

**BYLAWS FOR  
THE JACOB & CHRISTINE BRODBECK FOUNDATION,  
A TEXAS NONPROFIT CORPORATION  
EIN 47-5594665**

**ARTICLE I  
Name and Principal Office**

1.01 *Name.* The name of this corporation is THE JACOB & CHRISTINE BRODBECK FOUNDATION. These bylaws constitute the code of rules adopted by THE JACOB & CHRISTINE BRODBECK FOUNDATION for the regulation and management of its affairs.

1.02 *Principal Office.* The principal office of this corporation is located at 110 High Sierra Dr., Seguin, TX 78155.

**ARTICLE II  
Purpose**

2.01 *Generally.* This corporation is to raise funds for the maintenance, upkeep and improvements of the Brodbeck Family Cemetery, a Texas Historic Cemetery, for obtaining a Historic Person Marker for the cemetery and for any and all lawful purposes.

2.02 *Nonprofit.* This corporation shall operate exclusively as a nonprofit corporation pursuant to “Texas Non-profit Corporation Law” of the State of Texas and Section 501(c)(3) of the Internal Revenue Code of the United States of America. This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE III  
Board of Directors**

3.01 *Powers.* The Board of Directors of this corporation is vested with the management of the business and affairs of this corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

3.02 *Number of Directors.* The Board of Directors will consist of four (4) Directors. The President shall also be a Director with the full rights and responsibilities of any Director, such as the right to vote on any issue and the right to propose any motion. Upon resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than four (4) Directors.

3.03 *Terms of Directors.* Board members shall serve terms of two (2) years each. Directors may serve consecutive terms without limit.

3.04 *Staggered Terms.* There shall be staggered terms of office for Directors so that one-half (1/2) of the directorships shall be up for election each year (or if the number does not evenly divide by halves, the board shall be divided as close to halves as possible). The system for staggered terms of office shall be implemented as follows: At the organization meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, half of the board member shall have an initial term of one (1) years, and the other half shall have an initial term of two (2) years. The minutes of this board meeting shall show the results of the drawing.

3.05 *Eligibility.* Any current Director or Officer may be nominated for Director. Any Member in good standing for the year prior to the election date may be nominated for Director.

3.06 *Elections of Directors.* Directors are elected by the Members of this corporation. Elections for Directors filling expired terms shall be held at the annual membership meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Members or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

3.07 *Resignation.* Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

3.08 *Removal.* Any Director may be removed with or without cause, at any time, by a majority resolution of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place. Any Director under consideration of removal shall be given an opportunity to be heard at the meeting called for that purpose.

3.09 *Vacancies.* Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

3.10 *Compensation.* Directors may not receive compensation for their services, but by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

**ARTICLE IV**  
**Committees**

4.01 *Executive Committee.* The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to direct the activities of this corporation as authorized by the Board of Directors. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

4.02 *Additional Committees.* The Board of Directors may from time to time designate and appoint additional standing or temporary committees. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

**ARTICLE V**  
**Board Meetings**

5.01 *Place of Board Meetings.* Regular and Special Meetings of the Board of Directors will be held at any place that the President may designate in the State of Texas.

5.02 *Regular and Special Meetings.* Regular meetings of the Board of Directors shall be held annually, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by a majority of Directors.

5.03 *Notice of Board Meetings.* Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or electronic message not less than ten (10) days notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than ten (10) days notice prior to the meeting.

5.04 *Waiver of Notice.* Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

5.05 *Quorum.* A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute a resolution of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

5.06 *Meetings by Remote Communications Technology.* A meeting of the members of the corporation, the board of directors of the corporation, or any committee designated by the board

of directors of the corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

- (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

## **ARTICLE VI**

### **Officers**

6.01 *Roster of Officers.* The Corporation shall have a President, Vice President, Secretary, Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except that the positions of President, Secretary, and Treasurer are mutually exclusive.

6.02 *Election and Removal of Officers.* All officers shall serve two (2) year terms. The election shall be conducted at the Board of Directors' annual meeting and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

6.03 *Staggered Terms.* There shall be staggered terms of office for Officers so that one-half (1/2) of the officer positions shall be up for election each year. The system for staggered terms of office shall be implemented as follows: At the first annual meeting of the Board of Directors the Officers shall be elected to the following initial terms of service:

- (a) The President and Secretary shall be elected for a two (2) year initial term of service.
- (b) The Vice President and the Treasurer shall be elected for a one year initial term of service.

6.04 *Vacancies.* If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical.

6.05 *Removal of Officers.* Any Officer may be removed with or without cause, at any time, by a majority resolution of the majority Board of Directors, at a Regular or Special Meeting called for that purpose. Any Officer under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place. Any Officer under consideration of removal shall be given an opportunity to be heard at the meeting called for that purpose.

6.06 *Compensation.* Officers will not receive compensation for their services, but by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Officer.

