

BYLAWS OF THE TEXAS CHAPTER OF THE  
AMERICAN BAMBOO SOCIETY, INC.

ARTICLE I

NAME

The name of this corporation shall be the **BAMBOO SOCIETY** TEXAS CHAPTER OF THE  
AMERICAN BAMBOO SOCIETY, INC. ^

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") is located at 1909 Richcreek Road, Austin, Texas 78757. The directors may change the principal office from one location to another.

Section 2. Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

OBJECTIVES AND PURPOSES

The objective of this corporation shall be:

1. To provide a source of information on the identification, propagation, utilization, culture, and appreciation of bamboos.
2. To promote the utilization of a group of desirable species by development of stocks of plants for introduction to the general public.
3. To support bamboo research in the field and to establish whatever facilities deemed necessary to carry out the research projects approved by the directors.

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the Texas Nonprofit Corporation Act for the public purpose described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or

intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE V

### DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to scientific and literary purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to the American Bamboo Society, Inc. or to an organization dedicated to scientific purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code S.501(c)(3).

## ARTICLE VI

### Section 1. Qualifications

There shall be three classes of membership in this corporation: regular, student, and honorary membership.

Any person of good character who is dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application by the board of directors and payment of such dues and initiation fee as may from time to time be fixed by the board of directors. Several subclasses of regular membership by defined by the board of directors and each subclass may have its own distinct membership dues.

Any other person of good character studying the Bambuseae toward an advanced degree shall be eligible for student membership upon acceptance of her or her application by the board of directors. Membership fees and dues shall be waived for this class. The application must be reviewed each year and membership granted at the discretion of the board of directors.

Any other person of good character who has materially added to the knowledge of the Bambuseae may be granted honorary membership for life at the discretion of the board of directors. Membership fees and dues are waived for this class.

All classes have voting rights.



## **Section 2. Fees, Dues, and Assessments**

Each member in good standing must pay, within the time and on the condition set by the board of directors annual dues in amounts to be fixed from time to time by the board of directors. The dues and fees shall be equal for all members of each class, but the board of directors may set different fees and dues for each class.

## **Section 3. Termination of Membership**

*Causes of Termination.* The membership of any regular members shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The failure of a member to renew his or her membership for the following year by paying annual dues within the time set forth by the board of directors.
- (c) The determination by the board directors or a committee designated to make such determination that the member has failed to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the corporation.

## **Section 4. Transfer of Memberships**

No member may transfer for value a membership or any right arising from it. All rights of memberships cease on the member's death.

# **ARTICLE VII**

## **MEETING OF MEMBERS**

### **Section 1. Place of Meeting**

Meetings of the membership shall be held at any place within or outside the State of Texas designated by the board of directors. In the absence of any such designation, members' meetings shall be held at Austin Area Garden Center, Zilker Botanical Garden, 2220 Barton Springs, Austin, Texas 78746.

### **Section 2. Annual Meeting**

The annual meeting of members shall be held during the month of August as fixed by the board of directors with the members to be notified as provided in Section 4 of this Article VII.

### **Section 3. Special Meeting**

(a) *Authorized persons who may call.* A special meeting of the members may be called at any time by any of the following: The board of directors, the president, or six or more members. Special meetings of the members may also be called by ten percent or more of the members.

(b) *Calling Meetings by Members.* If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by mail or by telegraphic or other facsimile transmission to the chairman of the board, the president, any vice-president, or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall be not less than seven nor more than forty-five days following the receipt of the request. If the notice is not given within the twenty days after the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the board of directors.

#### Section 4. Notice of Members' Meetings

(a) *General notice contents.* All notices of meeting of members shall be sent or otherwise given in accordance with Subsection (c) of this section of this Article VII not less than ten nor more than fifty days before the date of this meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

(b) *Notice of certain agenda items.* If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).

- (i) Removing a director without cause;
  - (ii) Filling vacancies on the board of directors by the members;
  - (iii) Amending the articles of incorporation;
  - (iv) Voluntarily dissolving the corporation.
- (c) *Manner of giving notice.* Notice of any meeting shall be



given by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice was sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time deposited in the mail or sent by telegram or other means of written communication.

#### Section 5. Quorum

*changed to 59%  
8/96*

(a) *Percentage required.* Ten percent of the members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) *Loss of quorum.* The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### Section 6. Voting

(a) *Eligibility to vote.* Persons entitled to vote at any meeting of members shall be regular, student, or honorary members as of the date determined in accordance with Section 7 of this Article VII, subject to the provisions of any applicable nonprofit corporation laws.

