who abide by the rules and regulations established by the Board of Directors of BMRA, Inc., and who pay the appropriate fees for usage.

Section 3.02. The objectives of BMRA, Inc. include:

- A) Support for the goals and objectives of TMTC, in any lawful manner, and insofar as they do not conflict with these Bylaws.
- B) Creating and maintaining a positive image of OHV activities in general, and particularly BMRA, Inc., activities within the public at large and the business community affected by the Parks operations.

ARTICLE IV. BOARD MEMBERS

Section 4.01. There shall be no less than 5, or more than 7, members elected to the Board of Directors of the Park.

Section 4.02. Board members shall meet the following qualifications:

- A) Be a active member in good standing of TMTC,
- B) Be of the age of majority in the State of Texas,
- C) Be a legal Texas resident for 6 months prior to election to office,
- D) Be willing and able to attend meetings and perform the duties of office,
- E) Be able to demonstrate their understanding and support for the goals and objectives of the Park,
- F) Be qualified to be bonded, should their duties require bonding. The need and amount to bond any Board member shall be determined by the Board of Directors of the Park, who shall approve the payment of all costs of any bonds so specified.

Section 4.03. Obligations of Board Members:

Each person who accepts a position as a member of the Board of Directors of the Park, shall understand that they are required to attend meetings, participate in debate and discussion, and to the best of their ability, to share in the authority and responsibility of operating the Park. Each member of the Board of Directors is expected to diligently apply themselves to the duties of their office, and to share in the hands-on aspects of operations that may from time to time be required. Any disability or situation that may affect a Board members performance of their duties shall be clearly communicated to the Board of Directors.

Any Board member found to be negligent in their duties, or frequently absent from Board activities may, by a 2/3 vote of all other members of the Board of Directors, be declared to be removed from their office, without prejudice. However, the Board, by a 2/3 vote of all other members, may recommend that disciplinary proceedings be conducted by the TMTC Board of Directors, if there is evidence of criminal activity, or any conduct materially and seriously prejudicial to the interest of the Park.

Any Board member vacating a seat on the Park Board, for any reason, shall understand that all equipment, supplies, documents, lists, records, or other paraphernalia that have been entrusted into their care as a Board member, are the property of the Park, and shall be returned to the Board of Directors with due care to preserve their practical value and utility. Such properties shall be returned within 30 days, unless otherwise specified by the Board of Directors.

Any vacant seat on the Board may be requested to be filled as provided in Section 5.08 of these Bylaws.

Section 4.04. Resignation of Board Members:

Any member, may at any time, resign from the Board of Directors, by giving written notice to the Board of Directors, President, or Secretary, either by mail or in person. A resignation shall be considered effective as of the date of the resignation, the date of postmark, or the date of its receipt by the Board of Directors of the Park, as determined by an action of the Board.

Section 4.05. Compensation of Board Members:

Board members shall serve without compensation; however, any member shall be allowed to request reasonable reimbursement of expenses incurred in the performance of their duties of office, with such reimbursements subject to approval by the Board of Directors. This policy shall not preclude any Board member from serving in some other capacity to the Park, and receiving compensation for those services.

Section 4.06. Nomination of Board Members:

Candidates for seats on the Board of Directors of the Park may be nominated by the TMTC Board of Directors, the Park Board of Directors, or any member in good standing of TMTC. Any such nominations may be presented, in writing or in person, to any Officer of TMTC, or Member of the Park Board of Directors, at any time prior to the Chair declaring that nominations are closed. Nominations may be made from the floor at any duly called and convened meeting of TMTC, or the Park Board, at which nominations are in order.

Section 4.07. Election of Board Members:

The election of members to seats on the Board of Directors of the Park shall occur as a regular matter of business at the first duly called and convened meeting of the TMTC Board of Directors, following the annual General Membership meeting of TMTC, scheduled for the last Saturday of July of each year. If for any reason, this meeting cannot be convened or the election cannot be declared complete, this election process shall be bound over as an urgent matter of business, and such election shall be formalized as soon thereafter as is practical to convene or establish a quorum.

Ballots shall be provided to all members of the TMTC Board of Directors who are present, and shall bear the names of each person who has been nominated as a candidate for a seat on the Park Board of Directors. Each TMTC Director shall vote for the number

of candidates equaling the number of seats to be filled, or fewer, and the seats shall be filled by the person receiving the greatest number of votes, until all vacant seats have been filled. The Chair shall declare the election complete, and name the persons who have been elected. The ballots and any tally sheets shall be recorded and preserved with the corporate documents of TMTC.

