

AMENDED BYLAWS  
of the  
GREATER DALLAS PLANNING COUNCIL

Effective as of February 22, 2023

ARTICLE I  
Name and Purposes

**Section 1.1** Name. The Name of this corporation is the Greater Dallas Planning Council and will herein be referred to as the GDPC.

**Section 1.2** Purpose. The GDPC is both a forum and an advocate whose purpose it is to define, debate, and promote ideas of critical importance to a sustainable future for the Greater Dallas Region and for any other legal purpose in furtherance of the objectives stated herein.

**Section 1.3** Mission. The mission of GDPC is to shape, promote and advocate a creative, sustainable, and equitable future for the Greater Dallas Region.

ARTICLE II  
Members

**Section 2.1** Members. All members must be committed to furthering the purposes stated in Article I. The GDPC shall have four (4) classes of members, without any geographic limitations, made up of:

- a. Any individual member; and
- b. Any small business. A small business member may be represented by one (1) appointed designee
- c. Any public agency or corporate member. A public agency or a corporate entity may be represented by up to three (3) appointed designees.
- d. Any Platinum public agency or corporate member may be represented by up to six (6) appointed designees.

**Section 2.2** Life Member. Any member may become a Life Member by paying the appropriate fee and meeting any other criteria set from time to time by the Board of Directors or may be granted a Life-Membership by the Board for services rendered to the organization.

**Section 2.3** Honorary Members. Upon recommendation of the Executive Committee, the Board can grant honorary membership to a person or entity. Honorary members shall neither vote nor hold office.

**Section 2.4** Termination and Removal,

- a. Any member may voluntarily withdraw from membership in GDPC by notifying the GDPC in writing of his/her desire to withdraw.
- b. The Board of Directors may after reasonable notice terminate the membership of any member whose conduct is detrimental to the purpose and best interests of the GDPC.
- c. The membership of any member who has failed or shall hereafter fail to pay his/her dues or any other indebtedness to the GDPC on or before the date due shall be terminated or suspended as provided by such rules and regulations as may be adopted by the Board of

Directors from time to time, provided that no membership may be terminated or suspended under this subsection (d) unless such dues or other indebtedness are delinquent for at least sixty (60) days or without written notice of such proposed action mailed or emailed to such delinquent membership at his/her address shown on the GDPC records.

**Section 2.5. Reinstatement.** When any person or entity has ceased to be a GDPC member for any cause, the Board of Directors may reinstate such person or entity to membership in accordance with such rules and regulations as may be adopted from time to time by the Board of Directors.

**Section 2.6. Annual Meeting.** There shall be a meeting of the members conducted each calendar year with a date set by the Board of Directors with no less than twenty-one (21) days' notice to members.

**Section 2.7. Quorum and Voting at Annual Meeting.**

- a. A majority of those members present at the annual meeting, including those present by written proxy, shall vote upon any business properly moved and seconded during any given annual meeting.
- b. Members shall vote on the slate of Board members recommended by the Nominating Committee. Additional Board members may be added or removed between annual membership meetings by a vote of the existing Board of Directors.
- c. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- d. A secret ballot may be taken on any matter upon motion adopted by a majority of the members present.

### ARTICLE III Board of Directors

**Section 3.1. Powers and Duties.** The property and affairs of the GDPC shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the directors shall exercise all the powers of the GDPC in a manner consistent with the purposes set out herein. The Board of Directors shall have general power to control and manage the affairs and property of the GDPC in accordance with the purposes and limitations set forth in the Articles of Incorporation and shall have full authority with respect to the distribution and payment of monies received by the GDPC from time to time. No individual Board member is bound personally by the official position of the Board of Directors of the GDPC.