(b) *Manner of casting votes.* Voting may be voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

(c) *Cumulative voting.* Each member entitled to vote at any election of directors shall have the right to cumulate his votes by giving one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which his membership is entitled, or by distributing his votes on the same principal among as many candidates as he desires. No member shall be entitled to cumulate votes unless (i) the candidate's or candidates' name(s) have been placed in nomination before the voting, and (ii) a member has given notice at the meeting, and before the voting, of the member's intention to cumulate the member's votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination. Those candidates receiving the highest number of votes, up to the

number of directors to be elected, shall be winners of the election.

(d) *Only a majority of members represented at meeting required, unless otherwise specified.* If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, unless the vote of a greater number or voting by classes is required by Texas Nonprofit Corporation Act or by the articles of incorporation.

**Section 7. Record Date for Member Notice, Voting, Giving Consents and other Actions.**

(a) *To be determined by board of directors:* For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the board of directors may fix, in advance, a "record date" which shall not be more than sixty (60) nor fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consent, or take other action, as the case may be notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, on in the Texas Nonprofit Corporation Act.

(b) *Failure of board to determine date.*

(i) *Record date for notices or voting.* Unless fixed by the board of directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) *Record date for written consent to action without meeting.* Unless fixed by the board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board had been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

(iii) *Record date for other actions.* Unless fixed by the board, the record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(iv) *"Record date" means as of close of business.* For purposes of this paragraph (b), a person holding membership as of



the close of business on the record date shall be deemed the member of record.

## Section 8. Voting of Classes

Each regular, student or honorary member shall be entitled to cast one vote on all matters submitted to a vote of the members.

# ARTICLE VIII

## ELECTION OF DIRECTORS

### Section 1. Nominations and Solicitations for Votes

(a) *Nominating committee.* The chairman of the board, or the president if there is no chairman, shall appoint a committee to select qualified candidates for election to the board of directors. A list of candidates nominated shall be presented to the members at the meeting for voting purposes.

(b) *Nominations from the floor.* If there is a meeting to elect directors, any member present at the meeting, in person, may place names in nomination.

(c) *Solicitation of votes.* If more people are nominated for the board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the board is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.

(d) *Mailing election material.* On written request by any nominee for election to the board and accompanying payment of the reasonable costs of mailing (including postage), a corporation shall, within ten (10) business days after the request (provided payment had been made, mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (1) inspect and copy the record of all the member's names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of the directors, as of the most recent record date for which it has been compiled or as of

a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

## **Section 2. Vote required to Elect Director**

Candidates receiving the highest number of votes shall be elected as directors.

# **ARTICLE IX**

## **DIRECTORS**

### **Section 1. Powers**

(a) *General corporate powers.* Subject to the provisions of the Texas Nonprofit Corporation Act and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) *Specific Powers.* Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.

(ii) Change the principal executive office or the principal business office in the State of Texas from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Texas; and designate any place within or outside the State of Texas for the holding of any members' meeting or meetings, including annual meetings.

### **Section 2. Number and Qualification of Directors**

The authorized number of directors shall be five. Directors need not be residents of the State of Texas or members of the corporation.

### **Section 3. Election and Term of Office of Directors**

Two directors shall be elected at the annual meeting of the members held in even-numbered years and hold office for two years.



Three directors shall be elected in odd-numbered years and hold office for two years. However, if any annual meeting is not held or the directors are not elected at any annual meeting they may be elected at any special members' meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

#### Section 4. Vacancies

(a) *Events causing vacancy.* A vacancy in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who had been declared of unsound mind by an order of court or convicted of a felony or has been bound by final order or judgment of any court to have breached a duty under the Texas Nonprofit Corporation Act; (iii) the vote of the members (vote of a majority of the members in a corporation with fewer than 50 members) to remove a director; provided, however, that no director may be removed (unless the entire board is removed) when the votes cast against removal would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast and the entire number of directors authorized at the time of the most recent election of directors were then being elected. (Where the vote is by written ballot, a director may not be removed if the votes cast against removal, or not consenting thereto, would be sufficient to elect such director, as in the case of voting at a meeting above.); (iv) the increase of the authorized number of directors, or (v) the failure of the members, at any meeting of members at which any director or directors are to be elected to elect the number of directors to be elected at such meeting.

