

# ***FORT CLARK SPRINGS COMMUNITY COUNCIL***



***WORKING TOGETHER FOR A BETTER COMMUNITY***

Revised Jan. 2009

# CONSTITUTION

## ARTICLE I - NAME

The name of the organization shall be THE FORT CLARK SPRINGS COMMUNITY COUNCIL.

## ARTICLE II - PURPOSE

- The purpose of THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall be:
  - (a) to give members an opportunity to express their views on Fort Clark Springs issues.
  - (b) to provide council and assistance to the various governing bodies of Fort Clark Springs Association.
  - (c) to assist and develop various projects for the enhancement of Fort Clark Springs and the community.
  - (d) THE FORT CLARK SPRINGS COMMUNITY COUNCIL is a non-profit organization.

## ARTICLE III - MEMBERSHIP

The membership of THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall be all Fort Clark Springs Association members in good standing.

## ARTICLE IV - ELECTED OFFICERS

The elected officers of THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall be:

- (a) President
- (b) 1<sup>st</sup> Vice President
- (c) 2<sup>nd</sup> Vice President
- (d) Secretary
- (e) Treasurer

## ARTICLE V - BOARD OF DIRECTORS

THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall be governed by a Board of Directors. The elected officers in ARTICLE IV above shall serve as the Board of Directors of THE FORT CLARK SPRINGS COMMUNITY COUNCIL.

## ARTICLE VI - MEETINGS

THE FORT CLARK SPRINGS COMMUNITY COUNCIL SHALL MEET ANNUALLY IN January and shall meet monthly regularly scheduled meetings. All meetings shall be called and scheduled in conformance with the attached By-Laws.

## ARTICLE VII - AMENDMENTS

This Constitution may be amended at any regular annual meeting by a 75% majority vote of the members present and voting. The proposed amendment must be presented for discussion at a regular monthly meeting at least 2 months prior to the annual meeting at which the proposed amendment will be voted on by the membership.

---

## BY-LAWS

### ARTICLE I - MEETINGS

1. Regular membership meetings shall be held on the second Saturday of each month at 10:00 a.m. Notice of such meetings shall be posted no less than five (5) days prior to the meeting in at least two (2) prominent places and such notice shall include the date, time and place of the meeting.

2. Special meetings of the membership may be called by the Community Council Board of Directors or at the request of fifteen (15) or more members and notice of such meeting shall be posted at least (5) days prior to such meeting in at least two (2) prominent places. Such notice must include the topic to be covered and the date, time and place of the meeting.

3. The Annual Meeting shall be held at the time of the regular monthly meeting in January of each year and shall be combined with the January regular meeting.

The meeting shall include the regular monthly business, annual financial report and other matters appropriate for consideration at the annual meeting.

Election of officers will take place at the Annual Meeting (see ARTICLE II, sec. 10, 11 and 12).

4. It shall be the right and duty of all members to attend meetings.

5. Non-resident members shall be encouraged to attend and participate at meetings.

6. Non-member residents shall not have voting rights.

### ARTICLE II - ELECTED OFFICERS *See Amendment*

1. The term of office for an elective office shall be one (1) year.

2. No elected officer may succeed him/herself in the same office more than three (3) times.

3. Qualifications for elected officers:

- (a) elected officers must remain a member of Fort Clark Springs Association in good standing.
- (b) elected officers must pledge to uphold the Constitution and By-Laws of THE FORT CLARK SPRINGS COMMUNITY COUNCIL.
- (c) elected officers must pledge to attend all meetings of the COMMUNITY COUNCIL insofar as it is possible for them to do so.
- (d) elected officers may not be an elected officer or an employee of Fort Clark Springs Association.

4. Any elected official who is absent from three (3) consecutive regular meetings may be removed from office by a 2/3 vote of the full Board of Directors. Any elected official who cannot attend a scheduled meeting shall notify the chairperson in charge of such meeting of his/her absence as far in advance as possible.

5. An elected official may be excused from compliance with ARTICLE II, sec. 4, for extenuating circumstances by a 2/3 vote of the full Board of Directors.

6. Nominations for each office will be presented by the nominating committee and the presiding officer shall seek additional nominations from the floor at the Annual Meeting.

7. Each office will be voted on separately by secret ballot. Elections shall be held in such a manner that a candidate who is an unsuccessful candidate for one office may be nominated to be a candidate for other elective office.

8. Successful candidates shall receive a plurality of votes cast by the eligible voters present.

9. In case of a tie for any office the winner shall be immediately determined by lot before the elections continue.

10. All elected officers shall be sworn in and take office at the end of the meeting at which they are elected.

11. The presiding officer may conduct the installation ceremony or may designate someone else to do so.

12. Installation shall include a pledge by the newly elected officers (see ARTICLE VI, sec. 2).

### **ARTICLE III - DUTIES OF ELECTED OFFICERS.**

1. **PRESIDENT** - The Community Council President shall:

- (a) preside over all Council meetings.
- (b) preside as Chairman of the Community Council Board of Directors.
- (c) countersign all checks.
- (d) appoint all committee members not specified elsewhere in these by-laws.