**Section 3.2 Finances.**

- a. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the GDPC. The Board of Directors shall determine who shall be authorized from time-to-time on the GDPC's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.
- b. Investments. The funds of the GDPC may be retained in whole or in part in cash or be invested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board of Directors may deem desirable, with regard to the

limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

- c. **Annual Financial Statements.** The Treasurer shall prepare or cause to be prepared, complete financial statements for the GDPC in conformity with generally accepted accounting principles (GAAP). An audit report by an independent certified public accountant may be requested by a majority of the Board at any time. The annual financial statements shall be presented to and reviewed by the Board within 120 days after the end of each fiscal year. Financial statements shall include:
  - 1. Significant categories of contributions and other income;
  - 2. Expenses reported in categories corresponding to the descriptions of materially significant expenditures, programs, and activities contained in the GDPC's annual report, solicitations and other informational materials;
  - 3. A detailed schedule of expenses by natural classifications (e.g., salaries, employee benefits, leases, postage, etc.);
  - 4. Accurate representations for all fund-raising (if any) and administrative costs; and,
  - 5. Such other financial disclosures as are reasonable and necessary to comply with generally accepted accounting practices.
- d. **Dividends Prohibited.** No part of the net income of the GDPC shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the GDPC shall be distributed to its directors or officers. The GDPC may reimburse its directors as provided in Article 3.2(e).
- e. **Compensation.** Directors as such shall not receive any salary or compensation for their service as director, other than reimbursement for out-of-pocket expenses, provided, however, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity or receiving compensation, therefore.
- f. **Fiscal Year.** The GDPC's fiscal year shall be as determined by the Board of Directors.

**Section 3.3. Number of Directors.** The Board shall be comprised of no more than forty (40) members. The number of Board representatives from a specific company or public agency is limited to three (3).

**Section 3.4. Term of Office.** All directors shall serve one-year terms and there shall be no limit for re-election to the board.

**Section 3.5. Election.** Candidates for director shall be nominated by the Nominating Committee. The elected officers set forth in Section 4.1 shall automatically be nominated to be members of the Board of Directors. Directors will be elected annually by a majority vote of the members at the annual meeting.

**Section 3.6. Vacancies.** Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, shall be filled upon recommendation from the Nominating Committee and approved at any meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office. Each director so elected shall hold office for the remainder of said term of office.

**Section 3.7. Termination and Removal.**

- a. Any director may voluntarily withdraw from membership in the GDPC by notifying the GDPC in writing of his/her desire to withdraw.
- b. The Board of Directors may after reasonable notice terminate the office of any director whose conduct is detrimental to the purpose and best interests of the GDPC.

**Section 3.8. Executive Committee Meetings.** Executive Committee Meetings shall be held the first Tuesday of each month and with the purpose of convening the Executive Board to discuss business matters and vote on issues important to the overall operation of the organization. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all business may be transacted at any regular meeting.

**Section 3.9. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all business may be transacted at any regular meeting.

**Section 3.10. Special Meetings.** Special meetings of the Board of Directors may be called by the President or on the written request of two (2) or more directors upon one (1) week notice by first class mail or by electronic transmission (e-mail or by facsimile). Except as may be otherwise expressly provided by law or by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 3.11. Telephonic and Virtual Meetings.** Subject to the provisions required herein for notice of meetings, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in and hold a meeting of such board or committee by means of conference by telephone, virtually through an online meeting platform, or similar communications equipment such that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.10 shall constitute presence in person at such meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 3.12. Proxy.** A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable, unless otherwise made irrevocable by the Act.

**Section 3.13. Presumption of Assent.** A director who is present at any meeting of the Board of Directors at which action on any GDPC matter is taken will be presumed to have assented to the action unless his/her dissent is entered in the minutes of the meeting or unless he/she files his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

**Section 3.14. Actions Without Meetings.** Unless otherwise restricted by the Articles, these Bylaws or by law, 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 a consent in writing, setting forth the action so taken, is signed by a sufficient number of the directors or committee members, as the case may be, as would be necessary to take the action at a meeting at which the directors or committee members, as the case may be, were present. The written consent for this Section 3.13 is satisfied by a written consent that is signed by hand or otherwise adopted by a director or committee member, including signature or adoption through electronic means (e.g., a consent adopted by use of e-mail or facsimile).

