

Bylaws of STROAG

Article 1 Offices

Section 1. Principal Office

The principal office of STROAG (the “Corporation”) is located in Galveston County, State of Texas.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Address: P. O. Box 2234, Galveston, Texas 77550

Dated: April 13, 2023

Article 2 Nonprofit Purposes

Section 1. Entity

STROAG is a Texas Nonprofit Corporation.

Section 2. Mission Statement

The mission of STROAG is to advance the interests of the vibrant short term rental industry of Galveston Island through advocacy, education and sharing information.

Article 3 Directors

Section 1. Number and Qualifications

The Corporation shall have seven Directors (each a “Director”) and collectively they shall be known as Directors or the Board of Directors. Directors shall be of the age of majority in the State of Texas. Other qualifications for Directors shall be as follows: at

least five Directors shall be Members. Only one Member of a household may serve as a Director at the same time.

Section 2. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Elect and supervise all Officers of the Corporation;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof.
- f. The Directors and Officers of the Corporation shall retain all documents and materials (i.e. emails, applications payments, open house materials, etc.) related to the operation of STROAG for the duration of their tenure. Upon ceasing to be a Director or Officer for any reason, they shall immediately return all such documents and materials to the President or Secretary of the Corporation.

Section 3. Election Term of Office and Compensation.

The Directors shall be elected by the General Membership at the last regular meeting of the calendar year. Directors shall serve one year terms, but may serve multiple and successive terms. Directors shall serve without compensation.

Section 4. Regular Meetings

The first regular meeting of the Board of Directors shall be held directly after being elected at the General Meeting.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two Directors by providing at least one week prior notice by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. If all Directors agree in writing, including email or text, advance notice of a special board meeting may be waived. The Secretary shall send minutes of the meeting to the Board of Directors within two weeks of the meeting. The Board of Directors are permitted to take action by unanimous written consent, in lieu of an actual meeting.

Section 6. Teleconference Meetings

Any meeting may be held by means of conference telephone or other communications equipment provided all persons participating can hear each other. Participation in such a meeting shall constitute presence in person.

Section 7. Quorum for Board of Directors Meetings

A quorum shall consist of four Directors.

Section 8. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 9. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or in their absence, by the Vice President of the Corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding Officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 10. Vacancies

A Director shall be subject to removal, with or without cause, at a meeting of the General Membership called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation or removal, shall be filled by a majority vote of the General Membership.

Section 11. Non liability and Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall not be personally liable for debts, liabilities or other obligations. Further, they shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Article 4

Officers

Section 1. Designation of Officers

The Officers of the Corporation (each an “Officer” and collectively the “Officers”) shall be a president (the “President”) , a Vice President (the “Vice President”) a secretary (the “Secretary”) and a treasurer (the “Treasurer”). The Corporation may also have other such Officers as may be determined by the Board of Directors.

Section 2. Qualifications

Any Director may serve as an Officer. Two offices may not be held by one person.

Section 3. Election, Term of Office and Compensation

Officers shall be elected by the Board of Directors, at a meeting convened for this purpose, directly following the annual election of Directors. Officers shall be elected from among the Directors. Officers shall serve a one year term and may serve multiple and successive terms. Officers shall serve without compensation.

Section 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by a vote of the General Membership, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a vote of the Board of Directors.

Section 6. Duties

The Duties of the Officers shall are:

- a. President: The President shall preside at all meetings of the Board of Directors and General Membership. The President is the Chief Executive Officer of the Corporation responsible for managing the day-to-day operations of STROAG.
- b. Vice President: The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in discharge of its leadership duties.
- c. Secretary: The Secretary shall keep an accurate list of Directors, Officers and Members. The Secretary shall take and maintain the minutes of the Board of Directors and General Meetings.

d. Treasurer: The treasurer shall be responsible for conducting the financial affairs of the Corporation as directed by the Board of Directors. The treasurer shall make reports of corporate finances at each meeting of the Board of Directors and General Membership and otherwise as may be required.

Article 5

Funds of the Corporation

Section 1. Accounts

The Corporation shall maintain a checking account in a FDIC financial institution. The President (or their board Member designee) and the treasurer shall have signing privileges on the account. Online access shall be available to those Officers plus one more Director.

Section 2. Expenditures

Except in accordance with an approved budget, all expenditures over the amount of \$250 must be approved by a vote of the General Membership. Except in accordance with an approved budget, all expenditures over the amount of \$50 must be approved by a vote of the Board of Directors. Directors of the Corporation are authorized to make expenditures under the amount of \$50, per funds available. Any Director making any expenditure shall notify the Board of Directors no later than the next Board of Directors or General Membership meeting.