- (e) serve as a non-voting member of all committees.
  - (f) work diligently to accomplish as much participation as possible from all members.
  - (g) serve as a representative of the Council to other organizations.
  - (h) perform such other duties as may be directed by the Community Council Board of Directors or approved by a majority vote of the membership at a regular monthly meeting or at a special meeting called for such purpose.
2. **1<sup>ST</sup> VICE PRESIDENT** - The duties of the 1<sup>st</sup> Vice President shall be to:
- (a) assume any and all duties of the President when the President is absent or unable to carry out his/her duties.
  - (b) serve as chairperson of committees as assigned by the President.
  - (c) perform other duties and responsibilities as delegated by the Board of Directors.
3. **2<sup>ND</sup> VICE PRESIDENT** - The duties of the 2<sup>nd</sup> Vice President shall be to:
- (a) assume any and all duties of the 1<sup>st</sup> Vice President when the 1<sup>st</sup> Vice President is unable to carry out his/her duties.
  - (b) serve as chairperson of committees as assigned by the President.
  - (c) perform other duties and responsibilities as delegated by the Board of Directors.
  - (d) monitor Bingo operation sponsored by the Community Council.
4. **SECRETARY** - The duties of the Secretary shall be to:
- (a) keep complete accurate minutes of all proceedings of the Council and maintain a file in the Community Council office.
  - (b) keep a record of all members and officers attending all Council meetings.
  - (c) post notices of all meetings as required by these by-laws.
  - (d) keep the Constitution and By-Laws up to date and available to all members.
  - (f) attend to all correspondence of the Community Council.
  - (g) perform other duties and responsibilities as delegated by the Board of Directors.
5. **TREASURER** - The duties of the Treasurer shall be to:
- (a) issue and sign all checks as authorized by the Board of Directors and approved by the membership.
  - (b) keep an itemized account of all receipts and disbursements.
  - (c) present a completed statement of all financial transactions at each regular meeting.
  - (d) perform other duties and responsibilities as delegated by the Board of Directors.

**ARTICLE V - DUTIES OF RETIRING OFFICERS (elected or appointed)**

All retiring elected officers, appointed officers and committee members shall within ten (10) days after they no longer hold the office, deliver to the Board of Directors any and all Council records and/or Council property in their possession.

## **ARTICLE V - BOARD OF DIRECTORS**

1. The Board of Directors of THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall consist of the elected officers of the Community Council as in ARTICLE III, plus two (2) additional directors appointed by the elected Board of Directors (see ARTICLE V, sec. 10).

2. The President of the Community Council shall also serve as the President of the Board of Directors.

3. The Board of Directors may organize themselves and determine their own specific duties and responsibilities which shall conform to these By-Laws.

4. The Board of Directors' meetings shall be open to all members, except for executive session when discussing certain specific matters, and shall be guided by the spirit and intent of the Texas Open Meeting Law.

5. The Board of Directors shall have authority to conduct the business and attend to all affairs of the Community Council in accordance with the provisions of the Constitution and By-Laws and as directed by the membership.

6. The Board of Directors shall meet prior to the regular monthly meeting to approve and authorize all expenditures of the Community Council.

7. The Board of Directors shall act as custodian of all properties and records of the Community Council.

8. The Board of Directors shall provide for an annual financial audit immediately prior to the Annual Meeting for reporting to the membership at the Annual Meeting.

9. The Board of Directors, by appointment, shall fill any vacant elective office not otherwise filled under ARTICLE III, sec. 2 (a), sec. 3 (a) & (b). Any appointee to an elective office shall serve in such office until the next election the following January. An appointee's term shall not count toward the term limits set forth in ARTICLE, sec. 2.

10. The Board of Directors shall appoint two additional directors, who may be only part year residents, to serve on the Board and shall not be required to serve the entire twelve (12) months but must agree to serve no less than four (4) months.

11. Board of Directors meetings may be called by the President of the Board or any two (2) Board members. Notice of such meeting shall be given the same as for special meetings in ARTICLE I, sec. 2.

12. The Board of Directors shall provide appropriate insurance and bonding for persons acting in an official capacity for the Community Council.

## ARTICLE VI - COMMITTEES

1. The following committees of at least three (3) persons shall be appointed by the President and approved by the Board of Directors.

The Board of Directors may appoint an *ad-hoc* committee anytime they deem necessary.

Committee members shall serve until the Board determines that their work is completed or service is no longer desired and abolished the committee or until their successors are appointed.

Committee members must resign in writing. Likewise, the Board must communicate in writing when a committee member's services are no longer desired.