**Section 3.15. Quorum and Voting.** The attendance of 40% of directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. Each director shall be entitled to one (1) vote and may vote by proxy executed in writing by such director. Except to alter, amend or repeal these

Bylaws, or as otherwise required by law, the act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present or represented at any meeting of the Board of Directors, those directors present shall have power to adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present or represented. At any adjourned meeting at which a quorum shall ultimately be present or represented, the meeting may be resumed as scheduled and any business may be transacted which may have been transacted at the meeting as originally notified.

**Section 3.16. Electronic Voting.** Electronic voting by members of the Board of Directors and members of any committee designated by the Board of Directors is authorized and permitted, including, without limitation, electronic proxies, provided such electronic transmission contains or is accompanied by information from which it can be determined that the transmission was authorized by the respective member of the Board of Directors.

**Section 3.17. Attendance at Board Meetings.** It is the duty of each director to attend the regular and special meetings of the Board of Directors, meeting of members and other events of the GDPC. A director's failure to attend at least 50% of Board meetings and 6 events within a year is a basis for suspension or removal from the Board of Directors.

#### ARTICLE IV Officers

**Section 4.1. Elected Officers.** The Officers of the GDPC shall be comprised of the President, President-Elect (during years that the office is filled), Vice President-Issues, Vice President-Membership, Vice President-Programs, Vice President of Marketing & Communications, Secretary, Treasurer, and Immediate Past President.

**Section 4.2. President.** The President shall be the chief executive officer of the GDPC and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. He/she shall have general authority to execute bonds, deeds, and contracts in the name of the GDPC and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. In the absence or disability of the President, his/her duties shall be performed, and his/her powers shall be exercised by the President-Elect. During years when the office of President-Elect is vacant, the duties of the President, during the President's absence or disability, shall be exercised by Vice President designated by the President, unless otherwise determined by the Board of Directors.

**Section 4.3. President-Elect.** The President-Elect shall serve in the place of the President if the President is absent or disabled and shall have such other powers and duties as prescribed by the President or the Board of Directors.

**Section 4.4. Immediate Past-President.** The Immediate Past-President shall have such duties and responsibilities as shall be given by the President or the Board of Directors.

**Section 4.5. Vice Presidents.** Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the President or the Board of Directors.

**Section 4.6. Secretary.** The Secretary shall act as secretary of all meetings of the Board of Directors, keep minutes of all such meetings for the GDPC's records, and perform such other duties as may be assigned to him/her from time to time by the President or by the Board of Directors. In his or her absence, the Secretary shall arrange for another Director to take and prepare minutes of the meeting. Unless assigned to an Executive Director by a vote of the Board of Directors, the Secretary shall be charged with the following duties:

- a. He/she shall sign all papers pertaining to the GDPC as authorized or directed by the Board of Directors.
- b. He/she shall serve all notices required by law and by these Bylaws and shall make full report of all matters of business pertaining to their office to the members at the Annual Meeting.
- c. He/she shall keep or cause to be kept a membership database containing the names of all persons, alphabetically arranged, who are, or who shall become, members of the GDPC.
- d. He/she shall notify the Texas Secretary of State of changes in registered agent and registered office information as necessary.

**Section 4.7. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the GDPC or which the GDPC may hold in fiduciary capacity and such other duties as may be assigned to him/her from time to time by the President or by the Board of Directors. Specifically, the Treasurer shall be charged with the following duties:

- a. He/she shall prepare or cause to be prepared, an annual budget showing the proposed financial plan for the GDPC; this shall be presented to the Board for adoption no later than by the end of February each year, and subsequently modified as necessary throughout the year.
- b. He/she shall deposit all funds in the name of the GDPC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- c. He/she shall prepare or cause to be prepared, complete financial statements for the GDPC in conformity with generally accepted accounting principles (GAAP) and shall cooperate with and provide all records necessary for an audit report by an independent certified public accountant when requested by the Board.
- d. He/she shall annually prepare or cause to be prepared a state franchise tax return and a 990 federal tax return and timely file same with the appropriate taxing authority.
- e. He/she shall assist the President, the Board, and committee chairs in the financial activities related to activities and events of the organization.
- f. The Board may delegate any or all such duties to an Executive Director to be selected by the Board.