(b) *Resignations.* Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specified a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without duly elected directors in charge of its affairs.

(c) *Vacancies filled by members.* The members may elect a director at any time to fill any vacancy or vacancies not filled by the directors, but any such election must meet a quorum.

(d) *No vacancy on reduction of number of directors.* No reduction of the authorized number of directors shall have the

effect of removing any director before that director's term of office expires.

(e) *Restriction on interested directors.* Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, sister-in-law, brother-in-law, mother-in-law, father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### **Section 5. Place of Meetings; Meetings by Telephone**

Regular meetings of the board of directors may be held at any place within or outside the State of Texas that has been designated from time-to-time by resolution of the board. Special meetings of the Board shall be held at any place within or outside the State of Texas that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to by all the board members. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### **Section 6. Regular Meetings**

Regular meetings of the board of directors shall be held without call at such time as shall from time-to-time be fixed by the board of directors. Such regular meetings may be held without notice.

#### **Section 7. Special Meetings**

(a) *Authority to call.* Special meetings of the board of directors for any purpose may be called at any time by chairman of the board or the president, the secretary, or any two directors.

(b) *Notice.*

(i) *Manner of giving.* Notice of the time and place of special meetings shall be given to each director by one of the following methods; (a) by personal delivery or written notice;

(b) by first-class mail, postage paid; (c) by telephone



communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director, or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) *Time requirements.* Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) *Notice contents.* The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting or place of the meeting, if it is to be held at the principal executive office of the corporation.

#### **Section 8. Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 9 of this Article IX. 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 shall be regarded as the act of the board of directors, subject to the provisions of the Texas Nonprofit Corporation Act, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by a least a majority of the required quorum for that meeting.

#### **Section 9. Adjournment**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **Section 10. Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were present at the time of the adjournment.

#### **Section 11. Action Without Meeting**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if a majority of members of the board, individually or collectively, consent to that action. Such consent or consents shall be filed with the minutes of the proceedings of the board.

## ARTICLE X

### OFFICERS

#### Section 1. Officers

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

#### Section 2. Election of Officers

The officers of the corporation shall be chosen by the board of directors by majority vote at any meeting at which a quorum is present.

#### Section 3. Subordinate Officers

The board of directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officer that the business of the corporation may require, each of whom shall have the title, hold office for the period, have authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

#### Section 4. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

#### Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation or oral notice at a regular meeting. Any resignation shall take effect at the date of the receipt of that



notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

#### Section 6. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointment to that office.

#### Section 7. Responsibility of Officers

(a) *Chairman of the board.* If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph (b), below.

(b) *President.* Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(c) *Vice presidents.* In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chairman of the board.

(d) *Secretary.* The secretary shall attend to the following:

(i) *Book of minutes.* The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the named of those present at such meetings, the number of members

present or represented at the members' meetings, and the proceedings of such meetings.

(ii) *Memberships records.* The secretary shall keep, or cause to be kept a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) *Notices and other duties.* The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(e) *Chief financial officer.* The chief financial officer shall attend to the following:

(i) *Books of account.* The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) *Deposit and disbursement of money and valuables.* The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or by bylaws.

(iii) *Bond.* If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

## ARTICLE XI

### RECORDS AND REPORTS

#### Section 1. Maintenance of Corporate Records



The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal executive office, or a place designated by the board of directors.

## **Section 2. Members' Inspection Rights**

(a) Any member of the corporation may inspect and copy the records of members' names and addresses and voting rights on demand stating the purpose for which the inspection rights are requested.

(b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

## **Section 3. Maintenance and Inspection of Articles and Bylaws**

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Texas, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

## **Section 4. Inspection by Directors**

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

## **Section 5. Annual Report to members**

(a) Not later than 120 days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the members or to be presented at the annual meeting. Such report shall contain the following information in reasonable detail.

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(b) The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## ARTICLE XII

### CONSTRUCTION AND DEFINITIONS

Unless the context required otherwise, the general provisions, rules of construction, and definitions in the Texas Nonprofit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## ARTICLE XIII

### AMENDMENTS

#### Section 1. Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of members at a meeting where quorum of members is present.

### CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Texas Chapter of the American Bamboo Society, Inc., a Texas nonprofit corporation, and that the above bylaws, consisting of \_\_\_\_ pages are the bylaws of this corporation as adopted at a meeting of the members held on \_\_\_\_\_, 1993.