2. **NOMINATING COMMITTEE** - This committee shall present a slate of qualified candidates for elective office at the Annual Meeting in January. Each candidate must sign a brief statement of willingness to serve. A nominating committee member will have such written statements prepared ahead for signatures of candidates nominated from the floor before the voting takes place. The statement shall read as follows:

- (a) I pledge to remain a member in good standing of the Fort Clark Springs Association.
- (b) I pledge to uphold the Constitution and By-Laws of THE FORT CLARK SPRINGS COMMUNITY COUNCIL.
- (c) I pledge to attend all meetings of the Community Council and its Board of Directors insofar as it is possible for me to do so.
- (d) I pledge to carry out my duties and responsibilities to the members of THE FORT CLARK SPRINGS COMMUNITY COUNCIL to the utmost of my ability.

3. **PUBLICATION COMMITTEE** - This committee shall be responsible to determine how best to communicate with the membership and assist in that task. The Publication committee shall propose communication items for publication in The Sentinel. All proposed items for The Sentinel shall be approved by a majority of the Community Council Board of Directors.

## ARTICLE VII - Quorum

1. The members present at regular Community Council meetings shall constitute a quorum.

2. A quorum for special called meetings shall be no less than seventy-five (75) percent of members present at the previous regular monthly meeting.

3. A majority of the Directors shall constitute a quorum for meetings of the Board.
4. A majority of the Committee members shall constitute a quorum for committee meetings.

**ARTICLE VIII –Fiscal Year**

The fiscal year of THE FORT CLARK SPRINGS COMMUNITY COUNCIL shall be June 1 through May 31. (See Amendment 2008)

**ARTICLE IX- PARLIAMENTARY AUTHORITY**

ROBERTS RULES OF ORDER (latest revision) shall govern all proceedings at all Community Council meetings in all cases where they are applicable and not inconsistent with the Constitution and By-Laws.

**ARTICLE X- BY-LAW CONFLICTS**

If any of these By-Laws conflict with any provision of the Constitution, the Constitution shall take precedence over the By-Laws.

**ARTICLE XI- AMENDMENTS TO THE BY-LAWS**

Amendments to these By-Laws may be made at any regular monthly council meeting by a 2/3 majority. All proposed amendments shall be presented for discussion at the monthly meeting preceding the meeting at which it will be presented to be adopted or rejected.

President *Delhi Adams*  
1<sup>st</sup> Vice President *Ernestina J. Hernandez*  
2<sup>nd</sup> Vice President *Mark R. Wright*  
Secretary *Shirley Haddell*  
Treasurer *Deanna Daniels*  
Date *1-10-2009*



Amendment to Article II –Elected Officers- Constitution of Fort Clark Springs  
Community Council, January 1999.

### **BY-LAWS**

During the Annual Meeting on January 24<sup>th</sup> 2004 a change to Article II , item 1, term of office, was passed by a majority vote of the Community Council members. The new article is to read:

#### **Article II- ELECTED OFFICERS**

1. The term of office for an elected officer shall be for a period of (2) years. The office of President and 2<sup>nd</sup> Vice President will be elected in alternate years of the 1<sup>st</sup> Vice President, Secretary, and Treasure commencing January 2004.

Amendment to Article VIII – Fiscal Year – Constitution of Fort Clark Springs Community Council, January 1999.

### **BY-LAWS**

During a Regular Meeting on April 12, 2008 a change to Article VIII – Fiscal Year, was passed by a 2/3 majority of the Community Council members. The new article is to read:

#### **Article VIII – FISCAL YEAR**

1. The fiscal year of the Fort Clark Springs Community Council shall be January 1 through December 31.

Amendment to Article II – Purpose – Constitution of Fort Clark Springs Community Council, January 1999.

### **CONSTITUTION**

During a Regular Meeting on April 12, 2008 an addition to Article II – Purpose, was passed by a 2/3 majority of the Community Council members. Additions to the Purpose are:

#### **Article II – PURPOSE**

- (e) to assist in the education of youth and the general public in the history of Southwest Texas.
- (f) To preserve, protect and promote the historical resources of the Fort Clark Historic District for its citizens, the visiting public and future generations.
- (g) To raise money to help achieve the goals and missions mentioned in e and f.

Amendment to Article V – Board of Directors – Constitution of Fort Clark Springs Community Council, January 1999.

## **BY-LAWS**

During a Regular Meeting on April 12, 2008 an addition to Article V – Board of Directors, was passed by a 2/3 majority of the Community Council members. Addition to the Board of Directors is:

13. Adherence to a Conflict of Interest Policy for Fort Clark Springs Community Council.

## **Conflict of Interest Policy for FCSCC**

**All members of the Board of Directors will make every effort to avoid any conflict between their own personal, company or firm interests of FCSCC, in all actions taken by them on behalf of FCSCC.**

**A FCSCC board member should abstain from voting on issues, policies and decisions which could cause the member to benefit personally or cause the member's company or firm to benefit from the outcome of the vote.**

**The disclosure by members should be in writing, confidentially addressed to the President, and should describe the facts and circumstances relative to the potential conflict of interest. It will be the decision of the President of FCSCC Board of Directors as to a resolution of the conflict, if a resolution is deemed necessary.**

**Any member of the FCSCC Board who is aware of a conflict of interest on his/her part and fails to report such shall be subject to appropriate disciplinary action by the Board of Directors or its designee.**