**Section 4.8. Term of Office.** All officers shall serve one-year terms and shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. An officer may be elected to successive terms without limit.

**Section 4.9 Election.** The officers shall be elected annually by a majority vote of the members at the annual meeting.

**Section 4.10. Termination and Removal.**

- a. Any officer may voluntarily withdraw from membership in the GDPC by notifying the GDPC in writing of his/her desire to withdraw.

- b. The Board of Directors may after reasonable notice and hearing terminate the office of any officer with or without cause, by vote of a majority of the Board of Directors then in office.

**Section 4.11. Vacancies.** Any vacancy in the officers arising at any time and from any cause, including the authorization of an increase in the number of officers, shall be filled by recommendation by the Executive Committee and approved at any meeting of the Board by the affirmative vote of a majority of the directors then in office. Each officer so elected shall hold office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal.

## ARTICLE V Executive Director

**Section 5.1. Executive Director.** The Executive Director shall be the chief operating officer and be either a contractor or a paid employee of the GDPC. He or she shall have responsibility for the day-to-day administrative functions of the GDPC. The Executive Director shall have, within the budget limits approved by the Board of Directors, the general authority to cause the employment or appointment of such employees and agents of the GDPC as the proper conduct of operations may require and to fix their compensation. The Executive Director may also remove or suspend any employee or agent and may take such actions on behalf of the GDPC as may be necessary or advisable to conduct the activities of the GDPC.

## ARTICLE VI Committees

**Section 6.1. Names.** The Committees shall be defined as the Executive Committee, the Nominating Committee, Task Forces, and any other standing or special committee recommended by the President and approved by the Board.

**Section 6.2. Executive Committee.** The Executive Committee shall be comprised of the President as chair, the President-Elect, the Immediate Past-President, the Vice President of Programs, the Vice President of Membership, the Vice President of Issues, Vice President of Marketing & Communications, the Secretary, the Treasurer and up to five (5) at-large members of the Board. The at-large members shall be appointed by the President. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of GDPC; provided however that the Executive Committee shall not have the authority of the Board to (a) amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws; (b) fill vacancies on the Board; (c) amend or repeal any resolution of the Board; (d) approve any transaction (i) to which GDPC is a party and as to which one or more directors has a material financial interest or (ii) between GDPC and one or more of its directors or between GDPC and any corporation or firm in which one or more of GDPC's directors has a material financial interest; or (e) approve any disposition of all or substantially all of GDPC's assets, any merger and its principal terms and the dissolution of GDPC. One-half of the number of members of the Executive Committee shall constitute a quorum. Every act or decision done or made by a majority of the members present at a meeting held at which a quorum is present shall be regarded as the act of the Executive Committee.

**Section 6.3. Nominating Committee.** The President shall appoint the members of the Nominating Committee from the current officers and the Board at large. The Nominating Committee shall be responsible for recommending a slate of officers and directors to serve the organization in the calendar year following its appointment.

**Section 6.4. Task Forces.** The Board shall from time to time create various subject matter task forces for the purpose of engaging members in the mission of the GDPC to define, debate, and promote ideas of importance to a sustainable future for the Greater Dallas Region. Task force responsibilities shall include, but not limited to, generating, or reviewing white papers, position statements and resolutions pertaining to their subject matter area for issuance by the GDPC, subject to Board approval. Chairs of the task forces shall be appointed by the President and must be members of the Board of Directors. Each task force shall serve at the pleasure of the Board.

**Section 6.5. Other Standing Committees.** The Board may, by resolution, designate such other standing committees as it may deem appropriate from time to time. Each standing committee shall be appointed by the Board and have at least three (3) members. Each standing committee shall serve at the pleasure of the Board. No standing committee shall have the power to (a) alter, amend, or add to these By-Laws, (b) remove any officer or director from office, (c) fill vacancies in the Board or in any committee of the Board, or (d) amend or repeal any resolution of the Board.