Any time that the nomination process has resulted in a slate of candidates equal to the number of seats to be filled, the Chair may entertain a motion to declare the election to be by acclamation. If such motion is duly made and passed, the Chair may declare the election to be complete.

Section 4.08. Election of Officers of the Board of Directors:

At the first duly called and convened meeting of the Park Board of Directors, following the TMTC election process, it shall be a regular matter of business for the newly elected Board to determine which of its members shall be named Chairman, Vice Chairman, Secretary, and Treasurer, and any other titled positions it deems necessary to properly conduct business for the coming term of office. A Chair pro tempore shall call for nominations for each position to be filled, and the members shall vote to decide the Board member who will fill that position for the coming term of office. Each position shall be filled by the person receiving the greatest number of votes, until each named position has been filled. The Chair shall declare the process complete, and the results shall be recorded.

Any vacancy that occurs on the Board may be filled by requesting that the TMTC Board of Directors elect a qualified person as a replacement; if that vacancy leaves a named position on the Park Board of Directors unoccupied, the remaining Board members shall elect a qualified person to complete the current term of that named position.

Section 4.09. Duties of Officers:

The Officers of BMRA, Inc., shall perform the duties of Office; prescribed by these Bylaws; prescribed by the parliamentary authority adopted; and may have other powers and perform other duties as defined by an action of the Board of Directors, insofar as those actions do not conflict with these Bylaws, or parliamentary authority.

Section 4.10. Term of Office:

The term of office for all seats on the Board of Directors of the Park shall be 1 year; beginning on the last Saturday of April in each year, and ending on the last Saturday of April of the following year. Officers may serve multiple terms, but shall not serve more than 4 years continuously.

Section 4.11. Non-Liability of Board Members:

The Officers of BMRA, Inc., shall not be personally liable for the debts, liabilities, or other obligations of the Park.

Section 4.12. Indemnification of Board Members:

The Officers of BMRA, Inc., shall be indemnified by BMRA, Inc., to the fullest extent permissible under the Laws of the State of Texas.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01. Board Composition:

The Board shall consist of no less than 5, or more than 7 seats. At least one of those seats shall be dedicated for a person who is concurrently serving on the TMTC Board of Directors; 1 or 2 additional seats may also be held by persons concurrently serving on the TMTC Board of Directors, but no more than 3 members of the Park Board of Directors may be currently serving as TMTC Officers.

Section 5.02. Quorum:

A quorum shall consist of those Board members present at any duly called and convened meeting. Any act or decision by a majority, at any duly called and convened Board meeting, shall be an act or decision of the Board of Directors; unless prohibited by these Bylaws, by parliamentary authority, or by Texas Statutes.

Section 5.03. Board's Duties and Powers:

All activities and legal affairs of the Park shall be conducted by, and all corporate power shall be exercised through, the Board of Directors, unless prohibited by these Bylaws, by parliamentary authority, or by Texas Statutes.

Section 5.04. Meetings:

Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held quarterly, at a time and place determined by an act of the Board. Special meetings of the Board may be called by the Chairman, or by the demand of 2 or more members of the Board. By an action of the Board of Directors, a duly called vote by printed ballot, or vote by electronic ballot, or roll call vote by telephone conference, shall have the force of a duly called meeting of the Board of Directors. Unless declared to be in Executive Session, any meeting of the Board may be attended, and observed, by any TMTC member in good standing.

Section 5.05. Notice of Meetings:

The following provisions shall govern the giving of proper notice for meetings of the Board of Directors;

- A) Any regularly scheduled date and time of day, clearly communicated to Board members,
- B) Special meetings, or meetings not held at the regularly scheduled day and time of day shall require notice at least 72 hours prior to the meeting. Each member of the Board shall be given notice, and such notice may be verbal or written, may be given in person, by first class mail, by telephone message, by facsimile or electronically, and shall state the location, date and time of day of the meeting, and information regarding any significant agenda items proposed to be acted upon at the meeting.

Section 5.07. Presumption of Assent:

Any member of the Board of Directors who is present at a duly called and convened meeting of the Board, at which action is taken on any matter legally brought onto the floor, shall be presumed to have assented to that action, unless their dissent shall be entered into the minutes of that meeting, or unless they shall file their written dissent to that action with the Secretary of that meeting prior to adjournment. The right to register dissent shall not apply to a Board member who was recorded as voting in favor of the specific action taken.