Article 6

Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The Corporation shall maintain:

- a. Minutes of all meetings of the Board of Directors, committees of the Board of Directors, and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof shall be kept for the life of the Corporation;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions, banking information and accounts of its assets, liabilities, receipts, disbursements, gains, and losses shall be kept for 7 years;
- c. A current record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each shall be kept on the website;

d. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during office hours shall be kept for the life of the Corporation.

Section 2. Members' Inspection Rights

Every Member shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 7 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the Members of this Corporation to adopt, amend, or repeal the bylaws of this Corporation these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by a vote of the majority of the General Membership; or if the amendment was submitted in writing at the previous regular business meeting, then bylaws made be amended by a two-thirds vote of those voting, a quorum being present. Amendments to the Certificate of Formation can only be made by a majority vote of the Directors.

Article 8 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational

charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

Article 9 Members

Section 1. Determination and Rights of Members

The Corporation shall have one class of Members. No person shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Members

Applicants for membership must be an owner or operator of a Short Term Rental Property (STR) located on Galveston Island. Applicants for membership must submit an application in a form approved by the Board of Directors, along with a membership fee and be approved by a majority vote of the Board of Directors in accordance with Section 3.

Section 3. Admission of Members

Once an application has been submitted, full membership shall not be conveyed until the application has been approved by a simple majority vote of the Board of Directors and the membership fee has been paid.

Section 4. Fees and Dues

(a) Membership Renewal: Membership renews annually on April 1st. The annual dues payable to the Corporation by existing Members shall be \$50, due April 1st of each year.

(b) New Members: Upon being accepted, new Members shall pay dues in the amount of \$50; provided, however those Members accepted after September 1st shall pay prorated dues in the amount of \$25.

Section 6. Membership List

The Corporation shall keep a membership list containing the name and address of each Member. Such list shall be kept on STROAG's internal website.

Section 7. Non Liability of Members

A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 8. Non Transferability of Memberships

No Member may transfer a membership or any right arising therefrom.

Section 9. Termination of Membership

The membership of a Member shall terminate upon the occurrence of any of the following events:

1. Upon their notice of such termination delivered to the President or Secretary of the Corporation personally or by email
2. Upon a failure to renew their membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, mailed or emailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.
3. Upon a majority vote at a General Meeting called for the purpose of removing a Member, with or without cause.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

Article 10 Business Partners

Section 1: Approval of Business Partners

Persons or entities desiring to express support for the Corporation other than as Members may apply as Business Partners. Business Partners are required to meet any qualifications and requirements as may be reflected from time-to-time on the official STROAG website. Once an application has been submitted, Business Partner status shall not be conveyed until the application has been approved by a simple majority vote of the Board of Directors and the Business Partner fee has been paid.

Section 2: Business partner Fees and Dues

(a) Business Partner Renewal: Business Partners renew annually on April 1st. The annual dues payable to the Corporation by existing Business Partners shall be \$75. The Corporation may waive fees for any nonprofit organization.

(b) New Business Partner: Upon being accepted, new Business partners shall pay dues in the amount of \$75; provided, however those Members accepted after September 1st shall pay prorated dues in the amount of \$37.50.

Article 11

Meetings of Members

Section 1. Place of Meetings

Meetings of Members shall be held at a location announced by the Officer or Director calling the meeting.

Section 2. Regular Meetings

A regular meeting of Members shall be held at least five times a year. During the last general meeting of the calendar year, Members shall meet to elect the Board of Directors for the following year. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Member shall have the right cast one vote.

Section 3. Special Meetings of Members

Special meetings of the Members shall be called by a majority of the Board of Directors, the President of the Corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Members.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice via email stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 14 days before the date of the meeting, at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member entitled to vote at such meeting.

The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Section 5. Quorum for Meetings

A quorum shall consist of 20% of the Members of the Corporation present in person or by proxy.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members.

Section 7. Voting Rights

Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. A Member may also vote by proxy by designating a Member, in writing, to vote on their behalf. In lieu of personally appearing or sending a proxy Members may vote via written or electronic recorded vote sent to P.O. Box 2234, Galveston, Texas 77550 or email to the President, Vice President or Secretary.

Section 8. Conduct of Meetings

Meetings of Members shall be presided over by the President of the Corporation or, in their absence, by the Vice President of the Corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the Members present at the meeting.

The Secretary of the Corporation shall act as secretary of all meetings of Members, provided that, in their absence, the presiding Officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of ten pages, as the bylaws of this Corporation.

Dated: April 10, 2023

Ana Draa, President

Ron Venable, Vice President

Winter Bush, Secretary

Suzanne McClere, Treasurer

David Bloom, Director

Sondra Oxman, Director

Vonda Tackett, Director