**Section 6.6. Special Committees.** The President may, create such ad hoc special committees as the President may deem appropriate from time to time. Special committees shall consist of two (2) or more members appointed by the President. Special committees shall have only the power specifically delegated to them by the President and in no case shall have powers which are not authorized for standing committees.

## ARTICLE VII Indemnification and Insurance.

**Section 7.1. Indemnification.** The GDPC may, to the fullest extent authorized by law, indemnify any present or former officer or director of the GDPC or the personal representatives (or their estates) thereof, made or threatened to be made a party in any civil action or proceeding by reason of the fact that said person(s) is or was a director or officer of the GDPC, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the GDPC, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding, or appeal. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, his/her executor, or estate, may be entitled apart from this provision.

**Section 7.2. Insurance.** The GDPC shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by law. Notwithstanding any provision hereof to the contrary, the GDPC shall not indemnify any person described herein if such indemnification would jeopardize the Corporation's tax-exempt status under section 501(c) (3) of the Internal Revenue Code of 1986, or any successor thereto.

## ARTICLE VIII Conflicts of Interest

**Section 8.1. Existence of Conflict, Disclosure.** A conflict of interest may exist when the direct, personal, financial interest of any director or officer competes with the financial interest of the GDPC. If any such conflict arises regarding a matter requiring action by the Board, the interested person shall call it to the attention of the Board and such person shall not vote on the matter. The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the GDPC also obtains or seeks funds shall not itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall



be resolved by a vote of the Board, excluding the person who is the subject of the possible conflict of interest. This provision shall not limit the obligations of an officer or director to timely and fully disclose to the Board any conflict of interest that may arise.

**Section 8.2. Non-participation in Vote.** Any officer or director having a conflict of interest with the GDPC shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting and removed from the string of electronic communication.

**Section 8.3 Minutes of Meetings.** The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 8.4. Annual Review.** A copy of this conflict-of-interest policy shall be furnished to each director or officer who is presently serving the GDPC, or who may hereafter become associated with it. This policy shall be reviewed annually for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their office.

#### ARTICLE IX Amendments and Dissolution

**Section 9.1. Amendments.** These Bylaws of the GDPC may be adopted, amended, or repealed, in whole or part, by the affirmative vote of at least two-thirds of the number of directors attending a meeting at which a quorum is present, provided, however, any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business requires the affirmative vote of at least two-thirds of the entire Board. Prior to consideration of any amendment or other change to the Bylaws, written notice of the specific amendment or change shall be given by first-class mail, electronic transmission (fax or e-mail), hand delivery, or other reasonable delivery method to each director at least fourteen (14) days prior to the date of the meeting to consider such amendment(s) or change(s).

**Section 9.2 Dissolution.** Upon the dissolution of the GDPC, the Board shall, after paying or making provisions for the payment of all liabilities of the GDPC, distribute all of the assets of the GDPC to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time have purposes similar to those of the GDPC and which qualify (1) as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, and (ii) educational, religious, or charitable organizations in this state that are qualified for an exemption from Texas ad valorem taxation under the Texas Property Tax Code, as the Board shall determine.

#### ARTICLE X Notice

**Section 10.1 Form of Notice.** Whenever any notice whatsoever is required to be given under the provisions of these Bylaws to any director, officer, or committee member and no provision is made as to how such notice shall be given, it shall be construed to mean written notice, by hand delivery, mail, facsimile transmission, e-mail, or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited first class, postage prepaid, in the United States mail, addressed to the person entitled thereto at his/her post office address, as it appears on the books of the corporation. Any notice required or permitted to be given by e-mail or facsimile transmission shall be deemed to have been given at the time the notice is successfully transmitted to the person entitled thereto. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at

the time notice is delivered to the overnight delivery courier service, fees prepaid, addressed to the person entitled thereto at his/her post office address, as it appears on the books of the corporation.

**Section 10.2. Waiver of Notice.** Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The latest amendments to these Bylaws were proposed, read, discussed, and adopted by a two-thirds majority of the directors attending the February 22, 2023, Board meeting.

  
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Ruben Landa, GDPC President

  
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Cristina Criado, GDPC Secretary