6.07 *President*

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given him/her by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

6.08 *Vice President*

- The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

6.09 *Secretary*

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.
- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the registered or principal office of the Corporation during regular business hours or at a reasonable time.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.

- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

#### 6.10 *Treasurer*

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another Director or Officer of the Corporation as an authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a quarterly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours or at a reasonable time for inspection and copying.

## **ARTICLE VII**

### **Members**

7.01 *Eligibility.* Membership may be granted to all descendants of Jacob & Christine Brodbeck and their families.

7.02 *Rights.* Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: elections for members of the Board of Directors, dissolution of the corporation, merger or exchange with

another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation. A member of this corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose.

7.03 *Membership Actions.* The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds (2/3) majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation. The attendance of one-tenth (1/10) of members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

7.04 *Record Date.* The record date for the purpose of determining the members of this corporation entitled to receive notice for a membership meeting is the twenty-first (21<sup>st</sup>) day before the date the action requiring the determination of members is taken. All Members, however, are entitled to vote at any membership meeting.

7.05 *Regular Membership Meetings.* The Membership shall meet once a year at a time designated by the Board of Directors. Regular Membership Meetings shall take place at any place that the President may designate within Gillespie County, Texas.

7.06 *Notice of Regular Membership Meetings.* Written notice of the Regular Membership Meeting shall be given not less than ten (10) calendar days nor more than sixty (60) calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, facsimile, or electronic message and shall state the place, day, and time of the meeting.

7.07 *Special Membership Meetings.* Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of one-tenth (1/10) of members entitled to vote.

7.08 *Notice of Special Membership Meetings.* Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

7.09 *Method of Membership Voting.* A member vote on any matter may be conducted by mail, facsimile transmission, electronic message, or any combination of those methods.

7.10 *Enrollment of Members.* The Board of Directors shall adopt a membership application form. The application form shall require the name and address of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The Secretary shall keep an up-to-date membership list.

7.11 *Preparation of Voting Member's List.* After setting a record date for the notice of a meeting, the Secretary shall prepare an alphabetical list of the names of all its voting members. The list must identify:

- (a) the members who are entitled to notice and the members who are not entitled to notice of the meeting;
- (b) the address of each voting member; and
- (c) the number of votes each voting member is entitled to cast at the meeting.

## **ARTICLE VIII**

### **Indemnification**

8.01 *Insurance.* The Corporation may provide indemnification insurance for the Directors, Officers, employees, and agents of this corporation, and the Board shall select the amount and limits of such insurance policy.

8.02 *Indemnification.* To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation may be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

8.03 *Limits on Indemnification.* Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

## **ARTICLE IX**

### **Operations**

9.01 *Execution of Documents.* Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by resolution of the Board of Directors.

9.02 *Disbursement of Funds.* Financial Transactions which have a value of \$1,000.00 or more shall require majority approval of the Board of Directors. In all other transactions, the Treasurer (or other Director or Officer approved by the majority of the Board of Directors) may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of



Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws.

9.03 *Records.* The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation and a membership roster.

9.04 *Inspection of Books and Records.* All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

9.05 *Loans to Management.* The Corporation will make no loans to any of its Directors or Officers.

9.06 *Dividends Prohibited.* A dividend may not be paid to, and no part of the income of this corporation may be distributed to, Members, Directors, or Officers of this corporation.

9.07 *Limits on Political Activity.* No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, as amended), nor shall this corporation participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

9.08 *Fiscal Year.* The fiscal year for the Corporation will be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE X**

### **Amendments to Bylaws**

#### 10.01 *Substantive Amendments*

- Substantive amendments are those that affect the structure of the organization, powers, duties, requirements or methods of operation.
- Substantive Amendments require a two-third (2/3) majority resolution of the entire Board. Directors not present may vote by mail, facsimile transmission, electronic message, or any combination of those methods so long as a quorum is present.

#### 10.02 *Technical Amendments*

- Technical amendments are those that affect only spelling, grammar, punctuation, parallel structure, consistent usage, or the numbering or titling of the various parts of the Bylaws or cross-references therein.
- The Secretary has the power to enter technical amendments at his/her discretion, but the Secretary must submit such amendments to the Board of Directors within ten (10) days of entering the amendment.
- Within in ten (10) days of actually receiving notice of a technical amendment, any Director may invalidate the amendment by sending written notice to the Secretary. If written notice is sent by mail, the postmark date shall determine date of notice.

10.03 *Proposing Amendments*

- Any Officer or Board member may propose to the Board of Directors an amendment of the Bylaws.
- Such proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and provide a full explanation of the reasons for the proposed changes.

10.04 Upon dissolution of the corporation, all funds of the corporation shall be donated to another nonprofit organization.

**CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of THE JACOB & CHRISTINE BRODBECK FOUNDATION at its meeting held on \_\_\_\_\_.

\_\_\_\_\_  
Secretary