ARTICLE VI. COMMITTEES

In general, the Board of Directors shall act as a “committee of the whole”, in the conduct of ordinary matters of business; however, special committees may be established by an act of the Board, to study or act on some particular matter of business, as deemed useful to efficiently conduct Park business. The rules and practices of any committee may be varied by the action of that committee, but not to any extent that those rules and practices are inconsistent with these Bylaws, or parliamentary authority. Any TMTC member in good standing may be a member of any committee, unless prohibited by these Bylaws, or parliamentary authority.

ARTICLE VII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Board of Directors of the Park in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws, and any special rules of order the Board may adopt.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws, or any part thereof, may be altered or amended, or be repealed or replaced by adopting new Bylaws. Unless prohibited by law, such changes may be established as follows:

- A) Any such change must be reduced to writing, which clearly states the portion to be changed, the changes proposed to be made to it, or the section that is proposed to replace that portion.
- B) The Board of Directors of the Park shall consider the proposed change at a duly called and convened meeting of the Board. A vote of approval by 2/3 of the entire Board shall be required to provisionally accept any such change.
- C) Any such change that has the provisional approval of the Board of Directors of the Park, shall then be presented to the Board of Directors of the TMTC, where it shall be placed on the agenda for consideration by that Board. A vote

of approval by 2/3 of the entire TMTC Board shall be required to complete the process of amendment.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Park shall be the calendar year; beginning at 12:00 midnight on January 1st, of each year, and ending at 12:00 midnight on December 31st, of that same year.

ARTICLE X. CORPORATE RECORDS

The corporate records of BMRA, Inc., whether in the care of an elected Officer, or any other person authorized by an act of the Board of Directors, shall be safeguarded and maintained to provide a permanent record of the Park. Those records shall be available for inspection by interested parties as follows:

- A) Members of the Board of Directors. Each member of the Board of Directors shall have the right, at any reasonable time, to inspect any and all books, lists, records, accounts, inventories, and other documents, and to inspect the physical properties of the Park. Any use of those records shall only be made by authorization of the Board, and only in conjunction with proper Park business.
- B) Members of the Audit Committee of TMTC. Individually, and collectively, the members of the Audit Committee shall have the right, at any reasonable time, to inspect any and all books, lists, records, inventories, and other documents, and to inspect the physical properties of the Park. Any use of those records shall only be in conjunction with proper TMTC business.
- C) Public Inspection. Inspection of records may be permitted in person, or by agent or attorney. Requests shall be made in writing to the Secretary of the Park Board of Directors, and shall state the reason for such request and specific identification of the record(s) requested to be viewed. Such request shall be in conformance with the Laws of the State of Texas, and shall be subject to review by the Board of Directors, and legal council.

The Board of Directors shall prepare, or cause to be prepared, any and all, annual or periodic, report(s) required by law to be presented or delivered to any office of local, state, or federal government, or to the Officers of TMTC; such reports to be so prepared and delivered within the time limits set by law or internal requirement.

ARTICLE XI. LIMITATIONS ON ACTIVITIES

Notwithstanding any other provision(s) of these Bylaws, the Park shall not carry on, except to an insubstantial degree, any activities, or exercise any powers which are not in furtherance of the specific purposes of the Park. BMRA, Inc., shall not engage in partisan

or political activities, or attempt to influence legislation, except for public policy issues directly related to the purposes and interests of the Park.

No part of the earnings or assets of the Park shall inure to the benefit of, or be distributed to, any of its officers, agents, assigns, or any other private persons; except that the Board of Directors shall have authority and power to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the stated purposes and goals of the Park.

Upon the dissolution of BMRA, Inc., any assets remaining after payment, or provision for payment, of any and all legal debts and liabilities of the Park, shall be distributed for one or more exempt purposes conforming with IRS 501(c)(7) regulations, or shall be distributed to local, state, or federal government for a public purpose. All such distributions shall be made in conformance with all applicable laws and regulations.

ARTICLE XII. SEVERABILITY

In case of any conflict between the provisions of these Bylaws and the Articles of Incorporation of BMRA, Inc., the provisions of the Articles of Incorporation shall govern.

Should any provision(s) of these Bylaws be declared illegal by any court of competent jurisdiction, or held to be unenforceable or invalid for any reason, such provisions shall immediately become null and void, and all remaining provisions shall continue in full force, to the greatest extent possible after such provision(s) are struck from these Bylaws.